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**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**蘭州莊園牧場股份有限公司**

*(a joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 1533)**

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH  
RULE 3.28 AND 8.17 OF THE LISTING RULES**

Reference is made to the announcement (the “**Announcement**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.\* 蘭州莊園牧場股份有限公司 (the “**Company**”) dated 2 January 2019 in relation to, amongst others, change of company secretary and authorised representative and change of principal place of business in Hong Kong. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Ms. Zhang currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange, on 7 January 2019, has granted, a waiver (the “**Waiver**”) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Zhang as a joint company secretary of the Company for a period commencing from 7 January 2019 to 1 January 2022 (the “**Waiver Period**”) on condition that the Company engages Ms. Ho, the other joint company secretary of the Company who is able to fully comply with the requirements set out under Note 1 to Rule 3.28 of the Listing Rules, to assist Ms. Zhang and enable her to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Note 2 to Rule 3.28 of the Listing Rules. The Waiver will be revoked immediately if and when Ms. Ho ceases to provide assistance to Ms. Zhang. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

Upon expiry of the Waiver Period, the Company will notify the Stock Exchange to re-visit the situation. The qualifications and experience of Ms. Zhang will be further evaluated by the Company. The Company will then endeavour to demonstrate to the Stock Exchange's satisfaction that Ms. Zhang, having had the benefit of Ms. Ho's assistance, has acquired "relevant experience" within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

By Order of the Board  
**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**Ma Hongfu**  
*Chairman*

Lanzhou, the PRC, 8 January 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Ma Hongfu, Mr. Wang Guofu, Mr. Chen Yuhai and Ms. Zhang Qianyu; the non-executive directors of the Company are Mr. Yap Kean Chong and Mr. Song Xiaopeng; and the independent non-executive directors of the Company are Ms. Liu Zhijun, Mr. Zhao Xinmin and Mr. Wong Cho Hang Stanley.*

*\* For identification purpose only*