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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 company incorporated in the People's Republic of China)*  
**(Stock code: 1533)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made by Lanzhou Zhuangyuan Pasture Co., Ltd.\* (蘭州莊園牧場股份有限公司) (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board  
**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
蘭州莊園牧場股份有限公司  
**Ma Hongfu**  
Chairman

Lanzhou, the PRC, 19 September 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 purposes only

## Lanzhou Zhuangyuan Pasture Co., Ltd.\*

### ANNOUNCEMENT ON CHANGING THE AUDITOR

**The Company and all members of the Board of Directors guarantee the truthfulness, accuracy and completeness of the contents of the announcement, and there are no false records, misleading statements or major omissions.**

Lanzhou Zhuangyuan Pasture Co., Ltd.\* (蘭州莊園牧場股份有限公司) (the “**Company**”) convened the 25th meeting of the third session of the Board and the 16th meeting of the third session of the Supervisory Committee on 19 September 2019, at which the Proposal on Changing the Auditor was considered and approved. Details of the matters concerned are announced as below:

#### **I. Description of Changing the Auditor**

The Company convened the 19th meeting of the third session of the Board and the 12th meeting of the third session of the Supervisory Committee on 24 April 2019 to consider and approve the Proposal in relation to the Appointment of Ruihua Certified Public Accountants (Special General Partnership) as the Auditor of the Company for 2019, which was considered and approved at the 2018 Annual General Meeting of the Company on 27 June 2019. During the course of practice, Ruihua Certified Public Accountants (Special General Partnership) (“**Ruihua**”) adhered to the principle of independent audit to objectively and fairly reflect the Company’s financial position, to effectively fulfill the responsibilities of an auditor and to protect the lawful rights and interests of the Company and its shareholders professionally.

In view of the needs of the Company’s business development and future auditing, the Audit Committee under the Board of Directors of the Company proposes after due consideration that the Company intend not to engage Ruihua as the auditor of the Company for 2019. The Company communicated with Ruihua on the dismissal and related matters in advance. The Board of the Company expressed sincere gratitude to the audit team of Ruihua for their hard work on the auditing of the Company.

The Company selects accounting firms based on the scale of auditors, auditing qualifications for A shares and H shares, experience and capabilities of comprehensive service. After careful investigation, it is proposed to engage WUYIGE Certified Public Accountants LLP (“DAXIN”) as the auditor of the Company for 2019, responsible for auditing the financial statement and internal control of the Company for 2019. It is proposed to the general meeting to authorize the management of the Company to negotiate and determine the audit fees with the auditor based on the actual operation of the Company and market condition in 2019.

## **II. Details of the accounting firm to be engaged**

Name: WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥))

Unified social credit code: 91110108590611484C

Type: Special general partnership

Principal place of business: Room 1504, Xueyuan International Tower, No. 1 Zhichun Road, Haidian District, Beijing

Executive partners: Wu Weixing, Hu Yonghua

Date of establishment: 6 March 2012

Business scope: audit the financial statements of enterprises and issue auditor’s report; verify the corporate capital and issue capital verification report; conduct audit business in mergers, divisions and liquidation, and issue relevant reports; audit the financial statements for the year of capital construction; agency accounting; accounting consulting, tax consulting, management consulting, accounting training; other business as stipulated by laws and regulations. (Enterprises shall independently choose operating projects and carry out business activities according to the law; carry out business activities that are subject to approval in accordance with those approved by relevant departments; and shall not engage in business activities that are prohibited and restricted by the city’s industrial policy.)

DAXIN is an accounting firm that holds the securities and futures related business license, and is one of the accounting firms that firstly obtained the qualifications for auditing H share in 2010. In the course of practice, DAXIN strictly complied with relevant national law, regulations and the Code of Practice of Chinese Certified Public Accountants and other practice standards, specifically strengthened the training of practicing personnel and improved their competence in practice. During the audit process, It has carefully implemented the review system with a particular focus on the quality of its work to meet the requirements of financial audit and internal control of the Company.

### **III. Approval procedures performed for the engagement of an auditor**

The Company has communicated in advance with the former auditor Ruihua on the matter of replacing the accounting firm, and obtained its understanding and support. Ruihua has been aware of such matter and confirmed it has no objection. There are no other matters that need to be brought to the attention of the shareholders of the Company.

With the full understanding of the business qualifications and practice quality of DAXIN and the careful verification of its relevant qualifications, and based on the business development needs and actual situation of the Company, the Audit Committee under the Board of Directors of the Company believes that DAXIN has the comprehensive qualifications for serving listed companies and is competent for the annual audit work of the Company.

The 25th meeting of the third session of the Board and the 16th meeting of the third session of the Supervisory Committee convened by the Company on 19 September 2019 considered and approved the Proposal on Changing the Auditor, agreed to dismiss Ruihua, the former accounting firm for 2019, and to engage DAXIN as the auditor of the Company for 2019, responsible for auditing the financial statement and internal control of the Company for 2019.

This proposal still needs to be proposed to the general meeting for consideration, and matters in relation to the changing the auditor shall take effect from the date on which it is approved at the general meeting of the Company. Further notice and announcement will be made for convening general meeting.

### **IV. Opinions of the independent directors**

#### **1. Prior approval opinions of independent directors:**

As the Board of the Company has provided relevant information to the independent directors in respect of dismissing the Company's former accounting firm for 2019 in advance, the independent directors are of the view that the decision-making procedures of the Company for dismissing the Company's former accounting firm for 2019 comply with relevant laws, regulations and the Articles of Association. The reasons for dismissal are objective and true, and will not damage the interests of the Company and shareholders as a whole, especially the minority shareholders. DAXIN has the qualifications for securities business and H shares audit, and has extensive experience and professionalism in auditing of listed companies. It can meet the requirements of auditing the Company's financial statements and internal control, and can audit the financial position and operating results of the Company independently. As proposed by the Audit Committee under the Board of the Company, the Company intends to engage DAXIN as the auditor of the Company for 2019. We agree to dismiss Ruihua, the former accounting firm of the Company for 2019 and engage DAXIN as the auditor of the Company for 2019, and agree the Company to propose the matters mentioned above to the 25th meeting of the third session of the Board of the Company for consideration.

## **2. Independent opinions of the independent directors:**

The independent directors are of the view that the decision-making procedures of the Company for dismissing the Company's former accounting firm for 2019 comply with relevant laws, regulations and the Articles of Association. The reasons for dismissal are objective and true, and will not damage the interests of the Company and shareholders as a whole, especially the minority shareholders. DAXIN has the qualifications for securities and futures related business and H shares audit, and has the experience and ability to provide audit services for listed companies. It can meet the requirements of auditing the Company's financial statements and internal control, and can audit the financial position and operating results of the Company independently. The decision-making procedures of the Company for engaging auditors are legal and effective, and we agree to dismiss Ruihua, the former accounting firm of the Company for 2019 and engage DAXIN as the auditor of the Company for financial report of 2019, and agree to submit the proposal to the general meeting of the Company for consideration.

## **V. Opinions of the Supervisory Committee**

The Supervisory Committee is of the view that the decision-making procedures of the Company for dismissing the Company's former accounting firm for 2019 comply with relevant laws, regulations and the Articles of Association. The reasons for dismissal are objective and true, and will not damage the interests of the Company and shareholders as a whole, especially the minority shareholders. WUYIGE Certified Public Accountants LLP has the qualifications for securities and futures related business and H shares audit, and has the experience and ability to provide audit services for listed companies. It can meet the requirements of auditing the Company's financial statements and internal control, and can audit the financial position and operating results of the Company independently. The decision-making procedures of the Company for engaging auditors are legal and effective, and we agree to dismiss Ruihua, the former accounting firm of the Company for 2019 and engage WUYIGE Certified Public Accountants LLP as the auditor of the Company for the financial report of 2019, and agree to submit the proposal to the general meeting of the Company for consideration.

## **VI. Documents available for inspection**

1. Resolution of the 25th Meeting of the Third Session of the Board of the Company
2. Resolution of the 16th Meeting of the Third Session of the Supervisory Committee of the Company
3. Prior Approval Opinions of Independent Directors on Changing the Auditor at the 25th Meeting of the Third session of the Board
4. Independent Opinions of Independent Directors on the Relavant Matter of the 25th Meeting of the Third Session of the Board of the Company

The Board of Lanzhou Zhuangyuan Pasture Co., Ltd.\*

19 September 2019