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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 with limited liability)*  
**(Stock Code: 1533)**

**ANNOUNCEMENT**  
**POLL RESULTS OF 2016 ANNUAL GENERAL MEETING**  
**HELD ON 16 JUNE 2017 AND**  
**DISTRIBUTION DATE OF FINAL DIVIDEND**

The board of directors of the Company (the “**Board**”) is pleased to announce that the 2016 annual general meeting of the Company (the “**AGM**”) was held in Lanzhou on Friday, 16 June 2017 and all the resolutions set out below were duly passed by way of poll.

The final cash dividend of RMB0.0742 per share (tax inclusive) for the year 2016 will be paid on Tuesday, 1 August 2017 to shareholders whose names appear on the register of members of the Company on Tuesday, 27 June 2017.

Reference is made to the notice of annual general meeting (the “**AGM**”) and the circular dated 28 April 2017 (the “**Circular**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the “**Company**”). Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the 2016 AGM was held at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the People's Republic of China (“**PRC**”) at 10:00 a.m. on Friday, 16 June 2017.

\* For identification purposes only

As at the date of the AGM, the issued share capital of the Company and the total number of shares to attend and vote on any of the resolutions proposed at the AGM was 140,500,000 shares comprising 105,370,000 domestic shares and 35,130,000 H shares. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in the Listing Rules and there were no holders of shares required under the Listing Rules to abstain from voting. No party has stated his or her intention in the Circular to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders or their proxies representing a total of 119,010,100 shares carrying voting rights in the Company, representing approximately 84.7% of the total issued share capital of the Company as at the date of the AGM, attended the AGM.

The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The Chairman of the AGM was Mr. Ma Hongfu, the executive director of the Board.

### **POLL RESULTS OF THE AGM**

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

| <b>Ordinary Resolutions</b> |  | <b>No. of Votes Cast (%)</b> |                | <b>Total No. of Votes Cast (%)</b> |
|-----------------------------|--|------------------------------|----------------|------------------------------------|
|                             |  | <b>For</b>                   | <b>Against</b> |                                    |
| 1.                          | To approve the Report of the Board of Directors of the Company for the year 2016.  | 119,010,100<br>(100%)        | 0<br>(0%)      | 119,010,100<br>(100%)              |
| 2.                          | To approve the Report of the Supervisory Committee of the Company for the year 2016.   | 119,010,100<br>(100%)        | 0<br>(0%)      | 119,010,100<br>(100%)              |
| 3.                          | To accept the independent auditor's report and the Company's audited financial statements for the year ended 31 December 2016.   | 119,010,100<br>(100%)        | 0<br>(0%)      | 119,010,100<br>(100%)              |
| 4.                          | To approve the profit distribution plan of the Company for the year ended 31 December 2016, namely, the proposal for distribution of a final dividend of RMB7.42 cents per share (tax inclusive) in cash in an aggregate amount of approximately RMB10.43 million for the year ended 31 December 2016, and to authorize the Board to implement the aforesaid distribution. | 119,010,100<br>(100%)        | 0<br>(0%)      | 119,010,100<br>(100%)              |

| Ordinary Resolutions |  | No. of Votes Cast (%) |           | Total No. of Votes Cast (%) |
|----------------------|--|-----------------------|-----------|-----------------------------|
|                      |  | For                   | Against   |                             |
| 5.                   | To approve the remuneration plan for Directors and Supervisors of the Company for the year 2017.   | 119,010,100<br>(100%) | 0<br>(0%) | 119,010,100<br>(100%)       |
| 6.                   | To approve the re-appointment of KPMG as the Company's international auditor for the year 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine its remuneration. | 119,010,100<br>(100%) | 0<br>(0%) | 119,010,100<br>(100%)       |

As more than half of the votes from the shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 1 to 6, these resolutions were duly passed as ordinary resolutions.

| Special Resolutions |   | No. of Votes Cast (%) |           | Total No. of Votes Cast (%) |
|---------------------|---|-----------------------|-----------|-----------------------------|
|                     |   | For                   | Against   |                             |
| 7.                  | To consider and approve the proposal on the amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares) of the Company. | 119,010,100<br>(100%) | 0<br>(0%) | 119,010,100<br>(100%)       |
| 8.                  | To consider and approve the proposal on the amendments to the Articles of Association of the Company.   | 119,010,100<br>(100%) | 0<br>(0%) | 119,010,100<br>(100%)       |

As more than two-thirds of the votes from the shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 7 to 8, these resolutions were duly passed as special resolutions.

Save as the above resolutions, the Company has not received any proposal put forward by any shareholders holding 3% or more of the shares carrying voting rights of the Company.

In compliance with the requirements of the Listing Rules, the Company appointed external certified public accountants, Ruihua Certified Public Accountants (Special General Partnership), to act as the scrutineer for the vote-taking at the AGM.

## **DISTRIBUTION DATE OF FINAL DIVIDEND**

As approved by the shareholders of the Company at the AGM, the Board is pleased to announce the following details in respect of the distribution of final dividend for the year ended 31 December 2016 to shareholders of the Company:

The Company will distribute a final cash dividend of RMB0.0742 per share (tax inclusive) in an aggregate amount of approximately RMB10.43 million for the year ended 31 December 2016 on Tuesday, 1 August 2017 to shareholders whose names appear on the register of members of the Company on Tuesday, 27 June 2017. Such dividend will be paid to holders of domestic shares in Renminbi and to holders of H shares in Hong Kong dollars. The actual amount of H share dividend paid in Hong Kong dollars is calculated according to the average benchmark exchange rate between Renminbi and Hong Kong dollars as published by the People's Bank of China for five business days prior to the date of the AGM (i.e. RMB0.87116 to HK\$1), being a cash dividend of HK\$0.08517 per share (tax inclusive).

As mentioned in the notice of AGM and the Circular, in order to determine the holders of Shares who are entitled to receive the above-mentioned final dividend, the register of members of the Company will be closed from Thursday, 22 June 2017 to Tuesday, 27 June 2017, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2016, unregistered holders of H shares of the Company shall lodge share transfer documents with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2017.

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

**蘭州莊園牧場股份有限公司**

**Ma Hongfu**

*Chairman of the Board*

Lanzhou, the PRC, 16 June 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Ma Hongfu, Mr. Wang Guofu, Mr. Chen Yuhai and Mr. Yan Bin; 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, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley.*