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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)

POLL RESULTS OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING, A SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING

The board of directors (the “**Board**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the “**Company**”) is pleased to announce that the extraordinary general meeting of the Company (the “**EGM**”), the class meeting of A Shareholders (the “**A Shareholders' Class Meeting**”), and the class meeting of H Shareholders (the “**H Shareholders' Class Meeting**” and together with the EGM and the A Shareholders' Class Meeting, the “**Meetings**”) were held by the Company at Conference Room, 26th Floor, Block B Shanghui Building of Gansu Province No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the People's Republic of China (the “**PRC**”) on 17 January 2020 and all the resolutions set out below were duly passed by way of poll. The convening of the Meetings was in accordance with the Company Law of the PRC and the Articles of Association.

Reference is made to the notices of the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (collectively referred to as the “**Notices**”) dated 31 December 2019 and the circular (the “**Circular**”) of the Company dated 31 December 2019. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the EGM, the total number of issued shares of the Company (the “**Shares**”) is 190,680,600 Shares (comprising 155,550,600 A Shares and 35,130,000 H Shares). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions under Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Notices or the Circular to vote against or to abstain from voting on any of the resolutions.

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

In compliance with the requirements of the Listing Rules, the Company’s auditor, WUYIGE Certified Public Accountants LLP, and Gansu Zhengtianhe Law Firm were appointed as scrutineers at the Meetings for the purpose of vote-taking.

CONVENING OF THE MEETINGS

EGM

The total number of Shares entitling the holders to attend and vote in respect of the resolutions at the EGM is 190,680,600 Shares. The total number of Shares with voting rights represented by the Shareholders attending the EGM in person or by proxy was 86,899,180 Shares, representing approximately 45.57% of the total number of Shares.

A Shareholders’ Class Meeting

The total number of A Shares entitling the holders to attend and vote on the resolutions at the A Shareholders’ Class Meeting was 155,550,600 A Shares. The total number of A Shares with voting rights represented by the Shareholders attending the A Shareholders’ Class Meeting was 78,355,180 A Shares, representing 50.37% of the total number of A Shares.

H Shareholders’ Class Meeting

The total number of H Shares entitling the holders to attend and vote on the resolutions at the H Shareholders’ Class Meeting was 35,130,000 H Shares. The total number of H Shares with voting rights represented by the Shareholders attending the H Shareholders’ Class Meeting was 8,544,000 H Shares, representing 24.32% of the total number of H Shares.

POLL RESULTS OF THE MEETINGS

Poll Results of the EGM

The poll results in respect of the respective resolutions at the EGM were as follows:

Special Resolutions		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
1.	To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
2.	To consider and approve each and every item of the resolution on the Non-public Issuance of A Shares of the Company:			
	(a) class and nominal value of shares to be issued;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(b) issue method and time;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(c) issue size;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(d) target subscribers and subscription method;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(e) issue price and pricing principles;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(f) lock-up period;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(g) listing venue;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(h) amount and the use of proceeds;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(i) arrangement of accumulated undistributed profits prior to the completion of the Issuance; and	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
	(j) the validity period;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
3.	To consider and approve the resolution on the Plan for the Non-public Issuance of A Shares;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
4.	To consider and approve the resolution on the Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares by the Company;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)

Ordinary Resolution		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
5.	To consider and approve the resolution on the Report on the Use of Proceeds Previously Raised;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
Special Resolutions		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
6.	To consider and approve the resolution on the remedial measure of the dilution of immediate return resulting from the Non-public Issuance of A Shares and risk warning;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
7.	To consider and approve the resolution on the undertakings given by the Controlling Shareholders, the <i>de facto</i> controller, the Directors and senior management in relation to the remedial measures adopted for the dilution of immediate returns by the Non-public Issuance of A Shares being implemented appropriately;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
8.	To consider and approve the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion at the general meeting;	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
9.	To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022);	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)
Ordinary Resolution		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
10.	To consider and approve the resolution on engaging the specific audit agency for the Non-public Issuance of A Shares; and	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)

Special Resolution		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
11.	To consider and approve the resolution on the amendments to the Rules of Procedures for General Meetings.	86,853,580 (99.95%)	45,600 (0.05%)	86,899,180 (100%)

As more than half of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the ordinary resolutions numbered 5 and 10, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the special resolutions numbered 1 to 4, 6 to 9 and 11, these resolutions were duly passed as special resolutions.

Poll Results of A Shareholders' Class Meeting

The poll results in respect of the respective resolutions at the A Shareholders' Class Meeting were as follows:

Special Resolutions	No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
	For	Against	
1. To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
2. To consider and approve each and every item of the resolution on the Non-public Issuance of A Shares of the Company:			
(a) class and nominal value of shares to be issued;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(b) issue method and time;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(c) issue size;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(d) target subscribers and subscription method;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(e) issue price and pricing principles;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(f) lock-up period;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(g) listing venue;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(h) amount and the use of proceeds;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(i) arrangement of accumulated undistributed profits prior to the completion of the Issuance; and	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
(j) the validity period;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
3. To consider and approve the resolution on the Plan for the Non-public Issuance of A Shares;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
4. To consider and approve the resolution on the Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares by the Company;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)

Special Resolutions		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
5.	To consider and approve the resolution on the remedial measure of the dilution of immediate return resulting from the Non-public Issuance of A Shares and risk warning;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
6.	To consider and approve the resolution on the undertakings given by the Controlling Shareholders, the <i>de facto</i> controller, the Directors and senior management in relation to the remedial measures adopted for the dilution of immediate returns by the Non-public Issuance of A Shares being implemented appropriately;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
7.	To consider and approve the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion at the general meeting;	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
8.	To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022); and	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)
9.	To consider and approve the resolution on the amendments to the Rules of Procedures for General Meetings.	78,309,580 (99.94%)	45,600 (0.06%)	78,355,180 (100%)

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the A Shareholders' Class Meeting were cast in favour of the special resolutions numbered 1 to 9, these resolutions were duly passed as special resolutions.

Poll Results of H Shareholders' Class Meeting

The poll results in respect of the respective resolutions at the H Shareholders' Class Meeting were as follows:

Special Resolutions		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
1.	To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
2.	To consider and approve each and every item of the resolution on the Non-public Issuance of A Shares of the Company:			
	(a) class and nominal value of shares to be issued;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(b) issue method and time;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(c) issue size;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(d) target subscribers and subscription method;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(e) issue price and pricing principles;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(f) lock-up period;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(g) listing venue;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(h) amount and the use of proceeds;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(i) arrangement of accumulated undistributed profits prior to the completion of the Issuance; and	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
	(j) the validity period;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
3.	To consider and approve the resolution on the Plan for the Non-public Issuance of A Shares;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
4.	To consider and approve the resolution on the Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares by the Company;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)

Special Resolutions		No. of Votes Cast (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
5.	To consider and approve the resolution on the remedial measure of the dilution of immediate return resulting from the Non-public Issuance of A Shares and risk warning;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
6.	To consider and approve the resolution on the undertakings given by the Controlling Shareholders, the <i>de facto</i> controller, the Directors and senior management in relation to the remedial measures adopted for the dilution of immediate returns by the Non-public issuance of A Shares being implemented appropriately;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
7.	To consider and approve the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion at the general meeting;	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
8.	To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022); and	8,544,000 (100%)	0 (0%)	8,544,000 (100%)
9.	To consider and approve the resolution on the amendments to the Rules of Procedures for General Meetings.	8,544,000 (100%)	0 (0%)	8,544,000 (100%)

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the H Shareholders' Class Meeting were cast in favour of the special resolutions numbered 1 to 9, these resolutions were duly passed as special resolutions.

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, 17 January 2020

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*