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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)

ANNOUNCEMENT
POLL RESULTS OF 2015 ANNUAL GENERAL MEETING
HELD ON 14 JUNE 2016
DISTRIBUTION DATE OF FINAL DIVIDEND AND
CHANGE OF DIRECTORS

The board of directors of the Company (the “**Board**”) is pleased to announce that the 2015 annual general meeting of the Company (the “**AGM**”) was held in Xining on Tuesday, 14 June 2016 and all the resolutions set out below were duly passed by way of poll.

The final cash dividend of RMB0.0712 per share (tax inclusive) for the year 2015 will be paid on Friday, 29 July 2016 to shareholders whose names appear on the register of members of the Company on Thursday, 23 June 2016.

Reference is made to the notice of annual general meeting (the “**AGM**”) and the circular dated 29 April 2016 (the “**Circular**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* 蘭州莊園牧場股份有限公司 (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 2015 AGM was held at No. 8, Dongxin Road, Xining Economic Development Area, Xining, Qinghai Province, the People's Republic of China (“**PRC**”) at 9:30 a.m. on Tuesday, 14 June 2016.

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 110,166,350 shares carrying voting rights in the Company, representing approximately 78.4% 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:

Ordinary Resolutions		No. of Votes Cast (%)		Total No. of Votes Cast (%)
		For	Against	
1.	To approve the Report of the Board of Directors of the Company for the year 2015.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)
2.	To approve the Report of the Supervisory Committee of the Company for the year 2015.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)
3.	To accept the independent auditor's report and the Company's audited financial statements for the year ended 31 December 2015.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)
4.	To approve the profit distribution plan of the Company for the year ended 31 December 2015, namely, the proposal for distribution of a final dividend of RMB0.0712 per share (tax inclusive) in cash in an aggregate amount of approximately RMB10 million for the year ended 31 December 2015, and to authorize the Board to implement the aforesaid distribution.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)

Ordinary Resolutions		No. of Votes Cast (%)		Total No. of Votes Cast (%)
		For	Against	
5.	To approve the appointment of Ms. Liu Zhijun as an independent non-executive Director of the Company and the authority granted to the Board for determining her remuneration.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)
6.	To approve the remuneration plan for Directors and Supervisors of the Company for the year 2016.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)
7.	To approve the re-appointment of KPMG as the Company's international auditor for the year 2016 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.	110,166,350 (100%)	0 (0%)	110,166,350 (100%)

As the above resolution were all passed by more than one half majority, these resolutions were duly passed as ordinary resolutions.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted 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 2015 to shareholders of the Company:

The Company will distribute a final cash dividend of RMB0.0712 per share (tax inclusive) in an aggregate amount of approximately RMB10 million for the year ended 31 December 2015 on Friday, 29 July 2016 to shareholders whose names appear on the register of members of the Company on Thursday, 23 June 2016. 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. RMB0.84539 to HK\$1), being a cash dividend of HK\$0.08422 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 Saturday, 18 June 2016 to Thursday, 23 June 2016, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2015, 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 4:30p.m. on Friday, 17 June 2016.

CHANGE OF DIRECTOR

Mr. Bai Yongzhi has submitted a resignation in writing in respect of his resignation as an Independent Non-executive Director, chairman of the audit committee of the Company and chairman of the remuneration and appraisal committee of the Company in order to devote more time to his personal endeavours, with effect from 14 June 2016.

Mr. Bai confirms that there is no disagreement between him and the Company and the Board during his term of office and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to hereby use this opportunity to express its sincere appreciation to Mr. Bai Yongzhi for his contribution during his term of office as an Independent Non-executive Director.

Ms. Liu Zhijun has been appointed as an Independent Non-executive Director, with effect from 14 June 2016 and until the expiry of the term of the current session of the Board. In addition, Ms. Liu Zhijun has also been appointed as chairman of the audit committee of the Company and chairman of the remuneration and appraisal committee of the Company with effect from the date that she commences her service as an Independent Non-executive Director.

The Board would like to express its warmest welcome to Ms. Liu in joining to Board.

DETAILS OF THE NEW DIRECTOR

Ms. Liu Zhijun, aged 43, graduated from Shanghai University of Finance and Economics (上海財經大學) with a bachelor degree in securities and futures (證券與期貨) in July 1996. Ms. Liu then obtained a master degree in finance (金融學) in January 2001 from Wuhan University (武漢大學) and a doctoral degree in economics (經濟學) in June 2009 from Suzhou University (蘇州大學). She is also a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會). Since July 1996, Ms. Liu has been teaching in School of Finance of Lanzhou University of Finance and Economics (蘭州財經大學) and is currently a professor of the said university. Ms. Liu also serves as an independent non-executive director of Gansu Dunhuang Seed Co., Ltd. (甘肅省敦煌種業股份有限公司) (a company listed on the Shanghai Stock Exchange: 600354), Gansu Yasheng Industrial (Group) Co., Ltd (甘肅亞盛實業(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange: 600108) and Lanzhou Foci Pharmaceutical Co., Ltd (蘭州佛慈製藥股份有限公司) (a company listed on the Shenzhen Stock Exchange: 002644).

Save as disclosed above, Ms. Liu did not hold any directorship in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement. Ms. Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company nor had any interests in the Shares within the meaning of Part XV of the SFO as at the date of this announcement. Save as disclosed in this announcement, there are no other matters or information in relation to the proposed appointment of Ms. Liu as Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Liu will enter into a service contract with the Company for a term effective from 14 June 2016 and until the expiration of the term of the current session of the Board. Ms. Liu is eligible for re-election upon the expiration of her terms of office according to the articles of association of the Company. Ms. Liu will be entitled to a director's remuneration of RMB20,000 per annum, which is determined by the remuneration and appraisal committee of the Board according to the remuneration plan for Directors and Supervisors of the Company for the year 2016 approved at the AGM.

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 of the Board

Lanzhou, the PRC, 14 June 2016

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 Mr. Bai Yongzhi, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley.

* For identification purpose only