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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)

**NOTICE OF THE 2022 SECOND
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “EGM”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the “Company”) will be held at 3:00 p.m. on 29 June 2022 at Multimedia Conference Room, 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC for the purposes of considering and, if thought fit, passing the following resolution:

Save as defined otherwise, capitalised terms defined in the offer document dated 6 June 2022 issued by the Company shall have the same meanings when used herein.

RESOLUTION

1. **THAT** the Share Buy-back Offer and the Voluntary Withdrawal of Listing pursuant to the Takeovers Code, the Share Buy-backs Code and the Listing Rules be approved.
2. **THAT** any director of the Company is hereby authorized to take whatever action necessary and deemed appropriate, including but without limitation to give, make, sign, execute, seal, deliver the documents and all such letters, notices, instructions and other documents with or without amendments (whether of a like nature or not), for the purpose of giving effect to, consuming, or completing or procuring the completion of the Share Buy-back Offer and the Voluntary Withdrawal of Listing.

By order of the Board
Lanzhou Zhuangyuan Pasture Co., Ltd. *
Yao Gexian
Chairman

Lanzhou, 6 June 2022

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM

The Shareholders whose names appear on the register of members of the Company on the close of business on 27 May 2022 and 23 June 2022 are entitled to attend and vote at the EGM for H Shareholders and A Shareholders, respectively. Shareholders of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Share Registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for H Shareholders) or the head office of the Company in the PRC at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC (for A Shareholders), by no later than 4:00 p.m. on 27 May 2022 and 3:00 p.m. on 23 June 2022 for registration for H Shareholders and A Shareholders, respectively.

2. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporate body and appoints a person other than its legal representative, the proxy form must be either executed under its common seal or under the hand of its legal representative or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

For Shareholders, the proxy form together with the power of attorney or other authorisation document (if any) or the relevant authorisation document (if any) must be lodged at the Share Registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for H Shareholders) or the head office of the Company in the PRC at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC (for A Shareholders), in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. by no later than 3:00 p.m. on 28 June 2022) or any adjournment thereof or not less than 24 hours before the time appointed for taking the poll (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

3. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS

Name: Ms. Pan Lai

Address: 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC

Telephone: +86-0931-8753001

Fax No.: +86-0931-8699582

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of Shareholders at the EGM must be taken by poll.

5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

As at the date of this notice, the Board of the Company comprises the non-independent directors of the Company are Mr. Yao Gexian, Mr. Lian Enzhong, Mr. Zhang Yu, Mr. Yang Yi, Mr. Ma Hongfu and Ms. Zhang Qianyu; and the independent directors of the Company are Mr. Wang Haipeng, Mr. Zhang Yubao and Mr. Sun Jian.

** For identification purposes only*