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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 H SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 second H Shareholders class meeting (the “**H Shareholders Class Meeting**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the “**Company**”) will be held at 4:00 p.m. or immediately after the conclusion of the A Shareholders Class Meeting or any adjournment thereof (whichever is the later) 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 H SHAREHOLDERS CLASS MEETING**

The H Shareholders whose names appear on the register of members of the Company on the close of business on 27 May 2022 are entitled to attend and vote at the H Shareholders Class Meeting. H Shareholders of the Company who wish to attend the H Shareholders Class Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H 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 by no later than 4:00 p.m. on 27 May 2022 for registration.

**2. PROXY**

Shareholders entitled to attend and vote at the H Shareholders Class Meeting 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 authorisations document must be notarised.

For holders of H Shares, 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 in person or by post not less than 24 hours before the time fixed for holding the H Shareholders Class Meeting (i.e. by no later than 4:00 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 H Shareholders Class Meeting 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 H SHAREHOLDERS CLASS MEETING**

In accordance with the requirements of Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting shall be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, according to Article 106 of the articles of association of the Company, a poll will be demanded by the chairman of the H Shareholders Class Meeting so that the resolution set out in this notice of H Shareholders Class Meeting will be decided on a poll. On a poll taken at the meeting, shareholders (including proxies) entitled to two or more votes are not required to cast all their vote.

#### **5. OTHER BUSINESS**

H Shareholders (in person or by proxy) attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses. H Shareholders or their proxies attending the H Shareholders Class Meeting 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*