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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)

**OVERSEAS REGULATORY ANNOUNCEMENT
PROFIT WARNING**

This announcement is made by Lanzhou Zhuangyuan Pasture Co., Ltd.* (蘭州莊園牧場股份有限公司) (the “**Company**”) pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

References are made to (i) the offer document of the Company dated 6 June 2022 (the “**Offer Document**”); (ii) the update announcement of the Company dated 7 June 2022 (the “**Update Announcement**”); (iii) the voluntary announcements of the Company dated 27 June 2022 and 4 July 2022; and (iv) the poll results announcement of the Company dated 29 June 2022 in relation to, among other things, the Share Buy-back Offer and the Voluntary Withdrawal of Listing. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Offer Document and the Update Announcement.

Pursuant to Rule 10 of the Takeovers Code, the estimated financial results of the Company for the six months ended 30 June 2022 as disclosed in this announcement constitutes a profit forecast and is required to be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code.

In view of the requirement of timely disclosure of the estimated financial results of the Company under the listing rules of the Shenzhen Stock Exchange and the requirement to timely announce any overseas regulatory information released to other stock exchange under Rule 13.10B of the Listing Rules, the Company is required to issue this announcement within 15 days following the end of the six months ended 30 June 2022 and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. Accordingly, this announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported in accordance with the Takeovers Code.

Pursuant to Rule 10.4 and Practice Note 2 of the Takeovers Code, if a profit forecast for the purpose of Rule 10 of the Takeovers Code is published first in an announcement (which is the Company's case), it must be repeated in full, together with the relevant report prepared in accordance with Rule 10 of the Takeovers Code, in the next document to be sent to the shareholders of the Company. The Company will publish such report as soon as reasonably practicable. Further announcement will be made by the Company as and where appropriate.

Shareholders and potential investors of the Company should note that this announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on this announcement in assessing the merits and demerits of the Share Buy-back Offer.

Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

By Order of the Board
Lanzhou Zhuangyuan Pasture Co., Ltd.
蘭州莊園牧場股份有限公司
Yao Gexian
Chairman of the Board

Lanzhou, the PRC, 14 July 2022

As at the date of this announcement, 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.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*

Lanzhou Zhuangyuan Pasture Co., Ltd.***ESTIMATED RESULTS FOR THE FIRST HALF OF 2022**

The Company and all members of the Board warrant that the contents of the announcement are true, accurate and complete, and there are no false records, misleading statements or material omissions.

I ESTIMATED RESULTS FOR THE CURRENT PERIOD

1. Period of Results Estimate: from 1 January 2022 to 30 June 2022
2. Results Estimate: Turnaround Increase compared with the corresponding period
 Decrease compared with the corresponding period

Item	Current reporting period	Corresponding period of last year
Net profit attributable to shareholders of the listed company	Net profit: RMB8 million to RMB11 million	Net profit: RMB22,853,800
	Decreased as compared with the corresponding period of last year: 64.99% to 51.87%	
Net profit/(loss) after non-recurring profit or loss	Net loss: RMB11 million to RMB8 million	Net profit: RMB29,299,800
Basic earnings per share	RMB0.03 per share to RMB0.05 per share	RMB0.10 per share

II. COMMUNICATION WITH THE ACCOUNTING FIRM

Regarding the preliminary estimated results, the Company has communicated with the accounting firm in advance and there is no disagreement between us. The relevant data of the preliminary estimated results have not been audited by the accounting firm.

III. REASONS FOR CHANGES IN THE RESULTS

1. During the reporting period, due to the ongoing international and domestic pandemic and repeated outbreak of pandemic in major sales markets of the Company's products, such as Lanzhou, Xi'an, Xining and other cities, the Company, confronted with complex and severe challenges, remained committed in fight against the pandemic and supply guarantee, and doubled its efforts to overcome unfavorable factors of carious links, including production, logistics and sales, and maintain the normal operation of the upstream and downstream industry chains, which resulted in a significant increase in the operating costs of the Company as compared with the corresponding period of previous years. With ongoing uncertainties in resurgence of the pandemic, the Company will take various measures to ensure the normal operation of the Company's business activities to a greater extent.
2. During the reporting period, impacted by the international environment, the major raw materials used by the Company experienced a continuous and significant rise. Coupled with the impact of other factors including the manufacturing costs, the cost burden increased significantly as compared with the same period of last year, resulting in relatively drastic fluctuation in the results of operations of the Company in the first half of 2022, thus causing an effect on its performance. In the future, the Company will take more effective measures to make active response.
3. During the reporting period, the non-recurring profit or loss of the Company was mainly due to the exchange gains on deposits dominated in Hong Kong dollars due to fluctuations in the exchange rate of Hong Kong dollars against RMB.

IV. OTHER RELEVANT INFORMATION

This results estimate is the preliminary estimation made by the financial department of the Company and the specific financial data of the interim results of 2022 of the Company is subject to the 2022 interim report to be published by the Company. The investors are advised to make decisions prudently and pay attention to investment risks.

The Board of Directors of Lanzhou Zhuangyuan Pasture Co., Ltd.
14 July 2022