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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 2020 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the EGM of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the “**Company**”) will be held at 2:30 p.m. on Friday, 17 January 2020 at 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, approving and authorizing the following matters:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 December 2019 (the “**Circular**”) unless otherwise specified. Please refer to the Circular for details of the proposed resolutions.

### **SPECIAL RESOLUTIONS**

- (1) To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;
- (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;
  - (b) issue method and time;
  - (c) issue size;
  - (d) target subscribers and subscription method;

\* *For identification purpose only*

- (e) issue price and pricing principles;
  - (f) lock-up period;
  - (g) listing venue;
  - (h) amount and the use of proceeds;
  - (i) arrangement of accumulated undistributed profits prior to the completion of the Issuance; and
  - (j) the validity period;
- (3) To consider and approve the resolution on the Plan for the Non-public Issuance of A Shares;
  - (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;

#### **ORDINARY RESOLUTION**

- (5) To consider and approve the resolution on the Report on the Use of Proceeds Previously Raised;

#### **SPECIAL RESOLUTIONS**

- (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;
- (7) To consider and approve the resolution on the undertakings given by the Controlling Shareholders, the *de facto* 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) 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;
- (9) To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022);

#### **ORDINARY RESOLUTION**

- (10) To consider and approve the resolution on engaging the specific audit agency for the Non-public Issuance of A Shares; and

## SPECIAL RESOLUTION

- (11) To consider and approve the resolution on the amendments to the Rules of Procedures for General Meetings.

By order of the Board  
**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**Ma Hongfu**  
*Chairman*

Lanzhou, the PRC, 31 December 2019

*Notes:*

1. In order to determine the H shareholders who are entitled to attend the EGM, the register of members for H shares of the Company will be closed from Tuesday, 31 December 2019 to Friday, 17 January 2020 (both days inclusive), during which period no transfer of H shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H share registrar and transfer office 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 registration not later than 4:00 p.m. on Thursday, 28 November 2019. H shareholders whose names appear on the register of members of the Company on Friday, 17 January 2020 are entitled to attend and vote at the EGM.
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form must be deposited by hand or by post, to the Company's H share registrar and transfer office 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 2:30 p.m. on Thursday, 16 January 2020 or not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the EGM.
5. 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 86 of the articles of association of the Company, a poll will be demanded by the chairman of the EGM so that all resolutions set out in this notice of EGM 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.
6. The EGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

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7. The Company's principal place of business in the PRC is situated at:

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

Tel No.: (86) 931 875 3001  
Fax No.: (86) 931 875 3001

The address of the Company's H shares registrar and transfer office in Hong Kong, Union Registrars Limited is:

Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road, North Point  
Hong Kong

Tel No.: (852) 2849 3399  
Fax No.: (852) 2849 3319

As at the date of this notice, 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.