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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 H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the H Shareholders' Class Meeting of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the "**Company**") will be held at 3:00 p.m. on Friday, 17 January 2020 or immediately after the conclusion of the A Shareholders' Class Meeting or any adjournment thereof (whichever is the later) 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:

### **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;
  - (e) issue price and pricing principles;

\* *For identification purpose only*

- (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;
  - (5) 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;
  - (6) 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;
  - (7) 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;
  - (8) To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022); and
  - (9) 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.\***  
蘭州莊園牧場股份有限公司  
**Ma Hongfu**  
Chairman

Lanzhou, the PRC, 31 December 2019

\* For identification purpose only

*Notes:*

1. In order to determine the list of Shareholders who will be entitled to attend and vote at the H Shareholders' Class Meeting, the registers of members of the Company will be closed from Tuesday, 31 December 2019 to Friday, 17 January 2020, both days inclusive, during which no transfer of Shares will be effected. Holders of H Shares whose names appear on the registers of members of the Company on Friday, 17 January 2020, shall be entitled to attend and vote at the H Shareholders' Class Meeting. In order for the Shareholders to qualify to attend and vote at the H Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates 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 no later than 4:00 p.m. on Thursday, 28 November 2019 for registration.
2. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
3. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing. If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the H Shareholders' Class Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the Articles of Association of the Company.
4. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 4 above must be delivered 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 not less than 24 hours before the time appointed for the H Shareholders' Class Meeting (or any adjournment thereof).
5. A shareholder of the Company or his proxy should produce proof of identity when attending the H Shareholders' Class Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the H Shareholders' Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
6. The H Shareholders' Class Meeting (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the H Shareholders' Class Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

7. 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.*