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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)**

### **MONTHLY UPDATE ANNOUNCEMENT PURSUANT TO**

#### **RULE 3.7 OF THE TAKEOVERS CODE**

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 3.7 of The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong.

Reference is made to (i) the announcement of the Company dated 17 December 2021 (the “**Announcement**”) in relation to, among other things, the preliminary proposal of a possible repurchase of all the issued H shares in the share capital of the Company (the “**H Shares**”) by way of a voluntary cash offer (the “**Possible Share Buy-back**”) and if the Possible Share Buy-back becomes unconditional, the voluntary application for the withdrawal of listing of the H Shares from The Stock Exchange of Hong Kong Limited, and (ii) the monthly update announcement of the Company dated 13 January 2022. Unless otherwise specified herein, capitalised terms used herein shall have the same meaning as those used in the Announcement.

#### **PROGRESS OF THE POSSIBLE SHARE BUY-BACK**

As disclosed in the Announcement, in order for the Company to transfer its funds for, amongst others, financing the Possible Share Buy-back and the payment of professional fees and other expenses to its account(s) in Hong Kong, the Company will apply for the required registration with the relevant PRC regulatory authority and provide certain required information of the Possible Share Buy-back to such authority (the “**Fund Transfer Registration**”).

The Board wishes to update the Shareholders and potential investors that a Board meeting was held on 11 February 2022 whereby the Board has resolved, among other matters, to apply to the relevant PRC regulatory authority for the transfer of approximately HK\$390.00 million, which includes an indicative total consideration for the Possible Share Buy-back of approximately HK\$382.57 million, representing a minimum offer price of HK\$10.89 per H Share. This does not imply that the offer price will be increased beyond the amount mentioned above in the event that the Company decides to proceed with the Possible Share Buy-back. For the avoidance of doubt, the indicative amounts refer to the amounts to be applied by the Company for the purpose of the Fund Transfer Registration only. As at the date of this announcement, the Company has not determined the terms of the Possible Share Buy-back. However, if the Possible Share Buy-back is made, the offer price will not be less than HK\$10.89 per H Share.

## MONTHLY UPDATES

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) (including this announcement) setting out the progress of the Possible Share Buy-back will be made by the Company until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code, or of a decision not to proceed with an offer, is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

**There is no assurance that the Possible Share Buy-back mentioned in this announcement will materialise or eventually be consummated and that the terms of the Possible Share Buy-back are subject to further consideration by the Company and discussion with its financial advisor. Shareholders and public investors are urged to exercise extreme 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, 11 February 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.*