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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 2:45 p.m. on Wednesday, 29 June 2022 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:

**AS ORDINARY RESOLUTION**

To consider and pass the following matter as an ordinary resolution:

1. To consider the resolution in relation to the Preliminary Profit Distribution Plan for 2021

**AS SPECIAL RESOLUTIONS**

To consider and pass the following resolutions as special resolutions:

2. To consider the resolution for approval of the Share Buy-back Offer and the Voluntary Withdrawal of Listing
3. To consider the resolution for authorising the Board to procure 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, the PRC, 8 June 2022

*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 is closed from Monday, 30 May 2022 to Wednesday, 29 June 2022, 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, 27 May 2022, 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 Friday, 27 May 2022 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 3 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 half a 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
8. As at the date of this notice, the non-independent directors of the Company are Mr. Yao Gexian, Mr. Ma Hongfu, Mr. Zhang Yu, Mr. Yang Yi, Mr. Lian Enzhong and Ms. Zhang Qianyu; and the independent directors of the Company are Mr. Wang Haipeng, Mr. Zhang Yubao and Mr. Sun Jian.