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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Lanzhou Zhuangyuan Pasture Co., Ltd.\*, you should at once hand this circular and the accompanying supplemental form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED CHANGE OF USE OF PROCEEDS,  
PROPOSED APPOINTMENT OF AUDITOR,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
NOTICE OF THE 2019  
SECOND EXTRAORDINARY GENERAL MEETING,  
NOTICE OF A SHAREHOLDERS' CLASS MEETING AND  
NOTICE OF H SHAREHOLDERS' CLASS MEETING**

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The Company will convene the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting at 2:30 p.m. on Monday, 30 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC. Notice of EGM, Notice of A Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting are set out in this circular.

If you intend to appoint a proxy to attend the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Union Registrars Limited and for holders of A Shares, the form of proxy should be returned to the Company's head office in the PRC not less than 24 hours before the time fixed for holding the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting or at any other adjourned meeting should you so wish.

If you intend to attend the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Union Registrars Limited or to (for holders of A Shares) the Company's head office in the PRC on or before Tuesday, 10 December 2019.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless context otherwise requires, the following expressions have the following meanings:*

“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the Shenzhen Stock Exchange (stock code: 002910)
“A Shareholders’ Class Meeting”	the class meeting of A Shareholders or any adjourned meeting to be held at 2:45 p.m. on Monday, 30 December, 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later)
“A Share Offering”	the Company’s initial public offering of 46,840,000 A Shares listed on the Shenzhen Stock Exchange, which has completed on 31 October 2017
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	Lanzhou Zhuangyuan Pasture Co., Ltd.* (蘭州莊園牧場股份有限公司), a joint stock company established in the PRC with limited liability and the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1533)
“Director(s)”	the director(s) of the Company
“EGM”	the 2019 second extraordinary general meeting or any adjourned meeting to be held at 2:30 p.m. on Monday, 30 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC

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## DEFINITIONS

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“H Shareholders’ Class Meeting”	the class meeting of H Shareholders or any adjourned meeting to be held at 3:00 p.m. on Monday, 30 December, 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC or immediately after the conclusion of the A Shareholders’ Class Meeting or any adjournment thereof (whichever is the later)
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 November 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of A Shareholders’ Class Meeting”	the notice convening the A Shareholders’ Class Meeting
“Notice of EGM”	the notice convening the EGM
“Notice of H Shareholders’ Class Meeting”	the notice convening the H Shareholders’ Class Meeting
“PRC”	the People’s Republic of China; for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proceeds”	the proceeds raised from the A Share Offering
“RMB”	Renminbi, the lawful currency in the PRC
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s A Shares and H Shares
“Shareholder(s)”	the holder of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purpose only

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Ma Hongfu  
Mr. Wang Guofu  
Mr. Chen Yuhai  
Ms. Zhang Qianyu

*Non-executive Directors:*

Mr. Yap Kean Chong  
Mr. Song Xiaopeng

*Independent Non-executive Directors:*

Ms. Liu Zhijun  
Mr. Zhao Xinmin  
Mr. Wong Cho Hang Stanley

*Registered office in the PRC:*

Sanjiaocheng Village  
Sanjiaocheng Town  
Yuzhong County  
Lanzhou, Gansu  
PRC

*Principal place of business and  
head office in the PRC:*

25th-26th Floors, Block B  
Shanghai Building of Gansu Province  
No. 601, Yanyuan Road  
Chengguan District  
Lanzhou City, Gansu Province  
PRC

*Principal place of business in Hong Kong:*

Units 3306-12, 33/F  
Shui On Centre  
Nos. 6-8 Harbour Road  
Wanchai, Hong Kong

14 November 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF USE OF PROCEEDS,  
PROPOSED APPOINTMENT OF AUDITOR,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
NOTICE OF THE 2019  
SECOND EXTRAORDINARY GENERAL MEETING,  
NOICE OF A SHAREHOLDERS' CLASS MEETING AND  
NOTICE OF H SHAREHOLDERS' CLASS MEETING**

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

Reference is made to the announcements of the Company in relation to, among other things, the proposed change of use of proceeds, the proposed appointment of auditor and the proposed amendments to the Articles of Associations dated 19 September 2019 and 24 October 2019, respectively.

The purpose of this circular is to provide the Shareholders with information on, among other things, considering and approving (a) the proposed change of use of proceeds; (b) the proposed appointment of auditor; (c) the proposed amendments to the Articles of Association; and (d) other matters contained in the notice of EGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the EGM.

### 2. PROPOSED CHANGE OF USE OF PROCEEDS

#### Original intended use of the Proceeds from the A Share Offering and its status of utilization

As disclosed in the prospectus on Initial Public Offering of A Shares of Lanzhou Zhuangyuan Pasture Co., Ltd. (《蘭州莊園牧場股份有限公司首次公開發行A股股票招股說明書》), the projects funded with the proceeds from the A Share Offering are as follows:

No.	Project name	Entity in charge of project implementation	Total investment (RMB0'000)	Amount of investment with Proceeds (RMB0'000)
1	Construction project of a dairy farm for 10,000 imported fine-breed dairy cows	Six pastures of the Company	47,631.29	26,019.33
2	Construction project of milk vending machines and ancillary facilities	The Company Qinghaihu Dairy Co., Ltd.* (青海青海湖乳業有限責任公司)	11,114.88 5,975.62	3,500.00 1,431.04
		Sub-total	<u>17,090.50</u>	<u>4,931.04</u>
	Total		<u>64,721.79</u>	<u>30,950.37</u>

\* For identification purpose only

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## LETTER FROM THE BOARD

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On 26 July 2018, the Company convened the sixth meeting of the third session of the Board and the fourth meeting of the third session of the Supervisory Committee, at both of which the resolution on the change of partial use of the Proceeds for acquisition of the equity interests in Xi'an Dongfang Dairy Co., Ltd. (《關於變更部分募集資金用途用於收購西安東方乳業有限公司股權的議案》) was considered and passed. The Company has changed the use of a total of RMB150,000,000 including RMB100,591,214.95 in the “construction project of a dairy farm for 10,000 imported fine-breed dairy cows” and RMB49,408,785.05 in the “construction project of milk vending machines and ancillary facilities” in the investment projects of the Proceeds to the acquisition of 82% equity interests in Xi'an Dongfang Dairy Co., Ltd.\* (西安東方乳業有限公司, “Dongfang Dairy”), an affiliated company of the Company. Upon completion of this transaction, the Company will in aggregate hold 100% equity interests in Dongfang Dairy. The independent directors and the continuous supervision institution have issued independent opinions and verification opinions on this change of partial use of the Proceeds by the Company respectively: agreeing on the matters on this change of partial use of the Proceeds by the Company for the acquisition of 82% equity interests in Dongfang Dairy. The Company convened the second extraordinary general meeting for 2018 on 26 September 2018, at which the relevant matters including the “resolution on acquisition of the equity interests in Xi'an Dongfang Dairy Co., Ltd.” were considered and passed. On 1 November 2018, Dongfang Dairy completed the procedures for the industrial and commercial registration of changes for this change of equity interests and obtained the replaced business license issued by the competent industry and commerce administration department.

After the completion of above-mentioned change of the use of the proceeds, the balance of the Proceeds of RMB159,503,700 and the interest income was used for the “construction project of a dairy farm for 10,000 imported fine-breed dairy cows”. According to the progress of implementing the “construction project of a dairy farm for 10,000 imported fine-breed dairy cows” in the investment projects of the Proceeds and taking into account the population of the existing livestock cows, the allocation status and the future development planning of the Company, the Company paid a purchase price of RMB53.40 million to a third-party supplier, Beijing Tianmuda Import and Export Co., Ltd.\* (北京天牧達進出口有限公司), in November 2018 for the imported cows under the purchase contract signed by both parties which was used for the introduction of imported Holstein cattle. Up to now, the cows purchased have not yet been delivered to the breeding pastures of the Company and will be ready for the intended use (milk production) only after a certain breeding period upon their arrival at the breeding pastures.

As at 31 August 2019, the Company had utilized RMB203,400,000 out of the Proceeds, the net interest income from the Proceeds after deduction of handling charges was RMB927,461, and the balance of the Proceeds unutilized (including interests) was RMB107,031,161, of which RMB100,000,000 was used as temporary liquid funds and the balance of the remaining Proceeds deposited in the special account was RMB7,031,161.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### The Proposed Change of Use of Proceeds

The Board proposed to change the original project invested by the Proceeds, being the “construction project of a dairy farm for 10,000 imported fine-breed dairy cows”, to the “recycling industrial park project of a dairy farm for 10,000 dairy cows in Jinchuan District”, and the Proceeds involved were approximately RMB107,031,161 (the “**Proposed Change of Use of Proceeds**”) which is subject to the approval of the Shareholders. The entities in charge of implementation of the projects invested by the Proceeds before the change were six farms that have been invested, constructed and put into use before the A Share Offering of the Company, namely Linxia County Ruiyuan Pasture Co., Ltd.\* (臨夏縣瑞園牧場有限公司, “**Linxia Ruiyuan**”), Linxia County Ruian Pasture Co., Ltd.\* (臨夏縣瑞安牧業有限公司, “**Linxia Ruian**”), Yuzhong Ruifeng Pasture Co., Ltd.\* (榆中瑞豐牧場有限公司, “**Yuzhong Ruifeng**”), Lanzhou Ruixing Farming Co., Ltd.\* (蘭州瑞興牧業有限公司, “**Lanzhou Ruixing**”), Wuwei Ruida Pasture Co., Ltd.\* (武威瑞達牧場有限公司, “**Wuwei Ruida**”) and Ningxia Zhuangyuan Pasture Co., Ltd.\* (寧夏莊園牧場有限公司, “**Ningxia Zhuangyuan**”), and the entity in charge of implementation of the projects invested by the Proceeds after the change is Gansu Ruijia Farming Co., Ltd.\* (甘肅瑞嘉牧業有限公司, “**Ruijia Farming**”), a wholly-owned subsidiary and a subordinate farm of the Company.

As the projects before and after the Proposed Change of Use of Proceeds are the farming of and the construction of pastures for 10,000 dairy cows, the use of the Proceeds do not change substantially and is consistent with the Company’s principal business and development plan. Since Ruijia Farming has not yet reached the expected condition for use, the Company intends to use part of the proceeds for project construction, of which RMB57,031,200 was used for construction work and RMB50,000,000 was used for the subsequent purchase and breeding of dairy cows.

\* *For identification purpose only*



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## LETTER FROM THE BOARD

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The use of the Proceeds before and after the Proposed Change of Use of Proceeds in projects funded by the Proceeds is as follows:

<b>Changes</b>	<b>Name of projects funded by the proceeds</b>	<b>Implementation entities</b>	<b>Amount of investment with the proceeds (RMB)</b>
Before the Proposed Change of Use of Proceeds	Construction project of a dairy farm for 10,000 imported fine-breed dairy cows	Six farms of the Company	160,431,161
After the Proposed Change of Use of Proceeds	Construction project of a dairy farm for 10,000 imported fine-breed dairy cows	Wuwei Ruida, Lanzhou Ruixing and Linxia Ruian	53,400,000
	Recycling Industrial Park Project of a Dairy Farm for 10,000 Dairy Cows in Jinchuan District	Ruijia Farming	107,031,161

### **Reasons for the Proposed Change of Use of Proceeds**

In April 2018, our subsidiary, Ningxia Zhuangyuan, received the Notice on Closure and Relocation of Farms in the Animal and Poultry Forbidden Areas, and the Litong District Implementation Plan for Closure or Relocation of Farms (Communities) in the Animal and Poultry Forbidden Areas, issued by the People's Government of Litong District, Wuzhong City. To further promote the feedback rectification opinions of the inspector from the Central Environmental Protection Inspection Team, control the pollution of animal and poultry breeding, and protect the ecological environment, the core dairy breeding area in Jinyin Beach, where Ningxia Zhuangyuan is located, has been included in the Animal and Poultry Breeding Forbidden Areas and the scope of closure and relocation. Ningxia Zhuangyuan is one of the joint pastures of the Company and one of the implementation entities of the "construction project of a dairy farm for 10,000 imported fine-breed dairy cows" to be invested by the Proceeds. As the investment attraction project of the local government, Ningxia Zhuangyuan, has been included in the forbidden areas, resulting in less venues for cow breeding undertaken by the implementation entities proposed upon the A Share Offering, it is necessary to acquire new land for breeding. Therefore, the Proposed Change of Use of Proceeds is an adjustment due to the actual conditions that the original implementation entity, Ningxia Zhuangyuan, has been included in the forbidden areas and cannot conduct dairy farming. Therefore, it is beneficial to further promote the fund raising and investment projects.

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## LETTER FROM THE BOARD

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Since the occurrence of the melamine incident, in order to strengthen the Company's product quality control and ensure a clean, sanitary and fresh raw milk supply, the Company has successively invested in the construction of eight standardized breeding pastures in Gansu, Qinghai and Ningxia. Certain pastures adopted the joint breeding mode, namely the "company + farmer + base" mode, and established standard large-scale breeding pastures responsible for professional management of breeding. Milk producers shall sign an agreement for entry into the pastures and strictly execute the standard management mode of the Company. Since the implementation of the joint breeding mode, the breeding level and work enthusiasm of the contracted milk producers have been improved, and no major raw milk quality accidents have occurred so far, which has guaranteed the supply of raw milk produced by the Company and also integrated the local breeding resources, increased the income of dairy farmers and promoted local economic development. In order to ensure the implementation of the construction project of a dairy farm for 10,000 imported fine-breed dairy cows, in early 2018, the Company changed the breeding mode of Wuwei Ruida from the original joint breeding into self-breeding. In view of the sound effects and positive meaning brought to poverty alleviation of joint breeding, the Company will retain the joint breeding mode for certain of its pastures (Yuzhong Ruifeng, Linxia Ruian) in the future. Due to the fact that the associated pastures cannot undertake self-owned dairy breeding and the future operation planning of the Company, the Company needs to add new breeding lands to ensure the smooth implementation of the original fund raising and investment project, so as to intend to conduct this change of the fund raising and investment projects.

In addition, the Company's subsidiary, Qinghai Shengyuan Pasture Co., Ltd.\* (青島聖源牧場有限公司, "**Qinghai Shengyuan**") received the Notice of Closure within a time limit issued by the Huangyuan County People's Government in April 2019. According to relevant requirements of the Notice of the General Office of Xining City People's Government on Printing and Distributing the Relocation Plan of the Farms along the Huangshui River in Xining City (Ning Zheng Ban [2016] No. 107), Ordinance on Pollution Prevention and Control in Huangshui Watershed of Qinghai Province, Ordinance on Water Pollution Prevention and Control in Qinghai Province, Work Plan of Water Pollution Prevention and Control in Qinghai Province, the Notice of the General Office of Xining City People's Government on Printing and Distributing the Delimitation Plan for Forbidden Areas & Restriction Areas for Animal and Poultry Breeding in Xining City (Trial) (Ning Zheng Ban [2017] No. 143) and the Delimitation Plan of Forbidden Areas, Restricted Areas and Breeding Areas for Animal and Poultry Breeding in Huangyuan County (Yuan Zheng Ban [2016] No. 163), the breeding area of Qinghai Shengyuan has been delimited into forbidden areas for animal and poultry and included in the range of closure and relocation. In view of the actual conditions that Qinghai Shengyuan and Ningxia Zhuangyuan have been closed and relocated due to being delimited into forbidden areas successively for the environmental protection requirements, in order to cope with the relocation risk of other breeding pastures of the Company caused by the new environmental protection requirements and smoothly promote the implementation of the previous fund raising and investment project, the Company intends to change the implementation entity of the project into Ruijia Farming, a wholly-owned subsidiary located in a standardized and large-scale industrial park beyond the forbidden area.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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The Board has considered the impact of the Proposed Change of Use of Proceeds on the Group's business and believes that, in view of the Group's operation and business updates and the reasons and benefits for the "recycling industrial park project of a dairy farm for 10,000 dairy cows in Jinchuan District", the reallocation of part of the unutilised Proceeds will facilitate efficient allocation of financial resources and strengthen the future development of the Group, and it is appropriate and in the best interests of the Company and the Shareholders as a whole.

The "recycling industrial park project of a dairy farm for 10,000 dairy cows in Jinchuan District" and the Proposed Change of Use of Proceeds are not inter-conditional. If the Proposed Change of Use of Proceeds is not approved by the Shareholders at the EGM, (i) the "recycling industrial park project of a dairy farm for 10,000 dairy cows in Jinchuan District" will be then funded by the other internal resources of the Company; and (ii) the Company will look for other suitable investment opportunities to ensure efficiency use of the proceeds and to safeguard the interest of the Company and the Shareholders as a whole. As at the Latest Practicable Date, save as those related to the ordinary business of the Group, the Company does not have any other funding needs.

### 3. PROPOSED APPOINTMENT OF AUDITOR

Ruihua Certified Public Accountants (Special General Partnership) ("**Ruihua**") has resigned as the auditor of the Company with effect from 19 September 2019.

Ruihua has confirmed in writing that there are no matters in relation to its resignation as the auditor of the Company that need to be brought to the attention of the Shareholders. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and Ruihua, and the Board is not aware of any other matters in relation to the change of auditor that need to be brought to the attention of the Shareholders.

The Board has resolved, following the recommendation from the audit committee of the Company, to appoint WUYIGE Certified Public Accountants LLP ("**DAXIN**") as the new auditor of the Company to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

In this regard, an ordinary resolution will be proposed at the EGM to approve the appointment of DAXIN as the auditor of the Company which will hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### 4. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 October 2019 in relation to the proposed amendments to the Articles of Association.

According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函〔2019〕97號)), the requirements on the notice period of the general meeting, shareholders' proposal right and convening procedures for joint stock companies incorporated in China and listed overseas shall be governed by the relevant provisions under the Company Law of the People's Republic of China, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council on Overseas Share Raising and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Accordingly, the Company is currently intended to amend the relevant provisions in the Articles of Association concerning the notice period of the general meeting, shareholders' proposal right and convening procedures, details of which are set out in the appendix of this circular.

The proposed amendments to the Articles of Association is subject to approval by the Shareholders at the EGM by way of special resolution.

### 5. THE EGM AND CLASS MEETINGS

The Company will convene the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting on Monday, 30 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC, to consider and, if thought fit, approve, inter alia, the matters as set out in the notices convening the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting set out in pages 16 to 22 of this circular. The A Shareholders' Class Meeting will be held immediately after the conclusion of the EGM, at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the A Shareholders' Class Meeting, at the same place, to consider and, if thought fit, approve the proposed resolutions. Notice of EGM, Notice of A Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting are set out in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the EGM and H Shareholders' Class Meeting, the register of members of the Company will be closed from Friday, 29 November 2019 to Monday, 30 December 2019, both days inclusive. To be eligible to attend and vote at the EGM and H Shareholders' Class Meeting, unregistered holders of H Shares of the Company shall lodge relevant share transfer documents 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.

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## LETTER FROM THE BOARD

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Shareholders who intend to appoint a proxy to attend the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Union Registrars Limited and for holders of A Shares, the form of proxy should be returned to the Company's head office in the PRC in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof.

Shareholders who intend to attend the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting in person or by proxy shall complete and return the accompanying EGM or A Shareholders' Class Meeting reply slip to the Company's head office in the PRC by hand, by post or by fax (fax number: (86) 931 875 3001) (for holders of A Shares), or return the EGM or H Shareholders' Class Meeting reply slip 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 hand or by post (for holders of H Shares) on or before Tuesday, 10 December 2019.

### **6. VOTING BY POLL AT EGM**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders of a listed issuer at the issuer's general meeting must 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. The chairman of the EGM, A shareholders' Class Meeting and H Shareholders' Class Meeting will therefore demand a poll for every resolution put to the vote at the EGM pursuant to Article 86 of the Articles.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same manner.

### **7. RECOMMENDATION**

The Board considers that all resolutions set out in the Notice of EGM, Notice of A Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the said resolutions set out in the Notice of EGM, Notice of A Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting which are to be proposed at the EGM.

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**LETTER FROM THE BOARD**

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**8. FURTHER INFORMATION**

Your attention is also drawn to the additional information set out in the appendix to this circular.

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*

\* *For identification purpose only*

*The Articles of Association are written in Chinese and have no formal English version, any English version thereof is for reference only. In case of any discrepancies between the Chinese version and the English version, the Chinese version shall prevail.*

Details of the proposed amendments to the Articles of Association are set out as below:

Before amendments	After amendments
<p>Article 78 Where the Company convenes a general meeting, <del>a written notice</del> of the meeting shall be given <del>45 days</del> before the date of the meeting <del>to notify all shareholders whose names appear on the register of shareholders of the matters to be considered at and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting 20 days before the date of the meeting.</del></p> <p>In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.</p>	<p>Article 78 <b>Where the Company convenes a general meeting, each shareholder shall be notified by public announcement at least 20 days prior to the convening of such meeting; where the Company convenes an extraordinary general meeting, each shareholder shall be notified by public announcement at least 15 days prior to the convening of such meeting.</b></p> <p><b>Where the Company convenes a shareholders' class meeting, the notice period and notice method shall be subject to the provisions of the Article 131 to these Articles of Association.</b></p> <p>In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.</p>
<p><del>Article 79 The Company shall, based on the written replies received from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to half or above of the total voting shares, the Company may hold the meeting; if not, the Company shall, within 5 days, notify the shareholders again by way of public announcement the matters to be considered at, and the date and place for, the meeting. The Company may hold the meeting after publication of such announcement.</del></p>	<p>Article 79 <b>Delete the whole article.</b></p>

~~Article 81~~ Unless the Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic shares, such notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council ~~45 to 50 days~~ prior to the convening of the meeting. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.

The notification, materials or written announcement of the general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, ~~45 days~~ prior to the said meeting:

- (1) such notification, materials or written announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail in accordance with the addresses of every shareholder. The notification for shareholders of H Shares should be sent at Hong Kong;
- (2) announced at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with relevant laws, regulations and listing rules;
- (3) other manners required by the local stock exchange where shares of the Company are listed and listing rules.

**Article 80** Unless the Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic shares, such notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council **20 to 25 days prior to the convening of the annual general meeting or 15 to 20 days prior to the convening of the extraordinary general meeting.** Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.

The notification, materials or written announcement of the general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, **20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:**

- (1) such notification, materials or written announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail in accordance with the addresses of every shareholder. The notification for shareholders of H Shares should be sent at Hong Kong;
- (2) announced at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with relevant laws, regulations and listing rules;
- (3) other manners required by the local stock exchange where shares of the Company are listed and listing rules.



~~**Article 132** When the Company is to convene a shareholders' class meeting, it shall issue a written notice **45 days** prior to the date of such meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. **Shareholders who intend to attend the meeting shall deliver their written replies to the Company of their attendance 20 days prior to the date of the meeting.**~~

~~**In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is one half or above of the total number of voting shares of that class, the Company may convene a shareholders' class meeting. Otherwise, the Company shall within five days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the shareholders' class meeting.**~~

**Article 131** When the Company is to convene a shareholders class meeting, it shall issue a written notice **20 days prior to the date of the annual general meeting or 15 days prior to the date of the extraordinary general meeting** informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.

Except for the above articles, the contents of other articles in the Articles of Association remain unchanged.

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## NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

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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 2019 SECOND 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 Monday, 30 December 2019 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 14 November 2019 (the “**Circular**”) unless otherwise specified. Please refer to the Circular for details of the proposed resolutions.

### AS ORDINARY RESOLUTIONS

1. To consider and approve the resolution with regard to the Proposed Change of Use of Proceeds.
2. To consider and approve the resolution with regard to the appointment of WUYIGE Certified Public Accountants LLP as the Company’s auditors for the year 2019.

### AS SPECIAL RESOLUTION

3. To consider and approve the resolution with regard to the proposed amendments to the articles of association of the Company.

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

Lanzhou, the PRC, 14 November 2019

\* For identification purpose only

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## NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

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*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 Friday, 29 November 2019 to Monday, 30 December 2019 (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 at the close of business on Thursday, 28 November 2019 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 Sunday, 29 December 2019 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. H shareholders who intend to attend the EGM should complete and return the reply slip to the Company's H share registrar and transfer office in Hong Kong by hand or by post to Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong on or before Tuesday, 10 December 2019.
6. 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.
7. 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.
8. 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

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## NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

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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.

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## NOTICE OF A SHAREHOLDERS' CLASS MEETING

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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 A SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the A Shareholders' Class Meeting of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the "**Company**") will be held at 2:45 p.m. on Monday, 30 December 2019 or immediately after the conclusion of the 2019 second extraordinary general meeting of the Company 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 matter:

### AS SPECIAL RESOLUTION

To consider and pass the following resolution as a special resolution:

1. To consider and approve the resolution with regard to the proposed amendments to the articles of association 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

**Ma Hongfu**

*Chairman*

Lanzhou, the PRC, 14 November 2019

*Notes:*

1. A Shareholders whose names appear on the A share register of members of the Company on Tuesday, 24 December 2019 will be entitled to attend and vote at the A Shareholders' Class Meeting.
2. Shareholders intending to attend the A Shareholders' Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the A Shareholders' Class Meeting (or any adjournment thereof) personally, by facsimile or by post.

\* *For identification purpose only*

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## NOTICE OF A SHAREHOLDERS' CLASS MEETING

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Shareholders should complete and return the reply slip to the Company's Department of Securities Affairs by facsimile (at +86 931 875 3001) or by post to (or by depositing it at) 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001), such that the reply slip shall be received by the Company's Department of Securities Affairs 20 days before the A Shareholders' Class Meeting (i.e. on or before Tuesday, 10 December 2019).

3. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the A Shareholders' Class Meeting (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
4. 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 A 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.
5. 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 Department of Securities Affairs (address: 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC) (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001) not less than 24 hours before the time appointed for the A Shareholders' Class Meeting (or any adjournment thereof).
6. A shareholder of the Company or his proxy should produce proof of identity when attending the A 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 A 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).
7. The A Shareholders' Class Meeting (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the A Shareholders' Class Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
8. The Company's principal place of business in the PRC is situated at:

26th Floor, Block B  
Shanghui 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

*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.*

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## NOTICE OF H SHAREHOLDERS' CLASS MEETING

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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 Monday, 30 December, 2019 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 SPECIAL RESOLUTION

To consider and pass the following matter as a special resolution:

1. To consider and approve the resolution with regard to the proposed amendments to the articles of association 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  
**Ma Hongfu**  
Chairman

Lanzhou, the PRC, 14 November 2019

*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 Friday, 29 November 2019 to Monday, 30 December 2019, 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 Thursday, 28 November 2019, 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.

\* For identification purpose only

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## NOTICE OF H SHAREHOLDERS' CLASS MEETING

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- Shareholders intending to attend the H Shareholders' Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the H Shareholders' Class Meeting (or any adjournment thereof) personally, by hand or by post.

Shareholders should complete and return the reply slip to the Company's H share registrar and transfer office in Hong Kong by hand or by post to (or by depositing it at) Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, such that the reply slip shall be received by the Company's H share registrar and transfer office in Hong Kong 20 days before the H Shareholders' Class Meeting (i.e. on or before Tuesday, 10 December 2019).

- 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.
- 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.
- 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).
- 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).
- 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.
- 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 announcement, 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.*