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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)**

**(1) ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES**

**AND**

**INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF  
THE SECURITIES AND FUTURES ORDINANCE**

**(2) RESUMPTION OF TRADING IN THE H SHARES OF  
LANZHOU ZHUANGYUAN PASTURE CO., LTD.\***

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 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

A board meeting was held on 17 December 2021, whereby the board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved, among other matters, to approve 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 to authorise the Directors to carry out the relevant planning and preliminary preparation works. The Possible Share Buy-back will be subject to relevant regulatory conditions in the People’s Republic of China (“**PRC**”, for the purposes of this announcement, excluding Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”), Macau Special Administrative Region of the PRC and Taiwan) and Hong Kong. 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 authority and provide certain required information of the Possible Share Buy-back to such authority. As at the date of this announcement, the Company is in the course of preparing the required information for the registration.

The Possible Share Buy-back, which may or may not proceed, will be subject to, among others, the completion and/or obtaining of the registration(s), approval(s) and filing procedures with the relevant regulatory authorities in the PRC and compliance with the applicable requirements under the Listing Rules, the Takeovers Code and the Code on Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, including but not limited to the obtaining of approvals of shareholders of the Company (the “**Shareholders**”). If the Possible Share Buy-back proceeds and becomes unconditional, the Company intends to apply to the Stock Exchange for the withdrawal of listing of the H Shares from the Stock Exchange, subject to the Possible Share Buy-back becoming unconditional in all respects (the “**Possible Withdrawal of H-Share Listing**”).

As at the date of this announcement, taking into account, among others, (i) the low trading volume and limited liquidity of the H Shares has rendered it difficult for H Shareholders to execute substantial disposals without adversely affecting the price of the H Shares, and rendered it difficult for the Company to obtain offshore financing effectively, and (ii) the Possible Withdrawal of H-Share Listing being expected to enable the Company to save cost and expenses associated with regulatory compliance, the Directors believe that the Possible Share Buy-back Offer and the Possible Withdrawal of H-Share Listing will be beneficial to the Company and the Shareholders as a whole.

## **SECURITIES OF THE COMPANY**

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has a total issued share capital of 35,130,000 H Shares and 197,251,032 A shares. Save for the abovementioned shares, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **MONTHLY UPDATES**

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) 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).

## **DISCLOSURE OF DEALINGS**

The associates of the Company (as defined in the Takeovers Code and including a person who owns or controls 5% or more of any class of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code (capitalized terms in the text reproduced below shall have the meanings ascribed to them under the Takeovers Code):

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING IN THE H SHARES**

At the request of the Company, trading in the H Shares on the Stock Exchange was halted with effect from 11:33 a.m. on 17 December 2021 pending the publication of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the H Shares on the Stock Exchange with effect from 9:00 a.m. on 20 December 2021.

**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, 17 December 2021

*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.*