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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)**

**ANNOUNCEMENT IN RELATION TO**

**1. UNCONDITIONAL CASH OFFER BY ELSTONE SECURITIES LIMITED**

**ON BEHALF OF**

**LANZHOU ZHUANGYUAN PASTURE CO., LTD.\***

**TO BUY-BACK ALL THE ISSUED H SHARES**

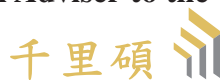
**AT HK\$10.89 PER H SHARE;**

**2. CLOSING AND RESULTS OF THE SHARE BUY-BACK OFFER;**

**AND**

**3. VOLUNTARY WITHDRAWAL OF LISTING**

**Financial Adviser to the Company**



**ELSTONE**

**Elstone Capital Limited**

**INTRODUCTION**

References are made to (i) the offer document of the Company dated 6 June 2022 (the “**Offer Document**”); (ii) the update announcement of the Company dated 7 June 2022 (the “**Update Announcement**”); (iii) the voluntary announcements of the Company dated 27 June 2022 and 4 July 2022; (iv) the poll results announcement of the Company dated 29 June 2022 in relation to, among other things, the Share Buy-back Offer and the Voluntary Withdrawal of Listing; and (v) the announcement of the Company dated 21 July 2022 in relation to the Share Buy-back Offer having become unconditional in all respects. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Offer Document and the Update Announcement.

## **CLOSING OF THE SHARE BUY-BACK OFFER**

The Share Buy-back Offer made by Elstone Securities Limited on behalf of the Company was closed at 4:00 p.m. (Hong Kong time) on Thursday, 18 August 2022. The Company has not further extended the Share Buy-back Offer.

## **RESULTS OF THE SHARE BUY-BACK OFFER**

As at 4:00 p.m. (Hong Kong time) on Thursday, 18 August 2022, being the latest time and date for acceptance of the Share Buy-back Offer, valid acceptances of the Share Buy-back Offer had been received in respect of 34,800,653 H Shares, representing approximately 99.06% of the total number of H Shares and approximately 14.98% of the total issued share capital of the Company, respectively, as at the date of this announcement.

As at the date of this announcement, save for the 116,118,265 A Shares (representing approximately 58.87% of the total number of A Shares and approximately 49.97% of the total issued share capital of the Company) in issue, the Company, the Directors and parties acting in concert with any of them do not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Save for the H Shares to be acquired under the Share Buy-back Offer, none of the Company, the Directors and parties acting in concert with any of them has (i) acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; or (ii) borrowed or lent any Shares of the Company during the Offer Period. Before commencement of the Offer Period, the Company and its concert parties which includes the Company's Directors, supervisors and senior management and parties acting in concert with any of them, held 116,118,265 A Shares, representing approximately 58.87% of the total number of A Shares and approximately 49.97% of the total issued share capital of the Company.

## **SETTLEMENT OF THE SHARE BUY-BACK OFFER**

Provided that the accompanying Form of Acceptance for the H Shares, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and in good order and have been received by the Share Registrar no later than 4:00 p.m. on the Final Closing Date, a cheque for the amount due to each of the accepting Independent H Shareholders in respect of the H Shares tendered under the Share Buy-back Offer (after deducting the seller's Hong Kong ad valorem stamp duty) will be despatched to the accepting Independent H Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) Business Days from the date of receipt of all relevant documents to render such acceptance complete and valid by the Share Registrar in accordance with the Takeovers Code.

Settlement of the consideration to which any accepting Independent H Shareholder is entitled under the Share Buy-back Offer will be paid by the Company in full in accordance with the terms of the Share Buy-back Offer (save in respect of the payment of seller's ad valorem stamp duty, as the case may be) set out in the Offer Document (including Appendix I thereto) and the accompanying Form of Acceptance, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Company may otherwise be, or claim to be, entitled against such Independent H Shareholder.

For any enquiries, the Independent H Shareholders may contact the responsible persons from the Company:

Name: Ms. Zhang Qianyu / Ms. Pan Lai

E-mail: zhangqianyu@lzzhuangyuan.com / panlai@lzzhuangyuan.com / ir@lzzhuangyuan.com

Telephone: +86-0931-8753001

Address: 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC

## **VOLUNTARY WITHDRAWAL OF LISTING**

The Stock Exchange has approved the withdrawal of listing of the H Shares from the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules by way of a capital reorganisation. The listing of the H Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Tuesday, 30 August 2022.

## **NO RIGHT OF COMPULSORY ACQUISITION**

**The Company has no rights under the laws of the PRC and the Articles of Association of the Company to compulsorily acquire the H Shares that have not been tendered for acceptance pursuant to the Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they had not accepted the Share Buy-back Offer and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code) after the completion of the Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.**

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*

Lanzhou, the PRC, 18 August 2022

*As at the date of this announcement, the Board of the Company comprises 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.*

*\* For identification purposes only*