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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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (“AGM”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* 蘭州莊園牧場股份有限公司 (the “**Company**”) will be held at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the People’s Republic of China (“**PRC**”), at 2:00 p.m. on Wednesday, 29 June 2022 for the following purposes:

AS ORDINARY RESOLUTIONS

To consider and approve the following matters for passing as ordinary resolutions:

1. To consider the resolution in relation to the Report of the Board of Directors for 2021
2. To consider the resolution in relation to the Report of the Supervisory Committee for 2021
3. To consider the resolution in relation to the Annual Report and Its Highlights of the Company for 2021
4. To consider the resolution in relation to the Report of Internal Control Evaluation for the Implementation of the Internal Control Rules for 2021
5. To consider the resolution in relation to the Preliminary Profit Distribution Plan for 2021
6. To consider the resolution in relation to the Special Report on the Actual Deposit and Use of 2021 Proceeds Raised of the Company

7. To consider the resolution in relation to the Special Report of the Occupation of Non-Operating Capital and the Transaction of Other Related Funds for 2021
8. To consider the resolution in relation to the Application to Banks of the Limits of Composite Credit Facilities for 2022
9. To consider the resolution in relation to the Final Financial Report for 2021 of the Company
10. To consider the resolution in relation to the Remuneration of Directors, Supervisors and Senior Management for 2022
11. To consider the resolution in relation to the Reappointment of the Auditor of the Company for 2022
12. To consider the resolution in relation to the Repurchase and Cancellation of All Restricted Shares in the Second Release of Locked Period under the 2019 Restricted Shares Incentive Scheme

AS SPECIAL RESOLUTIONS

To consider and pass the following resolutions as special resolutions:

13. To consider the resolution for approval of the Share Buy-back Offer and the Voluntary Withdrawal of Listing
14. 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.*
蘭州莊園牧場股份有限公司
Yao Gexian
Chairman of the Board

Lanzhou, the PRC, 8 June 2022

Notes:

1. Important: A circular setting out further details of the resolutions and the form of proxy will be despatched and published by the Company in due course. The Company has published the Company's annual report for 2021 in due course. Shareholders of the Company ("Shareholders") who wish to appoint a proxy to attend and vote at the AGM shall first read the Company's annual report for 2021 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or despatched to relevant Shareholders. The annual report for 2021 comprises of the Directors' Report for 2021, the Independent Directors' Debriefing Report for 2021, the Supervisory Committee's Report for 2021, the audited financial statements and the Auditor's Report for 2021, etc.
2. In order to determine the holders of shares who are eligible to attend and vote at the AGM, the register of members of the Company is closed from Monday, 30 May 2022 to Wednesday, 29 June 2022, both days inclusive. To be eligible to attend and vote at the AGM, unregistered holders of H Shares of the Company shall lodge 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 Friday, 27 May 2022.

In order to determine the holders of shares who are entitled to receive the proposed 2021 final dividend, the register of members of the Company will be closed from Wednesday, 6 July 2022 to Monday, 11 July 2022, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2021 (subject to the approval of the Shareholders), unregistered holders of H Shares of the Company shall lodge 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 Tuesday, 5 July 2022.

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organisations or groups, will be deemed as shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax will be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change its shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as at the record date of the proposed final dividend.

In accordance with the "Circular on Certain Issues Concerning the Policies of Individual Income Tax" (Cai Shui Zi [1994] No.020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994] 020號)) promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, temporarily, exempted from the PRC individual income tax for dividend or bonuses received from foreign invested enterprises. In accordance with the "Letter of the State Administration of Taxation concerning Taxation Issues of Dividends Received by Foreign Individuals Holding Shares of Companies Listed in China" (Guo Shui Han Fa [1994] No. 440) (《外籍個人持有中國境內上市公司股票所取得的股息有關稅收問題的函》(國稅函發[1994] 440號)) as promulgated by the State Administration of Taxation on 26 July 1994, dividends (capital bonuses) received by foreign individuals holding B Shares or overseas shares (including H Shares) from Chinese enterprises issuing such B Shares or overseas shares are temporarily exempted from individual income tax. Accordingly, in the payment of final dividend, the Company will not withhold and pay the individual income tax on behalf of individual Shareholders when the Company distributes the final dividend to individual Shareholders whose names appear on the register of members of H Shares of the Company.

The Company will determine the resident status of the individual H Share Shareholders based on the registered address as recorded in the register of members of the Company on Monday, 11 July 2022 (the “Registered Address”). If the resident status of any individual H Share Shareholder is not in consistency with that indicated by the Registered Address, such individual H Share Shareholder shall notify the Company’s H Share registrar and transfer office in Hong Kong not later than 4:00 p.m. on Tuesday, 5 July 2022, and provide relevant supporting documents 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. Any individual H Share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Share Shareholders or any disputes over the withholding mechanism or arrangements.

3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the AGM on his, her or its behalf.
4. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorized.
5. To be valid, the form of proxy 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 holders of H Shares of the Company) or the Company’s head office in the PRC (for holders of A Shares of the Company) not less than 24 hours prior to the holding of the AGM. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolutions of its board or other governing bodies may attend the AGM on behalf of the appointer.
7. The Company has the rights to request a Shareholder or a proxy who attends the AGM on behalf of a Shareholder to provide proof of identity.
8. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
9. The contact of the Company is as follows:

Address: Units 2703, 27/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong
Contact person: Ho Wing Yan
Telephone number: (852) 2593 9610
10. 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.