

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本公告僅供參考，並不構成收購、購買或認購本公司證券的邀請或要約。



Lanzhou Zhuangyuan Pasture Co., Ltd.*

蘭州莊園牧場股份有限公司

(於中華人民共和國註冊成立之股份有限公司)

(股份代號：1533)

有關

1. 千里碩證券有限公司代表蘭州莊園牧場股份有限公司作出以每股H股10.89港元的價格回購全部已發行H股的有條件現金要約；

及

2. 建議蘭州莊園牧場股份有限公司H股自香港聯合交易所有限公司自願退市之自願性公告

本公司的財務顧問



獨立H股股東的獨立財務顧問

VEDA | CAPITAL
智略資本

茲提述本公司(i)日期為2022年6月6日的要約文件(「要約文件」)；(ii)日期為2022年6月7日的更新公告(「更新公告」)；(iii)日期為2022年6月27日的自願性公告；及(iv)日期為2022年6月29日的投票表決結果公告。除另有界定者外，本公告所用詞彙與通函及要約文件所界定者具有相同涵義。

為根據於要約文件已刊發的資料進一步闡述股份回購要約的接納程序，本公司擬向H股股東寄發中英雙語的小冊子，其內容載列如下：

“Dear H Shareholders,

As stated in the offer document dated 6 June 2022 published by the Company on the website of the Stock Exchange, the Company made a conditional offer to buy-back all issued H Shares at the Offer Price of HK\$10.89 per H Share. Resolutions in respect of the Share Buy-Back Offer and the Voluntary Withdrawal of Listing were duly passed at the AGM and the H Shareholders Class Meeting of the Company on 29 June 2022, and the latest time for acceptance of the Share Buy-back Offer on the First Closing Date is 4:00 p.m. on 21 July 2022. In order to allow H Shareholders to gain a better understanding of the procedures regarding the acceptance of the Share Buy-back Offer, we set out below a brief summary of the steps for your reference:

FOR H SHAREHOLDERS WHO HOLD H SHARES IN THEIR OWN NAME:

If you are a H Shareholder holding H Shares that are registered in your own name (i.e. holding one or more paper share certificates that bear your own name), to accept the Share Buy-back Offer, you are encouraged to send the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), by post or by hand, as soon as possible and before 4:00 p.m. on 21 July 2022 (being the First Closing Date) to the Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.

FOR H SHAREHOLDERS WHO DO NOT HOLD H SHARES IN THEIR OWN NAME:

If your H Share(s) has/have been lodged with your licensed securities dealer (i.e. broker) or other registered dealer in securities or custodian bank through CCASS, to accept the Share Buy-back Offer, please provide instructions to your nominee agents of your intentions as soon as possible and before the internal deadline set by your nominee agents, which can be several days prior to the First Closing Date.

HOTLINE AND ENQUIRY EMAIL:

The Company’s proxy agent, Orient Capital Pty Limited, may be reached by phone at +852 3953 7250 (between 9:00 a.m. and 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong) or by email to ir@lzzhuangyuan.com during the Offer Period to answer any questions which any H Shareholders may have concerning administrative or procedural matters, such as dates, documentation and procedures relating to the Share Buy-back Offer and the Voluntary Withdrawal of Listing.

For the avoidance of doubt, the above hotline or email account will not (i) provide any information not available in the public domain nor any advice on the merits or risks of the Share Buy-back Offer and the Voluntary Withdrawal of Listing or (ii) give any financial or legal advice. If you are in doubt as to any aspect of the Offer Document or action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

EXPECTED TIMETABLE

The expected timetable sets out below, as reproduced from the Update Announcement, is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company. Unless otherwise expressly stated, all times and dates contained in this announcement refer to Hong Kong local time and dates.

| Event | Time and Date |
|--|-------------------------------------|
| Despatch date of the Offer Document and commencement of the acceptance period ^(Note 1) | .6 June 2022 |
| Date of announcement of the results of the AGM, H Shareholders Class Meeting and A Shareholders Class Meeting on the website of the Stock Exchange and the Company (http://www.lzzhuangyuan.com) | After trading hours on 29 June 2022 |
| Reopening of the H shares register of members | .30 June 2022 |
| First Closing Date | .21 July 2022 |
| Latest time for acceptance of the Share Buy-back Offer on the First Closing Date ^(Note 2) | 4:00 p.m. on 21 July 2022 |
| Announcement of the results of the Share Buy-back Offer on the First Closing Date ^(Note 3) | .By 7:00 p.m. on 21 July 2022 |
| Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the Share Buy-back Offer on the First Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) ^(Note 4) | .1 August 2022 |

| Event | Time and Date |
|---|--------------------------------|
| Latest time for the Share Buy-back Offer to become or be declared unconditional as to acceptances (if not already unconditional) | 7:00 p.m. on 5 August 2022 |
| Last day of trading in the H Shares on the Stock Exchange, assuming the Voluntary Withdrawal of Listing is approved. | 15 August 2022 |
| Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) ^(Note 5) | 18 August 2022 |
| Latest time for the Share Buy-back Offer remaining opened for acceptance on the Final Closing Date and the closing of the Share Buy-back Offer ^(Note 5) | 4:00 p.m. on 18 August 2022 |
| Announcement of the results of the Share Buy-back Offer on the Final Closing Date. | By 7:00 p.m. on 18 August 2022 |
| Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the Share Buy-back Offer on the Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date). | 29 August 2022 |
| Withdrawal of listing of the H Shares from the Stock Exchange becoming effective. | 9:00 a.m. on 30 August 2022 |

Notes:

1. The Share Buy-back Offer is made on 6 June 2022, the date of posting of the Offer Document, and is capable of being accepted on and from this date until the Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date).
2. The procedures for acceptance and settlement of the Share Buy-back Offer and related information are set out in Appendix I to the Offer Document and in the Form of Acceptance. Acceptances of the Share Buy-back Offer should be received by the Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on 21 July 2022 or such later time(s) and/or date(s) as the Company may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code.
3. The Company will issue an announcement on the Company’s and the Stock Exchange’s website by 7:00 p.m. on the First Closing Date stating the results of the Share Buy-back Offer and the Voluntary Withdrawal of Listing and whether the Share Buy-back Offer has been revised or extended, have expired or have become or been declared unconditional.

4. Remittances in respect of the cash consideration under the Share Buy-back Offer will be posted to the accepting Independent H Shareholders by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days following the later of the date of receipt by the Share Registrar, of duly completed Form of Acceptance and the relevant documents, or on the date the Share Buy-back Offer and Voluntary Withdrawal of Listing become or are declared unconditional.
5. In compliance with the note to Rule 2.2 and Rule 15.3 of the Takeovers Code, the Share Buy-back Offer will remain open for acceptance for 28 days which is a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional in all respects. At least 14 days' notice in writing must be given before the Share Buy-back Offer is closed to the H Shareholders who have not yet accepted the Share Buy-back Offer. Hence, the latest time to receive acceptances under the Share Buy-back Offer will be 4:00 p.m. on 18 August 2022.

You are strongly advised to consider carefully the information in the letter from the Board, the recommendation and the advice from Independent Financial Adviser contained in the Offer Document, and the information set out in the Offer Document before making the decision as to acceptance of the Share Buy-back Offer.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this document and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this document have been arrived at after due and careful consideration and there are no other facts not contained in this document, the omission of which would make any statement in this document misleading.”

「致H股股東：

如本公司於聯交所網站發佈日期為2022年6月6日的要約文件所述，本公司提出有條件要約按要約價每股H股10.89港元回購所有已發行H股，有關股份回購要約及自願退市的決議案已於2022年6月29日舉行股東週年大會及H股類別股東大會表決通過，接納股份回購要約的首個截止日期的最後期限為2022年7月21日下午四時正。為了讓各位H股股東更清晰瞭解本公司股份回購要約的接納程序，以下簡要歸納了步驟，供閣下參考：

以本身名義持有H股的H股股東：

倘閣下為持有以閣下名義登記的H股之股東（即持有一張或多張印有閣下名字的紙質股票），倘閣下接受股份回購要約，鼓勵盡快及於2022年7月21日下午四時正前（即首個截止日期）將已填妥及簽署的接納表格連同相關股票及／或過戶收據及／或其他所有權文件（及／或任何就此所需令人信納的一項或多項彌償保證），以郵寄或親自遞交方式送達股份過戶登記處，聯合證券登記有限公司（地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室）。

並非以本身名義持有H股的H股股東：

如閣下的H股已透過中央結算系統寄存於閣下的持牌證券交易商（即經紀）或其他註冊證券交易商或託管銀行，接納股份回購要約，請盡快及在閣下之代名人代理所設定的內部截止日期前（其可為首個截止日期前數天）就閣下對股份回購要約的意向向閣下代名人代理作出指示。

熱線電話及查詢電郵：

聯絡本公司的委任代理，Orient Capital Pty Limited，可致電+852 3953 7250（星期一至星期五（香港公眾假期除外）上午九時正至下午六時正）或發送電子郵件至 ir@lzzhuangyuan.com，以回答任何H股股東有關行政或程序事宜的任何提問，如有關股份回購要約及自願退市的日期、文件及程序。

為免生疑問，上述熱線或電郵地址將不會(i)提供任何公開渠道不可取得的資料或任何有關股份回購要約及自願退市的裨益或風險的意見，或(ii)提供任何財務或法律意見。倘閣下對要約文件或須作出的行動的任何方面有任何疑問，應諮詢持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

預期時間表

以下時間表（轉載自更新公告）僅供參考，並可予更改。如時間表有任何變動，本公司將作出公佈。除非另有明確表示者外，本公告所載的所有時間及日期均表示香港本地時間及日期。

| 事件 | 時間及日期 |
|--|------------------|
| 要約文件寄發日期及接納期開始日期 ^(附註1) | 2022年6月6日 |
| 於聯交所網站及本公司網站(http://www.lzzhuangyuan.com) 公佈股東週年大會、H股類別股東大會及 A股類別股東大會結果的日期 | 2022年6月29日交易時段後 |
| 重新開放辦理H股股份過戶登記手續 | 2022年6月30日 |
| 首個截止日期 | 2022年7月21日 |
| 於首個截止日期接納股份回購要約的最後時間 ^(附註2) | 2022年7月21日下午四時正 |
| 於首個截止日期公佈股份回購要約的結果 ^(附註3) | 2022年7月21日下午七時正前 |
| 就於首個截止日期接納股份回購要約的最後時間或之前 所收到的有效接納寄發股份回購要約項下 應繳股款的最後日期（假設股份回購要約 於首個截止日期在所有方面已成為無條件） ^(附註4) | 2022年8月1日 |
| 股份回購要約成為無條件或宣佈為無條件 （倘未成為無條件）以供接納的最後時間 | 2022年8月5日下午七時正 |

| 事件 | 時間及日期 |
|---|------------------|
| H股於聯交所買賣的最後日期 (假設自願退市已獲批准) | 2022年8月15日 |
| 最後截止日期(假設股份回購要約 於首個截止日期在所有方面已成為無條件) ^(附註5) | 2022年8月18日 |
| 股份回購要約於最後截止日期仍可供接納及 股份回購要約截止的最後時間 ^(附註5) | 2022年8月18日下午四時正 |
| 公佈股份回購要約於最後截止日期的結果 | 2022年8月18日下午七時正前 |
| 就於最後截止日期接納股份回購要約的 最後時間或之前所收到的有效接納寄發 股份回購要約項下應繳股款的最後日期 (假設股份回購要約於首個截止日期 在所有方面已成為無條件) | 2022年8月29日 |
| H股於聯交所退市生效 | 2022年8月30日上午九時正 |

附註：

1. 股份回購要約於2022年6月6日(即要約文件寄發日期)作出，且自該日起直至最後截止日期(假設股份回購要約於首個截止日期在所有方面已成為無條件)止可供接納。
2. 股份回購要約的接納及結算程序以及有關資料載於要約文件附錄一及接納表格。股份回購要約接納須盡快惟無論如何不得遲於2022年7月21日下午四時正(或根據收購守則在獲執行人員同意下由本公司可能確定並公佈的有關較後時間及/或日期)送達股份過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)。
3. 本公司將於首個截止日期下午七時正前於本公司及聯交所網站刊發公告，列明股份回購要約及自願退市的結果以及股份回購要約是否已修訂或延長、已屆滿或已成為或宣佈為無條件。
4. 有關股份回購要約項下現金代價的股款須盡快惟無論如何須於股份過戶登記處接獲已填妥的接納表格及相關文件當日或股份回購要約及自願退市成為或獲宣佈為無條件當日(以較後者為準)起計七(7)個營業日內以平郵方式寄發予接納獨立H股股東，郵誤風險概由彼等自行承擔。
5. 根據收購守則規則2.2註釋及規則15.3，股份回購要約於獲宣佈在所有方面為無條件後將維持在28天內(該期間長於收購守則規則15.3一般規定的期間)仍可供接納。於股份回購要約截止前，必須向尚未接納股份回購要約的H股股東發出至少14日書面通知。因此，根據股份回購要約接獲接納的最後時間將為2022年8月18日下午四時正。

務請閣下審慎考慮要約文件所載董事會函件的資料、載於要約文件的獨立財務顧問的推薦建議及意見，及要約文件所載的資料，以決定是否接納股份回購要約。

本公司董事共同及個別地，就本文件內資料的準確程度承擔全部責任，並且該等董事已作出所有合理的查詢，確認據他們所知文件中表達的意見是經過適當及審慎的考慮後才達致的，並且確認該文件沒有遺漏任何其他事實，足以令本文件的任何聲明具誤導成分。」

警告

本公司H股股東及潛在投資者應注意股份回購要約須待在所有方面達成條件方告作實。因此，股份回購要約可能會或可能不會成為無條件。本公司H股股東及潛在投資者於買賣本公司證券時應謹慎行事。如任何人士對應採取的行動有任何疑問，應徵詢其持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問的意見。

董事並無於本公告內就股份回購要約及自願退市是否屬公平合理或接納股份回購要約與否提供推薦意見，並強烈建議獨立H股股東不應就股份回購要約及自願退市達致意見，除非及直至彼等已收到並已細閱獨立財務顧問函件（當中載有其就股份回購要約及自願退市向獨立H股股東提供的建議），該函件載於2022年6月6日寄發予股東的要約文件內。

獨立H股股東須注意，如其未接納股份回購要約，而股份回購要約其後在所有方面成為無條件且H股股份自聯交所退市，則將導致獨立H股股東持有非上市H股及H股流通性可能會受到嚴重削弱。此外，股份回購要約完成後，本公司不再受上市規則規限，亦未必繼續受收購守則規限（視乎其是否仍為收購守則項下的香港公眾公司而定），獨立H股股東對本公司若干資料的權利將有所減少。

承董事會命
蘭州莊園牧場股份有限公司
主席
姚革顯

中國蘭州，2022年7月4日

於本公告日期，本公司董事會包括本公司非獨立董事姚革顯先生、連恩中先生、張宇先生、楊毅先生、馬紅富先生及張騫予女士；及本公司獨立董事王海鵬先生、張玉寶先生及孫健先生。

本公司全體董事願就本公告所載資料之準確性共同及個別地承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知，本公告內所表達之意見乃經審慎周詳考慮後作出，且本公告並無遺漏其他事實，足以致令本公告所載任何陳述產生誤導。

* 僅供識別