**A A**

**P ’ER LANCANG ANCIEN EA CO., L D.**

**J , 2024**

## ABLE OF CON EN

**A A**

**P ' L A C ., L .**

**C I G P**

**A 1** '
L A C ., L . ( C ") ,
C , A A
( A ") *Company Law of the People's Republic of China* ( C L "), *Securities Law of the People's Republic of China* ( L "), *Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies*, *Guidelines on the Bylaws of Listed Companies*, *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* ( HK L "), .

**A 2** C
C L .

C . ,
C '
A M , :
9153082862288455 .

**A 3** C C
C ( C C") A 1, 2023, , C
21,000,000 ( ) MB1 H
K , M B E
H K L ( EHK") December 22, 2023.

**A 4** :

F C : 普洱瀾滄古茶股份有限公司

F E : ' L A C ., L .

**A 5** D : , H C ,
M , L L E A C , ' , .

: 665660
: 0879 7222621
F : 0879 7222621

**A 6** : MB126,000,000.

**A** **7** C . .

**A** **8** C C .

**A** **9** C . C . C . .

**A** **10** F , A C , C C , , . A , , C , C , C ( ), ( ), ( ), , , A .

**A** **11** F A , , , .

**A** **12** C . . C C C . C .

**C** **II** **B** **O**

**A** **13** B : B , , , .

**A** **14** B : L : ; ; ; ( , , ); : ; ; ; ; ; ; ( , ) ( , C ).

## C III

### I I

**A** **15** .

A C . E
C L , -
C ’ .

C ’ , ,
,
C ’ .
. I C ’ -
, - ”. I C ’
, ( -
) 
” ”.

**A** **16** C , ,
.

A
;
.

**A** **17** A C MB
MB1 .

C
C - ,
H EHK. A C
C .

- ,
C C,
C C.

**A** **18** C
.

**A** **19** , C 49,680,000
MB- , 100%
C .
, ,
:

**N .** **M**

| **N .** | **N** | | | | |
|---|---|---|---|---|---|
| 1 | D C | 15,241,197 | 30.6787% | F | 8, 2018 |
| 2 | A G J | 8,328,599 | 16.7645% | F | 8, 2018 |
| 3 | G I C ., L . (廣州天速信 技術有限公司) | 4,968,000 | 10.0000% | F | 8, 2018 |
| 4 | . | 3,422,373 | 6.8888% | F | 8, 2018 |
| 5 | A G | 1,809,989 | 3.6433% | F | 8, 2018 |
| 6 | HI | 1,677,760 | 3.3771% | F | 8, 2018 |
| 7 | LI | 982,813 | 1.9783% | F | 8, 2018 |
| 8 | H A L | 956,035 | 1.9244% | F | 8, 2018 |
| 9 | | 872,146 | 1.7555% | F | 8, 2018 |
| 10 | LIA J | 821,133 | 1.6528% | F | 8, 2018 |
| 11 | IA M | 810,153 | 1.6307% | F | 8, 2018 |
| 12 | LI C | 802,533 | 1.6154% | F | 8, 2018 |
| 13 | BA | 682,288 | 1.3734% | F | 8, 2018 |
| 14 | L G | 563,259 | 1.1338% | F | 8, 2018 |
| 15 | L | 532,418 | 1.0717% | F | 8, 2018 |
| 16 | HA H | 523,389 | 1.0535% | F | 8, 2018 |
| 17 | H G | 437,353 | 0.8803% | F | 8, 2018 |
| 18 | IA M | 422,818 | 0.8511% | F | 8, 2018 |
| 19 | A G | 414,592 | 0.8345% | F | 8, 2018 |
| 20 | A G | 359,140 | 0.7229% | F | 8, 2018 |
| 21 | CHE G | 350,857 | 0.7062% | F | 8, 2018 |
| 22 | J | 347,039 | 0.6985% | F | 8, 2018 |
| 23 | HA G | 305,077 | 0.6141% | F | 8, 2018 |
| 24 | HE | 304,750 | 0.6134% | F | 8, 2018 |
| 25 | D | 290,086 | 0.5839% | F | 8, 2018 |
| 26 | H A G J | 283,032 | 0.5697% | F | 8, 2018 |
| 27 | LI L | 281,180 | 0.5660% | F | 8, 2018 |
| 28 | HA G | 248,123 | 0.4994% | F | 8, 2018 |
| 29 | I G | 238,010 | 0.4791% | F | 8, 2018 |
| 30 | A G H | 230,338 | 0.4636% | F | 8, 2018 |
| 31 | LI H | 165,088 | 0.3323% | F | 8, 2018 |

| N . | N | N . M | | | |
|---|---|---|---|---|---|
| 32 | LI | 146,435 | 0.2948% | F | 8, 2018 |
| 33 | LI G | 145,064 | 0.2920% | F | 8, 2018 |
| 34 | HA G | 138,960 | 0.2797% | F | 8, 2018 |
| 35 | HA G D | 137,303 | 0.2764% | F | 8, 2018 |
| 36 | LI J | 135,336 | 0.2724% | F | 8, 2018 |
| 37 | L | 134,846 | 0.2714% | F | 8, 2018 |
| 38 | LI | 134,367 | 0.2705% | F | 8, 2018 |
| 39 | HA G M | 133,376 | 0.2685% | F | 8, 2018 |
| 40 | H J | 132,820 | 0.2674% | F | 8, 2018 |
| 41 | E G J | 120,999 | 0.2436% | F | 8, 2018 |
| 42 | L | 120,693 | 0.2429% | F | 8, 2018 |
| 43 | HA G J | 119,516 | 0.2406% | F | 8, 2018 |
| 44 | LI J | 119,465 | 0.2405% | F | 8, 2018 |
| 45 | H M | 119,328 | 0.2402% | F | 8, 2018 |

( ) , .

**A** **23** C . C ’

C C L , HK L
A .

**A** **24** C -
:

( ) C ;

( ) C ;

( ) ;

( ) , C ,
;

( ) C ;

( ) C ,
;

( ) , , ,
, C ’ .

**A** **25** C
, , C ’
.

C
( ), ( ) ( ) A 24 A ,
.

**A** **26** C
( ) ( ) A 24,
C . C
( ), ( ) ( ) A 24,
B M - (2/3) D
A
.

C 1
A 24, (10)

( ) ( ) A 24, (6)
( ),
( ) ( ) A 24, C
(10%) ,
(3) .

, ,
A C '

, .

**III**

**A 27** C .

A H
B D
( EHK
);
(
). I
H K
, - -
E C
B D .

**A 28** C C
.

**A 29**
C .

**A** **30** I , , -
5% C
/ -
, /
- ,
C B
D C . H ,
C
, C C
- .

D ,
, -
,
, ,
.

I B D C
A ,
B D . I
B D
, ,
/ C .

I B D C
A , D ( )
.

**C** **I** **G** **M**

**I**

**A** **31** C
.
, C . A

/ .
.

C ,
-
( ) ,
.

**A** **32**

, ,

HK L :

( ) ( ), ( ), ;

( ) ;

( ) ;

( ) ;

( ) ;

( ) .

, ,

C .

A ,
C ,
.

**A** **33** C H

C .
H EHK H K .

C
H .
H .

H
, .

**A** **34** C ,
:

( ) C ’
. ( ) ( ) A ;

( ) H
- ;

( ) B D
.

**A 35**

.

, ,

.

C

.

**A 36** H , .

, .

, :

( ) C .

;

( )

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( ) , ( )

. ( )

C , B D

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( ) , .

, .

C . A .

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, - - ,

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C .

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, .

.

**A 37** C , ,

, B D

.

.

**A 38** I ( ll
C ”)
C / ,
C
C ( ll ”),
C L /
, , -
H
/ H .

H H K
, :

( )
C ,
,
C ,
;

( ) C
C
;

( ) C , C
B
D (90) , ,
- (30) ;

( ) ,
C
- ,
- ,
- .
- (90) . I
,
C
;

( ) C

( )

( ) , C

;

( )

**A 40** I

,

/ / C ,

/ / , C

.

**A 41** A ,

B D

C .

I B M

, , A ,

(60) .

**A 42** I D -

A /

C , C , ( )

(1%) C

180

C , . I C

A C , C ,

B D

, .

I C B D

( )

, (30)

,

C ,

( ) ,

C .

I C ,

C , ( )

A 42 ,

A 42.

**A 43** I D

A ,

, .

**A** **44** C :

( ) , A ;

( )

;

( ) -

;

( ) ,

C ; C

C ;

( ) , ,

C ,

A .

I C

C ,

. A

C

C ,

C .

**A** **45** A (5%)

C / C

.

**A** **46** C

C . A

C .

C

C C ,

.

-

. .

C

, , ,

C

.

**II G P R G M**

**A 47** C ,
:

( ) C ' ;

( ) D '
D
;

( ) B D ;

( ) C ;

( )
C ;

( )
C :
,046 ( ,046)3.2( )-.8

( ) C ;

( ) C ;

( ) , , ,
C ;

( ) A ;

( ) C ' ;

( ) A 48 ;

( ) C '

(30%) 17 4 ( )-376.1( )-1.7( )-349.3( )-348.1(( )-352.7(601257C )-.9C
604651.9( )-.5( )4762.9( )4765.3

(. ) C ,
( ) ( ) A 24 ;

(. ) ,
, , ,
C ,
A .

B D

B D / B D
,

.

**A** **48** C :

( )
C
(50%) C ;

( )
C (30%)
C ;

( )
C (1)
(30%) C ;

( )
(70%);

( ) (10%)
C ;

( )
C .

I
C ,

,
.

I B D C

, D

,

, C

,

, .

**A 49** -

. - (6)

.

**A 50** C -

(2) :

( ) D C

L - (2/3) A ;

( ) C -

- ;

( ) ( )

(10%) C ' ;

( ) B D ;

( ) C ;

( ) , ,

,

C ' A .

**A 51** A C

. A

- .

, C

, ,

, , ,

, C '

, ,

, .

-

, -

. I

, (2)

- , - .

**III C G M**

**A 52** B D . A , C ( ) 10% C 90 .

I - D B D - . . - I - D , B D , , A , - (10) .

I B D - , B D (5) . I B D - , B D - .

**A 53** C B D - , B D . B , , A , - (10) .

I B D - , (5) , C .

I B D - , (10) , B D , C .

**A 54** ( ) (10%) B D - , B D . B , ,

I B D - ,
(5)
,
.

I B D -
(10) , ( )
(10%)
C -
, C .

I C - ,
(5)
,
.

I
, C
( )
(10%) (90)
( ).

**A 55** I C ( )
/ , C
( ) B D ,
C -
.

, (10%)
C .

**A 56** I C ( )
/ , B D B
D B D
.

**A 57**
C ( ) C .

**I P N R G M**

**A 58** A ,
, ,
A .

**A** **59** C , B
D , C ( )
( ) (3%)
.

( ), ( ) (3%)
, (10)
.
(2)
.

E. , ,
,
.

A 58
.

**A** **60**
- (21)
(15) - .

**A** **61** , :

( ) , ;

( ) ;

( ) -
- , -
C ;

( ) ,
;

( ) ;

( ) .

E
. I
I - . D ,
I - . D
.

C ’ ,

- .

**A** **62** I D ( ) ( )

,

D , :

( ) , - ,

;

( )

C ;

( ) C ;

( ) C C

- .

D ,

D .

**A** **63**

, C

C ’ /

EHK HK L

A .

**A** **64** A , .

,

. I ,

(2)

, - .

**C** **G** **M**

**A** **65** B C

,

.

**A** **66** A (
)
-
, HK L
A .

A - .

**A** **67** A

. A -
.

-
/ /
. - /
( -
-
H K ).

I ( - )
H K ,
;
,
. E
. A
( ,
/ / )
- ( - )
C .

**A** **68** A
( )
/ - , ,
, :

( ) - ;

( ) - ;

( )
;

( ) ;

( ) , ,
- .

**A** **69**
, / - /
.

**A** **70** C
- (24)
, - (24) .
.
C ’
.

,
B D
, C
.

**A** **71** C
, :
( / ), /
, /
/ ( , ).

**A** **72** C ( )
,
.
-
.

**A** **73** A D , B D
, G M -
.

**A** **74** A C ,
C / , D
D .

A C

C ,

C / ,

.

A ( )

.

,

,

,

.

**A** **75** C ,

, ,

, , , , ,

, , ,

, , B

D , .

B D

, A .

**A** **76** A , B D

C ,

I D .

**A** **77** D ,

.

**A** **78** ,

,

,

.

**A** **79** B D

, , :

( ) , ;

( ) , D , , G M

;

( )

,

C ;

I

1 2 A 63 L , -

- - (36)

I , , , ,

C ’ , ,

, ,

.

B , I - - D , (1%)

C , C C

,

, -

. C

- , - .

**A** **86** A -

,

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- .

- ,

/

; / , /

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A

, -

, ,

.

I

, ,

- .

A , -

, ,

A .

, , ,

C ,

A 86, .

**A 87** C ,

, C

D , G M

- C , , C

C

.

**A 88** D

.

B D

. E D

/ , /

, , /

, / /

.

M D :

( ) B D ( )

(3%) C

- - D ,

-

, B D

;

( ) C ( ) 9706.2472

432 ,23.9( )9( 1 )-31

( ) B D , C ( )

(1%)

C

I - D ,

- , B

D .

D ,

, ,

, C ,

, A .

, D

,

D ,

/ . B

D .

:

( ) I - D ,

- - D

;

( ) I - D ,

/

I - D ;

I - D ,

;

( ) - - D

,

/

- - D

; -

- D ,

;

( ) - , 

I - D , - -

D -

I - D ,

- - D ,

/ -

/ . ,

;

( ) ( ) ( ) -

A 89 E.

A 90 ; ,

A 91 , ,

A 92

A 93 B

/ -

( ),

A 94 -

B , C , ( ),
( ),

**A** **95** A

, -

D C I ,

M -H K C ,

.

I , ,

,

/ , /

// ”.

**A** **96** I

, . I

,

-

, , .

**A** **97**

,

C ’ ,

,

13.40 HK L ,

HK L ,

, .

**A** **98**

.

**A** **99** I

D , D

.

**A** **100** A

C (2) .

**C B D**

**I D**

**A 101** E D C . D
C :

( ) ;

( ) , ,
,
/ ,
/ (5) ;

( ) ,
(3) ,
;

( )

(3) , ;

( ) ;

( ) C C ;

( ) D C
, .

D
A . A D /
A 101 C .

**A 102** D
- .
D (3) -
. H , - I - - D

I - D (9) .

B D ( C ) D
- ,
B D (
C ) .

D
- B D . D ,
- - , D
B D
, D D
, ,
A - D .

, D / . (
).

G M - D ( )
, D G
M - ,
- (1/2) D C .

B D , .

A B D D
B D -
C ,
- . ,
C , B D
D B D , D
/ .

**A 103** , ,
, C ,
A , D C :

( ) /
C ;

( ) C ;

( ) C /
;

( ) C
C
A B
D ;

( ) C
A ;

( ) / C

/

C , C

/

;

( ) C ;

( ) C ;

( ) / C

C ;

( ) ,

, ,

C , A .

A D A

C C

.

**A 104** , ,

, C ,

A , D C :

( ) , C

C

,

C ;

( ) ;

( )

C ;

( ) C ,

,

C ;

( )

C ,

C ;

( ) ,

, ,

C , A .

**A 105** D , , , H K , :

( ) C ;

( ) ;

( ) ;

( ) ;

( ) / ;

( ) , - / - .

**A 106** I D D / B M , D / B D .

**A 107** A D / B D - / , , B D (2) .

I D B , D I - D , I - D (1/3) B D , I - D , D / , , / , / , / , C A 107 *mutatis mutandi* - .

**A 108** A D - - B D , C , C (3) / C .

A D *mutatis mutandi* - .

**A 109** A , D C B D / B D . I D C B D , D / .

**A 110** I D , , , C ' A / C , D C .

**A 111** I - - D , C C - C ' .

**II I N -E D**

**A 112** A I - - D D D C , C / , C ' .

B I - . D . .
I - . D (3),
(1/3) . . B D , . ,
I - . D

. . - ,
I - . D H
K .

I , , I - . D C
HK L ,
I - . D , C
EHK, ,
, (3) -
HK L , I - .
D HK L .

**A 113** I - . D
, , ,

C ' .

C I - .
D , , , , , ,
, I - . D ,
.

**A 114** I -
I - . D , ,
, , ,
C ' , A
D C .

**III B D**

**A 115** C B D
.

**A 116** B D (7) D
(1) C .

**A 117** B D . :

( ) ;

( ) ;

( ) C ;

( ) C ;

( ) C ;

( ) C ,
;

( ) C ,
C ' ( ) ( )
A 24 A , , ,
C ;

( ) C ' ,
, , - , ,
-
,
C '
;

( ) , B D
- (2/3) D , C '
( ), ( ) ( ) A 24
A ;

( )

(. ) ,

, ,

C ’ A .

A

.

**A 118** I C

C , B D

.

**A 119** B

, .

**A 120** B

,

, , , ,

, ,

,

.

**A 121** B (1) ,

D .

**A 122** C :

( ) B
M ;

( ) B
D ;

( ) B D
C ;

( ) , ,
C
C , B D
;

( ) B D .

**A 123** I C / ,
D / .

**A 124** B , (4)
, . B M
C , (14) ' D .

**A 125** C ,
(1/10) C , (1/3)
D , C , (2) I
- D , G M ,
E B M (10) .

**A 126** E B M ,
, , , (3)
.

, E B
M ,
,
- .

**A 127** B M :

( ) ;

( ) ;

( ) ;

( ) .

**A 128** B M D
. A B
D .

E D B .

**A 129** B B
M , D
, , . B
B D , D

, -
B ,
B A .

B
A 129.

**A 130** A D , , G M .
,
, C ( .
C )
/ B ,
B .

HK L
, D B
,
D ( HK L
) . D
. A B
M D ,
B M
D .
D B M
(3).

D , , G M
/ B
A , B
/ ,
, C ,
, -
D , , G M
- .

A D , , G M -
, /
.

I ( HK L
) D
B B ,
B M . I - .
D , ( HK L
),
B M .

**A 131** A B
.

A E. B M , - D
- ,
D .

**A 132** A D . B , /
. , / . D
. / . - , ,
- , . , , . . ,
. . A D . -
D - D
. A D B M -
/ . .

**A 133** B . .
. . , D
. .

. . B C .
(10) .

**A 134** . B M , . :

( ) , . . ;

( ) . D . D ( - )
. D ;

( ) . ;

( ) D ;

( ) . (
).

**I C B**

**A 135** B C . . , A C . . ,
. C . . . A C . . .
C . . B , .
A B , . B
.

A . . C . . D . I
- . D . . . ,
, A C . . , . C . .
A C . . . A . . A C . . - .
D ,

. . -
HK L . B . .
C . . .

**C I G M O M M**

**A 136** C (1) G M ,
B .

C D G M , (1) C F
(1) B ,
B .

G M , D G M , C F
B - C .

**A 137** A 101
D *mutatis mutandi* - .

A 103 D
( ), ( ) ( ) A 104 D
*mutatis mutandi* - .

**A 138** A (
) C
- C .

- C ,
C .

**A 139** G M (3)
.

**A 140** G M C B
D - :

( ) C ’ ,
B D ,
B D ;

( )
C ;

( ) ;

( ) C ;

( ) ;

( ) B D
D G M C F ;

( ) . . - C . B

D ;

( ) A

B D ;

G M . B

D .

**A 141** G M . G

M , . . . B D .

**A 142** . G M , .

:

( ) ,

G M ;

( ) G

M - ;

( ) C , ,

, . B D

C . . ;

( ) . B D . .

**A 143** G M . - /

, . /

C . .

**A 144** D G M .

B D , G M / ,

G M .

**A 145** C . (1) B D

. C ' . B

M , . , . . C '

. .

B D .

, . , . A .

**A 146** A - , .

, . A . /

C . . C . . .

**A** **147** -
C . A -
/
C
.

**C** **II** **C**

**I**

**A** **148** A 101
D *mutatis mutandi* .

D , G M -
C .

**A** **149** A
,
C , /
C .

**A** **150** (3)
- .

**A** **151** I -
/ - /
, C
, /
, A /
.

**A** **152** ,
C ,
C .

**A** **153** B M
B
D .

**A** **154** A ,
, A /
C C .

**A** **155** A /
C .5(309.1( )-480.8( ) J18.8-

**II** **C**

**A** **156** C C .
C (3) , (1)
. C ,
C .

C .

C
C , / ,
.

C ,
,
,
, - (1/3). ,
C
C , .

**A** **157** C - :

( ) B D
;

( ) C ;

( ) D -
C , D -
, , A
;

( ) D - C
C ' ;

( ) - ,
' B D
C L ;

( ) ' ;

( ) D -
A 151 C L ;

( ) C ,
, ,
- C .

**A** **158** C . A

C

.

C

(2/3) .

**A** **159** C ,

, .

C

, , C ,

C ,

A .

**A** **160** C

,

.

A

/ .

C C

(10) .

**A** **161** C

:

( ) , ;

( ) ;

( ) .

**C** **III** **F** **A** **, P** **D** **A**

**I** **F** **A**

**A** **162** C

,

.

**A** **163** C

, .

C , / ,
, 
, -
C ' .

**A** **164** C
. C '
.

**A** **165** C (10%) - -
;
, , -
(50%) ( ) C ,
.

I C
,
.

A - - ,
C , ,
- - .

, - -
.

I
, C .
C .

**A** **166** C
- C
; , ,
C .

I ,
- (25%) C '
.

**A** **167** A
, B D ( )
(2) .

**A 168** C ,
:

( ) : E C
,
. C
,
,
. C
,
, - C
. B ,
C C
I - D ,
- ( )
.

( ) F : C
, ,
- C
.

( ) C : C
. , C
,
, C
,
.

**A 169** C
H ,
H , ,
.

C
- C ' .

E C H
H K
H K .

**II I A**

**A 170** C , -
, C '
.

**A** **171** C ’

B D .

B D .

**III** **A** **A** **F**

**A** **172**

( ) ;

( ) ;

( ) C ’ A .

I C H HK L , , , , C ’ A , H C ’ / EHK .

F A , C H HK L .

A - / HK L .

**A 178** C .

**A 179** , , , .

**A 180** B M , , , .

**A 181** C , , , .

**A 182** A C : , ; , ; , .

**A 183** , - , .

## II A

**A 184** / C C ’ - C .

## C M , - , C I R , D L

### I M , - , C I R

**A 185** A C .

M , .

**A 186** I C , C . C (10) - C ’ (30) .

C (30) , , - (45) .

**A 187** I C , .

**A 188** I - C , .

I - C , C , (10) - C ’ (30) .

**A 189** C - , C C - .

**A 190** C

.

C (10)

- C ’
(30) . C
(30)
, , - (45)
.

C ’
.

**A 191** I - C , C
. I
C , C
. I , C
.

I C ,
C
.

**II D L**

**A 192** C :

( ) C A -
;

( ) C ;

( ) C ;

( ) , C
;

( ) C ,
,
(10%) C
, C .

**A 193** ( ) A 192, C
A .

A A A 193
(2/3)

**A 194** C
( ), ( ), ( ) ( ) A 192, C
(15)

D . I
,
,

**A 195**
:

( ) C
;

( ) ;

( ) C ;

( ) - ;

( ) C ;

( ) C
;

( ) C .

**A 196** (10)
- C ' - (60) .
(30)
, , - (45)

I ,

D ,

**A** **197** A C ,

, ,

.

C , ,

, , -

C

.

D , C

-

.

C

.

**A** **198** A C

, C ’

, ’

C .

A ’ C ,

C ’ .

**A** **199** A C ,

’

, C ’

C ’

C ’ .

**A** **200**

.

A /

C .

A C

C /

.

**A** **201** I C , C

.

**C I A A A**

**A 202** C A
:

( ) C L ,

,
C ,
A , ,

C ’ ;

( ) C
A ;

( ) A .

**A 203** A

. I A
C ,
.

**A 204** B A

.

**A 205** - ,
A .

**C II P**

**A 206** D :

( ) C (50%)
C ,
(50%) C ,
-
, 19A.14 HK
L .

( ) D

( ) A ,
, D , C
/ ,
C ,
HK L ; , ,
.

**A 207** , B D
A ,
.

**A 208** A C . I
A A , C
A
.

**A 209** F A , ", "
" , ", ",
", " " .

**A 210** B A .

**A 211** A
, B D
C .

**A 212** A B D
,
.