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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenghua Lande Scitech Limited\*, you should at once hand this circular, together with the accompanying form of proxy and the reply slip, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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浙江升華蘭德科技股份有限公司  
**SHENGHUA LANDE SCITECH LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8106)**

**(1) PROPOSED APPOINTMENT OF THE SUPERVISORS;  
(2) PROPOSED CHANGE OF THE BUSINESS SCOPE;  
(3) PROPOSED AMENDMENT TO THE ARTICLES  
OF ASSOCIATION;  
(4) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES;  
AND  
(5) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Monday, 6 May 2019 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of GEM ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of the H Shares) on or before Monday, 15 April 2019 in accordance with the instructions printed thereon.

This circular will remain on the GEM website ([www.hkgem.com](http://www.hkgem.com)) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and will be posted on the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)).

21 March 2019

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are usually small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Monday, 6 May 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 11 to 14 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of the Directors
“Business Scope”	The business scope of the Company
“Company”	Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	www.hkgem.com, being the Internet website operated by the Stock Exchange for GEM
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	The supervisor(s) of the Company
“Supervisory Committee”	The supervisory committee of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* For identification purposes only

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LETTER FROM THE BOARD

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浙江升華蘭德科技股份有限公司  
**SHENGHUA LANDE SCITECH LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8106)**

*Executive Directors:*

Mr. Qi Jinsong (*Chairman*)  
Mr. Chen Ping  
Mr. Guan Zilong  
Mr. Xu Jianfeng

*Registered office:*

No. 9 Nanhu Road  
Zhongguan Town  
Deqing County, Huzhou City  
Zhejiang Province, the PRC

*Independent non-executive Directors:*

Mr. Cai Jiamei  
Ms. Huang Lianxi  
Mr. Shen Haiying

*Head office and principal place of  
business in the PRC:*

17/F., Deqing Shanghui Building  
No. 70 Wulipai Road  
Deqing County, Huzhou City  
Zhejiang Province, the PRC

*Principal place of business in Hong Kong:*

Room 1505, 15/F.  
Fullerton Centre  
19 Hung To Road  
Kwun Tong  
Kowloon, Hong Kong

21 March 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF THE SUPERVISORS;  
(2) PROPOSED CHANGE OF THE BUSINESS SCOPE;  
(3) PROPOSED AMENDMENT TO THE ARTICLES  
OF ASSOCIATION;  
(4) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES;  
AND  
(5) NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

### 2 PROPOSED APPOINTMENT OF THE SUPERVISORS

As announced by the Company on 15 March 2019, Mr. Chen Jian (陳劍) and Mr. Yu Hui (俞匯) have tendered their resignations as the Supervisors with effect from the close of the AGM, when the new Supervisors are elected and take office.

The Supervisory Committee resolved to propose Mr. Lu Weifeng (盧偉鋒) and Ms. Shen Xiaofen (沈小芬) to be nominated for, and elected as members of the Supervisory Committee.

Details of the above proposed new Supervisors are set out as below:

#### (1) Mr. Lu Weifeng (盧偉鋒)

Mr. Lu, aged 39, completed the undergraduate study at University of Chongqing (重慶大學) majoring in professional public service management in July 2010. Since July 1999 till present, Mr. Lu has served successively as the executive, the deputy manager, the deputy general manager of the investment and development department and the general manager of the strategic investment department of Shenghua Group Holdings Co., Ltd.\* (升華集團控股有限公司) (“**Shenghua Group Holdings**”). Since March 2015 till present, Mr. Lu has been a director and manager of Zhejiang Zheke Shenghua Venture Capital Co., Ltd.\* (浙江浙科升華創業投資有限公司). Since June 2016 till present, Mr. Lu has been a director of Bailida Solar Co., Ltd.\* (百力達太陽能股份有限公司). Since June 2016 till present, Mr. Lu has been a director of Hangzhou Tiandi Digital Technology Co., Ltd.\* (杭州天地數碼科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300743). Since September 2018 till present, Mr. Lu has been a director of Zhejiang Shenghua Yunfeng New Materials Co., Ltd.\* (浙江升華雲峰新材股份有限公司).

Subject to the approval by the Shareholders at the AGM, Mr. Lu will enter into a service contract with the Company and the term of office of Mr. Lu as the Supervisor will be from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee. His remuneration as the Supervisor will be determined based on the Company’s remuneration policy and with reference to his workload and responsibilities.

As at the Latest Practicable Date, Mr. Lu does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Lu (a) has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (b) did not hold

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## LETTER FROM THE BOARD

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any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Lu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

**(2) Ms. Shen Xiaofen (沈小芬)**

Ms. Shen, aged 46, completed the specialist study at The Broadcast and Television University of China\* (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) majoring in professional accounting in January 2008. From January 1999 to August 2009, Ms. Shen served successively as the staff and the deputy manager of the finance department of Zhejiang Shenghua Biok Biology Co., Ltd. (浙江升華拜克生物股份有限公司). From August 2009 to July 2017, Ms. Shen was the cost manager of the finance department of Zhejiang Yunda Wind Power Co., Ltd.\* (浙江運達風電股份有限公司). Since July 2017 till present, Ms. Shen has served as the deputy general manager of the audit and supervision department of Shenghua Group Holdings.

Subject to the approval by the Shareholders at the AGM, Ms. Shen will enter into a service contract with the Company and the term of office of Ms. Shen as the Supervisor will be from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee. Her remuneration as the Supervisor will be determined based on the Company's remuneration policy and with reference to her workload and responsibilities.

As at the Latest Practicable Date, Ms. Shen does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Ms. Shen (a) has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Ms. Shen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

The proposed appointment of the Supervisors is subject to the approval by the Shareholders by way of ordinary resolutions at the AGM.



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## LETTER FROM THE BOARD

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### 3. PROPOSED CHANGE OF THE BUSINESS SCOPE

In view of the actual situation and the operation development needs of the Company and to cater for the further development of the e-commerce supply chain services and other e-commerce businesses, the Board proposes to change the Business Scope as follows:

#### *Current Business Scope*

Technology development and pertinent services; computer software development, network engineering; sales of self-produced products.

#### *Proposed new Business Scope*

Technology development and services, computer software development, network engineering, sales of self-produced products, economic information consulting, enterprise management consulting, financial information consulting, enterprise marketing planning, data processing technology services, design, production, agency for domestic advertising, domestic tourism business, inbound tourism business (operating with license), ticketing agent (excluding aviation), operation of value-added telecommunications business (operating with license), precious metals, knitted textiles, clothing, bags, shoes and hats, daily necessities, handicrafts, culture supplies, sporting goods, office supplies, photographic equipment, cosmetics, sanitary products, furniture, jewellery, instruments, ceramics, watches, glasses, primary edible agricultural products, pet supplies, household appliances, lamps, communication equipment and accessories, electronic products and accessories, sales of computer software and hardware and accessories, food business (operating with license), wholesale and retail of publications (operating with license), engaged in import and export business.

The proposed change of the Business Scope is subject to the approval by the Shareholders by way of special resolution at the AGM.

The Group is principally engaged in (i) the provision of telecommunication solutions; (ii) the trading of hardware and computer software; (iii) the provision of telecommunication value-added services; (iv) the provision of smart city solutions; and (v) the provision of e-commerce supply chain services. The proposed change in the Business Scope as described above is merely for the purposes of increasing the flexibility and efficiency in the operations and the strategic development of the Group. The Directors have no present plan to make any material changes to the current principal business activities of the Group.

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## LETTER FROM THE BOARD

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### 4. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Taking into account the proposed change of the Business Scope, the Board proposes to make corresponding amendment to the Articles of Association as follows:

#### Article 14

Existing Article 14 of the Articles of Association:

*“The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered.*

*Business scope of the Company includes: technology development and pertinent services; computer software development, network engineering; sales of self-produced products.”*

It is proposed that the existing Article 14 be deleted in its entirety and replaced by the following:

*“The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered.*

*Business scope of the Company includes: technology development and services, computer software development, network engineering, sales of self-produced products, economic information consulting, enterprise management consulting, financial information consulting, enterprise marketing planning, data processing technology services, design, production, agency for domestic advertising, domestic tourism business, inbound tourism business (operating with license), ticketing agent (excluding aviation), operation of value-added telecommunications business (operating with license), precious metals, knitted textiles, clothing, bags, shoes and hats, daily necessities, handicrafts, culture supplies, sporting goods, office supplies, photographic equipment, cosmetics, sanitary products, furniture, jewellery, instruments, ceramics, watches, glasses, primary edible agricultural products, pet supplies, household appliances, lamps, communication equipment and accessories, electronic products and accessories, sales of computer software and hardware and accessories, food business (operating with license), wholesale and retail of publications (operating with license), engaged in import and export business.”*

Save for the proposed amendment to the Articles of Association set out above, other provisions in the Articles of Association remain unchanged.

The Company confirms that the proposed amendment to the Articles of Association will not affect the existing businesses and operations of the Group and the Directors confirm that there is nothing unusual about the proposed amendment to the Articles of Association for a company listed in Hong Kong. Based on the confirmation made by the Company’s Hong Kong legal adviser, the proposed amendment to the Articles of Association is in compliance with the GEM Listing Rules. Based on the confirmation made by the Company’s PRC legal adviser, the proposed amendment to the Articles of Association comply with the PRC laws.

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## LETTER FROM THE BOARD

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The proposed amendment to the Articles of Association and the proposed adoption of the new Articles of Association are subject to the approval by the Shareholders by way of special resolution at the AGM. Shareholders are advised that the Articles of Association are available in English and Chinese. The English translation of the Articles of Association is for reference only. In case of any inconsistency, the Chinese version shall prevail.

### **5. PROPOSED GRANTING OF THE GENERAL MANDATE TO ISSUE NEW SHARES**

To increase the flexibility and efficiency in the operations of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Board proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had in issue 506,546,170 Shares. Subject to the passing of the proposed special resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 101,309,234 Shares on the basis that no further Shares will be issued by the Company prior to the AGM.

### **6. AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 11 to 14 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the proposed appointment of the Supervisors, the proposed change of the Business Scope and the proposed amendment to the Articles of Association and the granting of the General Mandate to issue new Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or to the office of the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of the H Shares) on or before Monday, 15 April 2019 in accordance with the instructions printed thereon.

### **7. CLOSURE OF THE REGISTER OF MEMBERS**

The register of members of the Company will be closed from Saturday, 6 April 2019 to Monday, 6 May 2019, both days inclusive, in order to determine the entitlement to attend the AGM. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 April 2019.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the AGM as set out in the notice of the AGM.

Yours faithfully

For and on behalf of the Board

**Shenghua Lande Scitech Limited\***

**Qi Jinsong**

*Chairman and Chief Executive Officer*

\* *For identification purposes only*

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### 浙江升華蘭德科技股份有限公司 SHENGHUA LANDE SCITECH LIMITED\*

*(a joint stock limited company incorporated in the People's Republic of China)*  
(Stock Code: 8106)

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Shenghua Lande Scitech Limited\* (the “**Company**”) will be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Monday, 6 May 2019 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2018;
2. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year ended 31 December 2018;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the independent auditor's report for the year ended 31 December 2018;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2018;
5. To consider and approve the financial report for the year ended 31 December 2018 and the financial budget report for the year ending 31 December 2019;
6. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;
7. To consider and approve the appointment of Mr. Lu Weifeng (盧偉鋒) as a supervisor of the Company for a term from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of his service contract;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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8. To consider and approve the appointment of Ms. Shen Xiaofen (沈小芬) as a supervisor of the Company for a term from the date of the AGM to the expiry of the term of office of the current Supervisory Committee at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of her service contract;

### AS SPECIAL RESOLUTIONS

9. To consider and approve:
- (1) the change of the business scope of the Company (details of which are set out in the circular of the AGM issued by the Company on 21 March 2019); and
  - (2) the corresponding proposed amendment to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in the circular of the AGM issued by the Company on 21 March 2019), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendment to the Articles of Association;
10. To consider and approve that, subject to the approval of the China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of the new H shares (the “**H Shares**”) and/or domestic shares (the “**Domestic Shares**”, together with the H Shares, collectively, the “**Shares**”):
- (1) the Board be and is hereby granted an unconditional general mandate to issue and deal with Domestic Shares and/or H Shares and determine the terms and conditions of issuing in accordance with the status quo of the market during the period as permitted under the general mandate, including to decide on the class and number of the Shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the opening and closing date and time of such issue; the class and number of the Shares to be issued to the current shareholders of the Company; and/or to make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise of the power mentioned above;
  - (2) the number of the Domestic Shares and/or the H Shares, separately or collectively, issued and handled (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with (1) above shall not exceed 20% of each of the Domestic Shares or the H Shares in issue as at the date of passing of this resolution at the AGM, respectively (the “**20% Limit**”);

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (3) the Board may within the relevant period make any proposals, enter into any agreements or grant any share options or conversion rights which need to or may need to exercise such rights after the expiry of the relevant period of this mandate;
- (4) for the purposes of this resolution, the relevant period of this mandate means the period from the passing of this resolution at the AGM until the earliest of: (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required by the Articles of Association or other applicable laws to be held; or (iii) the resolution is revoked or varied in general meeting;
- (5) the Board be and is hereby authorised to increase the registered share capital and duly make such amendments to the Articles of Association as it thinks fit so as to reflect new capital structure of the Company and the new registered share capital by reference to the manner of the issuance, class and number of Shares issued, as well as the actual situation of the capital structure of the Company after such issuance;
- (6) the Board be and is hereby authorised to execute and do or procure to be executed and done, all such things as it may consider necessary in connection with the issue of such Shares so long as the same does not contravene laws, rules or listing rules of the stock exchanges on which the Company is listed, and the Articles of Association; and
- (7) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, regulations or the listing rules of the stock exchanges on which the Company is listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and other relevant authorities are obtained.

For and on behalf of the Board  
**Shenghua Lande Scitech Limited\***  
**Qi Jinsong**

*Chairman and Chief Executive Officer*

Huzhou City, the PRC, 21 March 2019

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Saturday, 6 April 2019 to Monday, 6 May 2019 (both days inclusive), during which no transfer of Shares will be registered. In order to be qualified to attend the AGM, all H Shares transfer documents accompanied by the relevant share certificates must be lodged with



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## NOTICE OF THE ANNUAL GENERAL MEETING

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the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 4 April 2019 in order to be registered as a Member.

- (3) Members who intend to attend the AGM must complete the reply slip enclosed for use at the AGM, and return to the Company's mailing address at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares) or to the office of the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) on or before Monday, 15 April 2019. The reply slip may be returned to the Company or its H Share registrar by hand or by post.
- (4) As regards the holders of the Domestic Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's mailing address at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) As regards the holders of the H Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (6) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (7) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.

\* For identification purposes only