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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 forms of proxy and reply slips, to the purchaser or transferee, or 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 RE-APPOINTMENT OF THE DIRECTORS;**
- (2) PROPOSED RE-APPOINTMENT OF THE SUPERVISORS;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (4) PROPOSED GRANTING OF THE GENERAL MANDATE TO ISSUE NEW SHARES;**
- (5) NOTICE OF 2019 ANNUAL GENERAL MEETING;**
- (6) NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING;**
- AND**
- (7) NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING**

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Notices convening the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting to be held in turn at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 30 June 2020 at 10:00 a.m., are set out on pages 38 to 46 of this circular.

Forms of proxy for use at the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting are enclosed with this circular, and such forms of proxy are 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 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting, you are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and return them 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 respective time appointed for the holding of the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting voting in person if you so wish.

Reply slips for the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting have also been enclosed. You are reminded to complete and sign the reply slips (if you are entitled to attend the 2019 AGM, 2020 first Domestic Shareholders Class Meeting and 2020 first H Shareholders Class Meeting) and return the signed reply slips 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 Tuesday, 9 June 2020 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)).

14 May 2020

\* 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 for the year 2019 to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 30 June 2020 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of 2019 AGM which is set out on pages 38 to 42 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
“Class Meetings”	the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“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
“Domestic Shareholders Class Meeting”	the 2020 first class meeting of the holders of the Domestic Shares to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 30 June 2020 immediately after the conclusion or adjournment of the AGM to consider and, if appropriate, to approve the resolution contained in the notice of 2020 First Domestic Shareholders Class Meeting which is set out on pages 43 and 44 of this circular, or any adjournment thereof
“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

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## DEFINITIONS

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“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\$
“H Shareholders Class Meeting”	the 2020 first class meeting of the holders of the H Shares to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 30 June 2020 immediately after the conclusion or adjournment of the Domestic Shareholders Class Meeting to consider and, if appropriate, to approve the resolution contained in the notice of 2020 First H Shareholders Class Meeting which is set out on pages 45 and 46 of this circular, or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Company
“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

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## DEFINITIONS

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“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

14 May 2020

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED RE-APPOINTMENT OF THE DIRECTORS;  
(2) PROPOSED RE-APPOINTMENT OF THE SUPERVISORS;  
(3) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION;  
(4) PROPOSED GRANTING OF THE GENERAL MANDATE  
TO ISSUE NEW SHARES;  
(5) NOTICE OF 2019 ANNUAL GENERAL MEETING;  
(6) NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING;  
AND  
(7) NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS 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 Classing Meetings and to provide you with information regarding certain resolutions to be proposed at the AGM and Classing Meetings to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM and Classing Meetings.

### 2. PROPOSED RE-APPOINTMENT OF THE DIRECTORS

As at the Latest Practicable Date, the Board comprised four executive Directors, being Mr. Qi Jinsong, Mr. Chen Ping, Mr. Guan Zilong and Mr. Xu Jianfeng, and three independent non-executive Directors, being Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying.

According to Article 97 of the Articles of Association and respective Shareholders' resolutions approving their appointments, the appointment of each of the above-mentioned Directors expired on 7 May 2020. All of them will offer themselves for re-appointment at the AGM. Ordinary resolutions will be proposed at the AGM to re-appoint (i) Mr. Qi Jinsong, Mr. Chen Ping, Mr. Guan Zilong and Mr. Xu Jianfeng as executive Directors, and (ii) Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying as independent non-executive Directors, each for a term of three years with effect from the date of the AGM.

In reviewing the structure of the Board, the Nomination Committee will consider Board diversity, in accordance with the Board diversity policy adopted by the Board, from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board member appointments will be based on meritocracy, and candidates will be considered against objective criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition and having due regard for the benefits of diversity on the Board.

The nomination of Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying for re-appointment as independent non-executive Directors has been considered and approved by the Nomination Committee and the Board. In approving such nominations, the Nomination Committee has considered the past performance of Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying, and their skills, knowledge and experience. They have served as the independent non-executive Directors for three years and are familiar with the Group's business. They have proved their ability to provide independent, fair and objective opinions on the affairs of the Group. The Nomination Committee is of the view that Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying will continue to bring to the Board their respective own perspective, skills and experience, as described in their biographical details set out in this circular. Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying can contribute to the diversity of the Board in various aspects, including gender, culture, knowledge, educational and professional background, experience and skills. Each of them does not held seven or more listed company directorship, and thus, can give sufficient time and attention to the Company's affairs. The Nomination Committee has assessed and reviewed the annual written confirmation of independence from each of Mr. Cai Jiamei, Ms.



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## LETTER FROM THE BOARD

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Huang Lianxi and Mr. Shen Haiying, based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and considers that they all remain independent. Therefore, with the recommendation of the Nomination Committee, the Board has nominated Mr. Cai Jiamei, Ms. Huang Lianxi and Mr. Shen Haiying for re-appointment as independent non-executive Directors at the AGM.

Details of each of the above Directors proposed to be re-appointed are set out in Appendix I to this circular.

### 3. PROPOSED RE-APPOINTMENT OF THE SUPERVISORS

As at the Latest Practicable Date, the Supervisory Committee comprised two shareholder representative Supervisors, being Mr. Lu Weifeng and Ms. Shen Xiaofen, and one employee representative Supervisor, being Ms. Shen Rujia.

According to Article 116 of the Articles of Association and respective Shareholders' resolutions approving the shareholder representative Supervisors' appointments, the appointment of each of Mr. Lu Weifeng and Ms. Shen Xiaofen expired on 7 May 2020. Each of Mr. Lu Weifeng and Ms. Shen Xiaofen will offer himself/herself for re-appointment at the AGM. Ordinary resolutions will be proposed at the AGM to re-appoint Mr. Lu Weifeng, Ms. Shen Xiaofen as Supervisors, each for a term of three years with effect from the date of the AGM.

Details of each of the above shareholder representative Supervisors proposed to be re-appointed are set out in Appendix II to this circular.

According to Article 116 of the Articles of Association and the service contract entered into with the Company, the appointment of Ms. Shen Rujia also expired on 7 May 2020. Ms. Shen Rujia will offer herself for re-appointment by the employee representative meeting of the Company held by its employees. The result of such re-appointment and details of Ms. Shen Rujia will be announced together with the poll results of the AGM and Class Meetings.

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

As announced by the Company on 8 May 2020, according to the Company Law of the PRC, Official Reply of the State Council on the Adjustments of the Regulations of the Notice Period for Holding Shareholders' Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), Guidelines on Application for "Full Circulation" of Domestic Unlisted Shares of H-share Companies (China Securities Regulatory Commission Announcement [2019] No. 22) (《H股公司境內未上市股份申請「全流通」業務指引》)(中國證券監督管理委員會公告[2019]22號)) and other regulatory requirements, taking into account the actual situation of the Company and its operation and development needs, and to improve the flexibility and efficiency of the Company's operations, the Board proposes to make certain amendments to the Articles of Association.

Details of the proposed amendments to the Articles of Association are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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Save for the proposed amendments to the Articles of Association set out in Appendix III to this circular, other provisions in the Articles of Association remain unchanged.

The Company confirms that the proposed amendments 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 amendments 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 amendments to the Articles of Association are in compliance with the GEM Listing Rules. Based on the confirmation made by the Company's PRC legal adviser, the proposed amendments to the Articles of Association comply with the PRC laws.

The proposed amendments 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 resolutions at the AGM and Class Meetings.

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 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.

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## LETTER FROM THE BOARD

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### **6. AGM, CLASS MEETINGS AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 38 to 42 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the proposed re-appointment of the Directors and Supervisors, proposed amendments to the Articles of Association and proposed granting of the General Mandate to issue new Shares. The notices of the Class Meetings are set out on pages 43 to 46 of this circular. At the Class Meetings, resolutions will be proposed to approve the proposed amendments to the Articles of Association.

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 and Class Meetings.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of 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 and Class Meetings. An announcement on the poll results will be made by the Company after the AGM and Class Meetings in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Forms of proxy for use at the AGM and Class Meetings are enclosed with this circular and such forms of proxy are 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 and Class Meetings, you are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and return them to the Company's mailing address at 17/F., Deqing Shanghai 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 respective time appointed for holding the AGM and Class Meetings or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending the AGM and Class Meetings and voting in person if you so wish.

Reply slips for the AGM and Class Meetings have also been enclosed. You are reminded to complete and sign the reply slips (if you are entitled to attend the AGM and Class Meetings) and return the signed reply slips 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 Tuesday, 9 June 2020 in accordance with the instructions printed thereon.

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

The register of members of the Company will be closed from Sunday, 31 May 2020 to Tuesday, 30 June 2020, both days inclusive, in order to determine the entitlement to attend the AGM and Class Meetings. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar,

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## LETTER FROM THE BOARD

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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 Friday, 29 May 2020.

### 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.

### 9. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the AGM and Class Meetings are in the best interests of the Company and 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 and Class Meetings as set out in the notices of the AGM and Class Meetings.

Yours faithfully  
For and on behalf of the Board  
**Shenghua Lande Scitech Limited\***  
**Qi Jinsong**  
*Chairman and Chief Executive Officer*

\* For identification purposes only

The following are the particulars of the Directors proposed to be re-appointed at the AGM:

#### Executive Directors

##### (1) Mr. Qi Jinsong (戚金松) (“Mr. Qi”)

Mr. Qi, (formerly Mr. Qi Jinsong (戚金松)), aged 55, is the chairman and chief executive officer of the Company. Mr. Qi completed a two-year online professional course for economics offered by China University of Geosciences (Wuhan)(中國地質大學(武漢)) in April 2005. Mr. Qi was appointed as the general manager and president of the board of Zhejiang Shenghua Qiang Ci Material Company Limited\* (浙江升華強磁材料有限公司) (currently known as Zhejiang Long Hua Shu Furniture Company Limited\*(浙江龍華樹家具有限公司)) from January 2009 to February 2012. From February 2012 to April 2013, he was the deputy general manager and later the general manager of Shenghua Estate Group Company Limited\*(升華地產集團有限公司)(“**Shenghua Estate**”). From April 2013 to July 2013, he was appointed as the deputy general manager of Zhejiang Shenghua Biok Biology Co., Ltd.(浙江升華拜克生物股份有限公司)(“**Shenghua Biok Biology**”), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600226). From July 2013 to June 2014, he was the deputy general manager of Meidu Group Company Limited\*(美都集團股份有限公司). Mr. Qi was appointed as the executive vice president (from June 2014 to July 2016) and director (from May 2015 to July 2016) of Meidu Energy Company Limited\*(美都能源股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600175). Mr. Qi joined the Company since February 2017 and has been appointed as an executive Director since May 2017.

The Company proposes to re-appoint Mr. Qi as an executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders’ approval at the AGM, Mr. Qi will enter into a service contract with the Company, and his remuneration as the executive Director 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. Qi 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. Qi (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Qi 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) Mr. Chen Ping (陳平) (“Mr. Chen”)**

Mr. Chen, aged 55, is the vice chairman and compliance officer of the Company. Mr. Chen is an advisor to students seeking their masters’ degree and an associate professor at Zhejiang University (浙江大學). Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor’s degree and a master’s degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University (浙江大學), Mr. Chen has been involved in the research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize (浙江省科學技術進步二等獎及三等獎) issued by the Zhejiang Provincial People’s Government in 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University (浙江大學) for seven years up to 1997. Mr. Chen published two computer networking academic textbooks and a number of academic research papers in the PRC. Mr. Chen joined the Company since May 1997 and was appointed as an executive Director since May 2017.

The Company proposes to re-appoint Mr. Chen as an executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders’ approval at the AGM, Mr. Chen will enter into a service contract with the Company, and his remuneration as the executive Director will be determined based on the Company’s remuneration policy and with reference to his workload and responsibilities.

As at the Latest Practicable Date, save for 27,294,240 Domestic Shares held by him, Mr. Chen 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. Chen (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Chen 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.

**(3) Mr. Guan Zilong (管子龍) (“Mr. Guan”)**

Mr. Guan, aged 32, is the financial controller of the Company. Mr. Guan is also a director of Increator Technology Co., Ltd.\* (浙江創建科技有限公司) (“**Increator Technology**”) and Shenghua Scitech Information Limited, both wholly-owned subsidiaries of the Company. Mr. Guan graduated from China Jiliang College\* (中國計量學院) (currently known as China Jiliang University (中國計量大學)) and obtained a bachelor’s degree in management with major in financial management in June 2011. Mr. Guan is a non-practising member (非執業會員) of Zhejiang Institute of Certified Public Accountants (浙江省註冊會計師協會). Between July 2011 and May 2016, he was with Pan-China Certified Public



Accountants LLP\* (天健會計師事務所(特殊普通合夥)) and mainly handled annual audit works for listed companies and initial public offering works for proposed listing applicants. Mr. Guan joined the Company since June 2016 and has been appointed as an executive Director since May 2017.

The Company proposes to re-appoint Mr. Guan as an executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Mr. Guan will enter into a service contract with the Company, and his remuneration as the executive Director 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. Guan 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. Guan (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Guan 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.

**(4) Mr. Xu Jianfeng (徐劍鋒) (“Mr. Xu”)**

Mr. Xu, aged 33, is the secretary of the Board and authorised representative of the Company. Mr. Xu is also a director of Increator Technology, a wholly-owned subsidiary of the Company. Mr. Xu graduated from Jiangxi University of Finance and Economics (江西財經大學) majoring in tourism management and finance (second degree) in July 2009 and obtained a bachelor's degree in management and a bachelor's degree in economics. Since July 2009 till May 2017, Mr. Xu has been appointed as the secretary to the president (總裁秘書) of Shenghua Group Holdings Co., Ltd.\* (升華集團控股有限公司) (“**Shenghua Group Holdings**”). Mr. Xu joined the Company and has been appointed as an executive Director since May 2017.

The Company proposes to re-appoint Mr. Xu as an executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Mr. Xu will enter into a service contract with the Company, and his remuneration as the executive Director 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. Xu 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. Xu (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Xu 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.

### **Independent Non-Executive Directors**

#### **(1) Mr. Cai Jiamei (蔡家楣) (“Mr. Cai”)**

Mr. Cai, aged 73, is the chairman of the remuneration committee of the Company. Mr. Cai graduated from the Physics Department of Fudan University (復旦大學) majoring in semiconductor in August 1970. From May 2010 to January 2015, Mr. Cai was appointed as an independent non-executive director of Hangzhou New Century Information Technology Co., Ltd.\* (杭州新世紀信息技術股份有限公司) (currently known as Hangzhou Liaison Interactive Information Technology Co., Ltd.\* (杭州聯絡互動信息技術股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 002280). From August 2011 to August 2017, he was appointed as an independent non-executive director of B-soft Company Limited\* (創業軟件股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300451). From July 2013 to January 2020, he was appointed as an independent non-executive director of Sunwave Telecommunication Company Limited\* (三維通信股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002115). From January 2014 to January 2019, he was appointed as an independent non-executive director of Hangzhou Xianlin Sanwei Technology Company Limited\* (杭州市先臨三維科技股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 830978). Since June 2018, he has been appointed as an independent non-executive director of Xihu Zhongbao Co., Ltd.\* (新湖中寶股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600208). Mr. Cai was elected as the chairman of the second and third session of the council of Zhejiang Software Industry Association\* (浙江省軟件行業協會) in 2008 and 2012, respectively. Mr. Cai was appointed as the dean of the College of Information Engineering\* (信息工程學院) (from October 2000 to August 2004), College of Software\* (軟件學院) (from April 2002 to May 2006) and College of Software Vocational Skills\* (軟件職業技術學院) (from April 2002 to May 2006) of Zhejiang University of Technology (浙江工業大學). Mr. Cai joined the Company and has been appointed as an independent non-executive Director since May 2017.

The Company proposes to re-appoint Mr. Cai as an independent non-executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Mr. Cai will enter into a service contract with the Company, and his remuneration as the independent non-executive Director 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. Cai 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. Cai (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Cai 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. Huang Lianxi (黃廉熙) (“Ms. Huang”)**

Ms. Huang, aged 57, is the chairman of the Nomination Committee. Ms. Huang graduated from East China College of Political Science and Law (華東政法學院) (currently known as East China University of Political Science and Law (華東政法大學)) in August 1983 majoring in law. Ms. Huang furthered her legal study at Shanghai College of International Business and Economics (上海對外貿易學院) (currently known as Shanghai University of International Business and Economics (上海對外貿易大學)) in 1984 and graduated in July 1986. From 1991 to 1992, Ms. Huang attended a one-year course in United Kingdom Practical Training Scheme for Lawyers of the People's Republic of China at the University of London and obtained a certificate of completion. From September 1984 to September 2003, Ms. Huang worked at Zhejiang Economy Law Firm\* (浙江省經濟律師事務所) (currently known as Zhejiang Zhe Jing Law Firm\* (浙江浙經律師事務所)) as a lawyer, deputy head officer (副主任) and partner successively. Ms. Huang is a partner of Zhejiang Tiance Law Firm\* (浙江天冊律師事務所) and she joined the firm since September 2003. In October 2008, Ms. Huang was recognised as Outstanding Lawyer (全國優秀律師) for the years 2005 to 2007 by All China Lawyers Association\* (中華全國律師協會). In February 2013 and January 2018, Ms. Huang was appointed as a member of the Twelfth and Thirteenth National Committee for Chinese People's Political Consultative Conference\* (中華人民政治協商會議第十二屆、第十三屆全國委員會), respectively. Ms. Huang is an arbitrator of the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會). Ms. Huang had been the vice-president of the Lawyers Association of Zhejiang\* (浙江省律師協會). Ms. Huang was an independent non-executive director of Zhejiang Zhenyuan Company Limited (浙江震元股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000705), from June 2008 to August 2014. From April 2008 to April 2014, Ms. Huang was appointed as an independent non-executive director of Sunny Loan Top Company Limited (香溢融通控股集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600830). From April 2009 to April 2015, Ms. Huang was appointed as an independent non-executive director of Shenghua Biok Biology. She was an independent non-executive director of China Calxon Group Company Limited\* (嘉凱城集團股份有限公司) (formerly known as Hunan Yahua Holdings Group Company Limited\* (湖南亞華控股集團股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000918), from August 2009 to March 2016. From July 2013 to November 2018, Ms. Huang was appointed as an independent non-executive director of Zhejiang Kangsheng Co., Ltd. (浙江康盛股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002418). Ms. Huang has been an independent non-executive director of Zuoli Kechuang Micro-finance Company Limited (佐力科創小額貸款股份有限公司), a company listed on the main board of the Stock Exchange (stock code: 6866), since April 2014. Ms. Huang has been an independent

non-executive director of Zhejiang Youpon Ceiling Company Limited\* (浙江友邦吊頂股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002718), since March 2016. Ms. Huang has been an independent non-executive director of Hanjia Design Group Co.,Ltd.\* (漢嘉設計集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300746), since March 2019. Ms. Huang joined the Company and has been appointed as an independent non-executive Director since May 2017.

The Company proposes to re-appoint Ms. Huang as an independent non-executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Ms. Huang will enter into a service contract with the Company, and her remuneration as the independent non-executive Director 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. Huang 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. Huang (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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Ms. Huang 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.

### **(3) Mr. Shen Haiying (沈海鷹) (“Mr. Shen”)**

Mr. Shen, aged 48, is the chairman of the audit committee of the Company. Mr. Shen completed a two-year professional course for accounting jointly offered by 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)) and Beijing Technology and Business University(北京工商大學)in January 2005. From November 1999 to March 2007, Mr. Shen was a director of Deqing Tianqin Accountants' Firm Company Limited\*(德清天勤會計師事務所有限責任公司). From April 2007 to March 2011, Mr. Shen was the executive director and general manager of Huzhou Tianqin Assets Appraisal Company Limited\* (湖州天勤資產評估有限公司). From June 2008 to May 2014, he was appointed as an independent non-executive director of Shenghua Biok Biology. Since April 2011 till March and September 2019, Mr. Shen was the general manager and vice chairman of the board of Zuo Li Group Holdings Company Limited\* (佐力控股集團有限公司), respectively. Since October 2007 to September 2018, Mr. Shen was a director of Zhejiang Top Medicine Co., Ltd. (浙江拓普藥業股份有限公司), a company listed on National Equities Exchange and Quotations (stock code: 837631). Mr. Shen is a senior accountant(高級會計師)awarded by the Review Committee of Senior Accountant Qualification of Zhejiang Province\*(浙江省高級會計師資格評審委員會). He is also a certified tax agent of Zhejiang Province(浙江省註冊稅務師). Mr. Shen joined the Company and has been appointed as an independent non-executive Director since May 2017.

The Company proposes to re-appoint Mr. Shen as an independent non-executive Director to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Mr. Shen will enter into a service contract with the Company, and his remuneration as the independent non-executive Director 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. 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, Mr. 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 position with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. 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 following are the particulars of the Supervisors proposed to be re-appointed at the AGM:

#### **Shareholder representative Supervisors**

##### **(1) Mr. Lu Weifeng (盧偉鋒) (“Mr. Lu”)**

Mr. Lu, aged 41, is the chairman of the Supervisory Committee. Mr. Lu 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 been employed by and is the director and assistant to the president (總裁助理) of 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). Since December 2019 till present, Mr. Lu has been a chairman of the supervisory committee of Zhejiang Shenghua Holdings Group Company Limited (浙江升華控股集團有限公司). Mr. Lu joined the Company and has been appointed as a Supervisor since May 2019.

The Company proposes to re-appoint Mr. Lu as a Supervisor to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Mr. Lu will enter into a service contract with the Company, and 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 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 position 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”)**

Ms. Shen, aged 48, 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 Shenghua Biok Biology. 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 compliance department of Shenghua Group Holdings. Ms. Shen joined the Company and has been appointed as a Supervisor since May 2019.

The Company proposes to re-appoint Ms. Shen as a Supervisor to hold office for a term of three years with effect from the date of the AGM. Subject to the Shareholders' approval at the AGM, Ms. Shen will enter into a service contract with the Company, and 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 position 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.

\* *For identification purposes only*

Please note that the proposed amendments to the Articles of Association are prepared in Chinese language. The English translation of the proposed amendments to the Articles of Association in this appendix is for information only and is not an official translation of the Chinese version. In case of any discrepancy, the Chinese version shall prevail. The full text of the proposed amendments to the Articles of Association is set out as follows:

**(1) Article 1**

Existing Article 1 of the Articles of Association:

*“Shenghua Lande Scitech Limited\*(浙江升華蘭德科技股份有限公司)(hereinafter referred to as the “Company”) is a joint stock limited company incorporated as per the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Provisions for Listing Abroad”) and the Interim Provisions on Setting Foreign Invested Joint Stock Company and other relevant laws and administrative regulations.*

*The Company, as approved by the document “Check and Approval on the Agreement to Change the Establishment of Zheda Lande Scitech Limited\*(浙江浙大網新蘭德科技股份有限公司)” (Zhe Shang Shi [2001] No. 64) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology Co., Ltd.\*(杭州蘭德電子信息技術有限公司). Registration for the Company was completed in Zhejiang Administration of Industry and Commerce on 20 September 2001, and its business license was acquired with the uniform social credit code: 91330000143203737M.*

*The present domestic shareholders of the Company: Zhejiang Shenghua Holdings Group Company Limited\*(浙江升華控股集團有限公司)and Chen Ping (陳平).*

Notes: 1. “MP” refers to “The Pre-requisite Clauses for the Articles of Association of Companies Seeking a Listing Outside the PRC”.

2. “A” refers to “Appendix to the Rules of Listing of Hong Kong Stock Exchange”.

It is proposed that the existing Article 1 be deleted in its entirety and replaced by the following:

*“Shenghua Lande Scitech Limited\*(浙江升華蘭德科技股份有限公司)(hereinafter referred to as the “Company”) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the “Special Provisions for Listing Abroad”) and the Interim Provisions on Setting Foreign Invested Joint Stock Limited Company (《關於設立外商投資股份有限公司若干問題的暫行規定》) and other relevant laws and administrative regulations.*



*The Company, as approved by the document “Check and Approval on the Agreement to the Conversion and Establishment of Zheda Lande Scitech Limited\* (浙江浙大網新蘭德科技股份有限公司)” (Zhe Shang Shi [2001] No. 64) (《關於同意變更設立浙江浙大網新蘭德科技股份有限公司的批覆》(浙上市[2001]64號)) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology Co., Ltd.\* (杭州蘭德電子信息技術有限公司). Registration for the Company was completed in Zhejiang Provincial Market Supervision Administration on 20 September 2001, and its business license was issued with the uniform social credit code: 91330000143203737M.*

Notes: 1. “MP” refers to “Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》)”.

2. “A” refers to “Appendix to the Rules of Listing of Hong Kong Stock Exchange”.

## (2) Article 7

Existing Article 7 of the Articles of Association:

*“These Articles of Association come into effect by the passing of the relevant resolution at the annual general meeting of the Company held on 22 June 2018. After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.”*

It is proposed that the existing Article 7 be deleted in its entirety and replaced by the following:

*“The Articles of Association come into effect by the passing of the relevant resolution at the annual general meeting of the Company, and replace the Articles of Association and amendments originally registered and filed with the Market Supervision and Administration Department.”*

## (3) Article 19

Existing paragraph 1 of Article 19 of the Articles of Association:

*“Shares which the Company issues to Domestic Investors for subscription in RMB are called “Domestic Shares”; shares which the Company issues to Foreign Investors for subscription in foreign currencies are called “Foreign Shares”. Foreign Shares which are listed overseas are called “Overseas Listed Foreign Shares”.”*

It is proposed that paragraph 1 of the existing Article 19 be deleted in its entirety and replaced by the following:

*“Shares which the Company issues to the Domestic Investors for subscription in Renminbi are called the “Domestic Shares”; shares which the Company issues to the foreign investors for subscription in foreign currencies are called the “Foreign Shares”. Foreign Shares which are listed overseas are called the “Overseas Listed Foreign Shares”. Foreign*

*Shares which are not listed overseas are called the “Unlisted Foreign Shares. Domestic Shares and Unlisted Foreign Shares are collectively called the “Unlisted Shares”. The Unlisted Shares, having been approved by the securities regulatory authority of the State Council to be listed and traded overseas and have gone through the registration procedures, and the Overseas Listed Foreign Shares are collectively called the “Overseas Listed Shares”. The Unlisted Shareholders and Overseas Listed Shareholders are ordinary shareholders, and have the same obligations and rights.”*

**(4) Article 20**

Existing Article 20 of the Articles of Association:

*“Domestic Shares issued by the Company shall be called the “A Shares”. Overseas Listed Foreign Invested Shares issued by the Company shall be called the “H Shares”. H Shares are shares which have been admitted for listing on GEM of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) as approved by the relevant national government agencies, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.”*

It is proposed that the existing Article 20 be deleted in its entirety and replaced by the following:

*“Overseas Listed Shares which have been admitted for listing on GEM of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and which are subscribed for and/or traded in Hong Kong dollars are called the “H Shares”.*

*Upon the approval of the securities regulatory authority of the State Council, the Unlisted Shareholders of the Company can transfer all or part of the shares held to overseas investors, and be listed and traded on overseas stock exchanges. The conversion of all or part of the Unlisted Shares into Overseas Listed Shares and the listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulations and requirements of the overseas stock markets. The overseas listing and trading of the afore-mentioned converted shares do not need to be voted at shareholders’ general meeting and class shareholders meetings.*

*Once the Unlisted Shares are approved for overseas listing and trading, the class of shares will be converted to Overseas Listed Shares on the date of completion of the registration of the relevant shares in the overseas market, upon fulfilling the formalities of the share registration agencies and other institutes in the place of overseas listing, and will be the same class of shares as the original Overseas Listed Foreign Shares.”*

**(5) Article 22**

Existing Article 22 of the Articles of Association:



*“With the approval of the securities regulatory authority of the State Council, the par value of the Company’s share was split into RMB0.10 per share, and the Company’s issued shares at the time of its establishment changed to 227,452,000 shares after the share split. Thereafter, the Company issued 279,094,170 ordinary shares, including 262,125,000 overseas listed foreign invested shares, which accounted for 51.75% of the total number of ordinary shares that the Company could issue, and 16,969,170 domestic shares issued to specific target.*

*The Company’s capital structure is: 506,546,170 ordinary shares, of which the promoter, Chen Ping (陳平), holds 27,294,240 shares, the other domestic shareholder, Zhejiang Shenghua Holdings Group Company Limited\* (浙江升華控股集團有限公司), holds 217,126,930 domestic shares, and the overseas listed foreign invested shareholders hold 262,125,000 shares.”*

It is proposed that the existing Article 22 be deleted in its entirety and replaced by the following:

*“With the approval of the securities regulatory authority of the State Council, the par value of the Company’s share was split into RMB0.10 per share, and the Company’s issued shares at the time of its establishment changed to 227,452,000 shares after the share split. Thereafter, the Company issued 279,094,170 ordinary shares, including 262,125,000 Overseas Listed Shares, which accounted for 51.75% of the total number of ordinary shares that the Company could issue, and 16,969,170 Domestic Shares issued to specific target.*

*The Company’s capital structure is: 506,546,170 ordinary shares, of which the Domestic Shareholders hold 244,421,170 Domestic Shares, and the Overseas Listed Shareholders hold 262,125,000 Overseas Listed Shares.”*

#### **(6) Article 28**

Existing Article 28 of the Articles of Association:

*“Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares shall be purchased, sold, donated, inherited and charged on in accordance with the PRC laws and the Company’s Articles of Association. The transfer and transmission of the shares shall be registered in accordance with the relevant regulations.”*

It is proposed that the existing Article 28 be deleted in its entirety and replaced by the following:

*“The Domestic Shares and Overseas Listed Shares of the Company shall be traded, donated, inherited and charged in accordance with the PRC laws and the Articles of Association. The transfer and transmission of the shares of the Company shall undergo the transfer procedures in accordance with the relevant regulations.”*

**(7) Article 32**

Existing Article 32 of the Articles of Association:

*“The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the State, repurchase its outstanding shares under the following circumstances:*

- (1) cancellation of shares for the purposes of reducing its capital;*
- (2) merging with another company that holds shares in the Company;*
- (3) other circumstances permitted by laws and administrative regulations.”*

It is proposed that the existing Article 32 be deleted in its entirety and replaced by the following:

*“The Company shall not purchase the Company’s shares. However, under the following circumstances, the Company, approved by the procedures stipulated in the Articles of Association and reported to and approved by relevant State authorities, can repurchase its outstanding shares in accordance with the laws and regulations or relevant regulations of the place where the shares are listed:*

- (1) cancelling of shares for the purposes of reducing its registered capital;*
- (2) merging with another company that holds shares in the Company;*
- (3) using the shares for employee stock ownership plans or equity incentives;*
- (4) shareholders disagreeing with the resolution for the merger and division of the Company made by the shareholders’ general meeting, and requesting the Company to acquire their shares;*
- (5) using the shares for redemption of convertible corporate bonds issued by the listed Company;*
- (6) maintaining company value and shareholders’ interests by the listed Company as and when necessary;*
- (7) other circumstances permitted by laws and administrative regulations.*

*Where the Company acquires the shares of the Company due to the circumstances specified in items (1) and (2) of the preceding paragraph, it shall be subject to a resolution of the shareholders’ general meeting; where the Company acquires the shares of the Company due to the circumstances specified in items (3), (5) and (6) of the preceding*

*paragraph, it can be, in accordance with the provisions of the Articles of Association or authorisation by the shareholders' general meeting, resolved by a meeting of the board of directors with the attendance of more than two-thirds of the directors.*

*Where the listed Company acquires the shares of the Company, it shall fulfill the obligation of information disclosure in accordance with the provisions of the Securities Law of the People's Republic of China. Where the listed Company acquires the shares of the Company due to the circumstances specified in items (3), (5), and (6) of paragraph 1 of this Article, it shall proceed through an open centralised transaction."*

**(8) Article 43**

Existing Article 43 of the Articles of Association:

*"The Domestic Shares issued by the Company shall registered and be in the custody of China Securities Depository and Clearing Corporation Limited, pursuant to the relevant regulations relating to the non-overseas listed shares of the overseas listed companies.*

*The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organisations, maintain the register of shareholders of Overseas Listed Foreign Shares overseas and appoint overseas agents to manage such register of shareholders. Such original register of shareholders of Overseas Listed Foreign Shares listed in Hong Kong shall be kept in Hong Kong.*

*A duplicate register of shareholders for the holders of Overseas Listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agents shall ensure consistency between the original and the duplicate register of shareholders at all times.*

*If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas Listed Foreign Shares, the original register of shareholders shall prevail."*

It is proposed that the existing Article 43 be deleted in its entirety and replaced by the following:

*"The Domestic Shares issued by the Company shall be registered and be in the custody of China Securities Depository and Clearing Corporation Limited, pursuant to the relevant regulations relating to the non-overseas listed shares of the overseas listed companies.*

*The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain the Overseas Listed Shareholders register overseas and appoint overseas agents to manage such shareholders register. The original H Shareholders register shall be kept in Hong Kong.*

*A duplicate Overseas Listed Shareholders register shall be maintained at the Company's premises. The appointed overseas agents shall ensure consistency between the original and duplicate Overseas Listed Shareholders register at all times.*

*If there is any inconsistency between the original and duplicate copy of the Overseas Listed Shareholders register, the original register shall prevail."*

**(9) Article 44**

Existing Article 44 of the Articles of Association:

*"The Company shall have a complete register of shareholders.*

*It shall comprise the following parts:*

- (1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);*
- (2) the registers of holders of Overseas Listed Foreign Shares maintained at the place of the securities exchanges on which the shares are listed, it is required that where any such shares are listed on Hong Kong Stock Exchange, the register in relation to such listed shares shall be maintained in Hong Kong;*
- (3) the register of shareholders which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares."*

It is proposed that the existing Article 44 be deleted in its entirety and replaced by the following:

*"The Company shall have a complete shareholders register.*

*It shall comprise the following parts:*

- (1) the shareholders register which is maintained at the Company's premises (other than those shareholders registers which are described in sub-paragraphs (2) and (3) of this Article);*
- (2) the Overseas Listed Shareholders register maintained at the places of the securities exchanges on which the shares are listed;*
- (3) the shareholders register which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares."*

**(10) Article 47**

Existing Article 47 of the Articles of Association:

*“Changes from shares transfer may not be entered in the shareholder register thirty (30) days prior to the date of a shareholder’s general meeting or five (5) days ahead the record date set for the purpose of distribution of dividends.”*

It is proposed that the existing Article 47 be deleted in its entirety and replaced by the following:

*“While there are requirements by the PRC laws and regulations and relevant stock exchanges or regulatory authorities of the places where the Company’s stock is listed, on the book closure arrangement prior to convening of shareholders’ general meetings or the record dates for the Company’s dividend distributions, the Company should comply with the requirements.”*

**(11) Article 50**

Paragraph 3 of existing Article 50 of the Articles of Association:

*“Application by a holder of Overseas Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas Listed Foreign Shares is maintained, the rules of the stock exchange or other relevant regulations.”*

It is proposed that paragraph 3 of the existing Article 50 be deleted in its entirety and replaced by the following:

*“Application by a Overseas Listed Shareholder, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original Overseas Listed Shareholders register is maintained.”*

**(12) Article 62**

Existing Article 62 of the Articles of Association:

*“Forty-five (45) days notice of general meetings shall be given to each shareholder by corporate communication, and the notice should include the date, time and place of the meeting to be held to the shareholder as recorded in the register of shareholders. For shareholders who intend to attend the shareholders’ meetings should give a written notice to the Company for twenty (20) days before the date of the shareholders’ meetings.”*

It is proposed that the existing Article 62 be deleted in its entirety and replaced by the following:

*“A twenty (20) business days’ (the day on which the Hong Kong Stock Exchange opens for securities trading) prior written notice for convening an annual general meeting, and a ten (10) business days’ or fifteen (15) days’ (whichever is the longer) prior written notice for convening an extraordinary general meeting, shall be given to notify all registered shareholders the matters to be considered, date and place of the meeting.”*

**(13) Article 63**

Existing Article 63 of the Articles of Association:

*“In an annual general meeting of the Company, shareholders holding more than five per cent. (including 5%) of total voting shares of the Company are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.”*

It is proposed that the existing Article 63 be deleted in its entirety and replaced by the following:

*“When the Company convenes an annual general meeting of the shareholders, shareholders holding more than three per cent. (3%) (including 3%), in aggregate or alone, of total voting shares of the Company are entitled to propose new resolutions to the Company in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.”*

**(14) Article 64**

Paragraph 1 of existing Article 64 of the Articles of Association:

*“Based on the written replies received twenty (20) days before a shareholders’ general meeting, the Company shall calculate the number of shares represented by the shareholders who have intention to attend the general meeting. Where the number of voting shares represented by those shareholders reaches half of the Company’s total number of such shares, the Company may convene the shareholders’ general meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the motions to be considered, the date and place of the meeting by means of public announcement. After making the announcement, the shareholders’ general meeting may be convened.”*

It is proposed that paragraph 1 of the existing Article 64 be deleted in its entirety.

**(15) Article 66**

Paragraph 2 of existing Article 66 of the Articles of Association:

*“The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the State Council Securities Policy Committee within the interval of forty five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic Invested Shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.”*

It is proposed that paragraph 2 of the existing Article 66 be deleted in its entirety and replaced by the following:

*“The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such announcement, all Domestic Shareholders shall be deemed to have received the notice of the relevant shareholders’ general meeting.”*

**(16) Article 83**

Existing Article 83 of the Articles of Association:

*“A shareholders’ general meeting shall be convened by the Chairman of the Board of Directors who shall preside as the chairman of the meeting. If the Chairman is unable to attend the meeting for any reason, the Vice Chairman of the Board of Directors shall convene and take the chair of the meeting. If both the Chairman and the Vice Chairman of the Board of Directors are unable to attend the meeting, then a Director of the Company shall be recommended by more than half of the Directors to convene and take the chair of the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as the chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as the chairman.”*

It is proposed that paragraph 2 to be added to the existing Article 83 as follows:

*“If the board of directors cannot perform or fails to perform the duties of convening a general meeting of the shareholders, the supervisory committee shall convene and preside over the meeting in a timely manner. If the supervisory committee does not convene and preside over the meeting, shareholders who hold more than 10% of the Company’s shares individually or collectively for more than ninety (90) consecutive days may convene and preside over the meeting themselves.”*

**(17) Article 88**

Paragraph 1 of existing Article 88 of the Articles of Association:

*“Those shareholders who hold different classes of shares are class shareholders. Holders of Domestic Shares and Overseas-Listed H Shares are, among others, shareholders of different classes.”*



It is proposed that paragraph 1 of the existing Article 88 be deleted in its entirety and replaced by the following:

*“Those shareholders who hold different classes of shares are class shareholders. The Domestic Shareholders and Overseas Listed Shareholders are, among others, different class shareholders.”*

**(18) Article 89**

Existing Article 89 of the Articles of Association:

*“Any proposal by the Company to vary or abrogate the rights conferred on any classified shareholders must be approved by a special resolution of the shareholders’ general meeting and by the classified shareholders affected at a separate meeting convened in accordance with Articles 91 to 95.”*

It is proposed that the existing Article 89 be deleted in its entirety and replaced by the following:

*“Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders’ general meeting and by the class shareholders affected at separate shareholders’ meetings convened in accordance with Articles 91 to 95 of the Articles of Association.*

*If changes in domestic and overseas laws, administrative regulations, and listing rules of the place of listing and decisions made by domestic and overseas regulatory authorities in accordance with law result in changes or abrogation of the rights of class shareholders, no approval from the shareholders’ general meeting or class shareholders meetings is required.*

*The transfers of all or part of the shares held by the Domestic Shareholders of the Company to overseas investors and the overseas listing and trading of the shares, or the conversion of all or part of the Domestic Shares into Overseas Listed Shares and the listing and trading in overseas stock exchanges should not be considered as the Company’s intention to change or abrogate the rights of class shareholders.”*

**(19) Article 90**

Existing Article 90 of the Articles of Association:

*“The rights of classified shareholders are deemed to be varied or abrogated in the following circumstances:*

- (1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or privileges equal or superior to the shares of such class;*



- (2) *the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange;*
- (3) *the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;*
- (4) *the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class;*
- (5) *the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;*
- (6) *the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;*
- (7) *the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (8) *the imposition of restrictions or additional restrictions on the transfer of ownership of the shares of such class;*
- (9) *the issue of rights to subscribe for, or convert into, shares of such class or another class;*
- (10) *the increase in rights or privileges of shares of another class;*
- (11) *the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring;*
- (12) *the variation or abrogation of the provisions of this chapter.”*

It is proposed that the existing Article 90 be deleted in its entirety and replaced by the following:

*“Except as otherwise provided by the laws, administrative regulations and Articles of Association, the rights of class shareholders are deemed to be varied or abrogated in the following circumstances:*

- (1) *the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (2) *the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into the shares of such class or conferring such rights of conversion;*

- (3) *the removal or reduction of rights to accrued dividends or cumulated dividends attached to the shares of such class;*
- (4) *the reduction or removal of rights for a dividend preference or a liquidation preference attached to the shares of such class;*
- (5) *the increase, removal or reduction of conversion, option, voting, transfer, pre-emptive rights, and rights to acquire securities of the Company attached to the shares of such class;*
- (6) *the removal or reduction of rights to receive amounts payable by the Company in specified currencies attached to the shares of such class;*
- (7) *the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (8) *the imposition of restrictions or additional restrictions on the transfer or ownership of the shares of such class;*
- (9) *the issue of rights to subscribe for, or convert into, shares of such class or another class;*
- (10) *the increase in rights or privileges of shares of another class;*
- (11) *the restructuring scheme of the Company which will result in shareholders of different classes bearing disproportionate responsibilities of such restructuring;*
- (12) *the variation or abrogation of the provisions of this chapter.”*

**(20) Article 93**

Existing Article 93 of the Articles of Association:

*“Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.*

*If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.”*

It is proposed that the existing Article 93 be deleted in its entirety and replaced by the following:

*“When the Company convenes a class shareholders meeting, the time limit for issuing the written notice shall be the same as the time limit for the written notice for non-class shareholders’ general meeting to be convened together with the class shareholders meeting. The written notice shall inform all registered class shareholders the matters to be considered, time and place of the meeting.”*

**(21) Article 102**

Paragraph 1 of existing Article 102 of the Articles of Association:

*“The Board of Directors shall hold at least two regular meetings each year. The Board meetings shall be convened by the Chairman and all directors shall be notified 10 days earlier than the meeting. Upon anything urgent, an extraordinary board meeting can be convened under the proposal by more than 3 Directors, more than 2 Independent Directors or the General Manager.”*

It is proposed that paragraph 1 of the existing Article 102 be deleted in its entirety and be replaced by the following:

*“The board of directors shall hold at least two meetings each year, which shall be convened by the chairman, and all directors shall be notified ten (10) days prior to the convention of the meeting. When there is an emergency, an extraordinary board meeting can be convened when proposed by shareholders representing more than one tenth (1/10) of the voting rights, more than one third (1/3) of the directors or supervisory committee, more than three (3) directors, more than two (2) independent directors or the general manager. The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days after receiving the proposal.”*

**(22) Article 145**

Paragraph 2 of existing Article 145 of the Articles of Association:

*“The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty one (21) days before the date of every annual general meeting of the shareholders.”*

It is proposed that paragraph 2 of the existing Article 145 be deleted in its entirety and replaced by the following:

*“The Company shall deliver or send to each Overseas Listed Shareholder by paid mail at the address registered in the shareholders register the afore-mentioned reports not later than twenty one (21) days before the date of an annual general meeting of the shareholders.”*

**(23) Article 157**

Existing Article 157 of the Articles of Association:

*“Dividends of ordinary shares shall be denominated and declared in RMB. Dividends of Domestic Shares shall be paid in RMB. Dividends of Foreign Shares shall be denominated and declared in RMB, but shall be paid in the currency of the place where these Foreign Shares are listed (or, if there is more than one such place, of the place where those Foreign Shares maintain a primary listing as determined by the Board of Directors).”*

*Foreign currency required by the company for payment of dividends or other sum to holders of Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State.”*

It is proposed that the existing Article 157 be deleted in its entirety and replaced by the following:

*“The dividends and other payments payable by the Company to the Domestic Shareholders shall be denominated and declared in Renminbi, and paid in Renminbi. The dividends and other payments payable by the Company to the Overseas Listed Shareholders shall be denominated and declared in Renminbi, and paid in the currency of the place of listing of the Company’s Overseas Listed Shares (if the Company has more than one listing place, in the currency of the main listing place of the Foreign Shares as determined by the Company’s board of directors).*

*Foreign currency required by the Company for payments to Overseas Listed Shareholders shall be handled in accordance with the relevant regulations of the State on foreign exchange control.”*

**(24) Article 159**

Paragraph 1 of existing Article 159 of the Articles of Association:

*“The Company shall appoint recipient agents for holders of foreign investment shares listed outside the People’s Republic of China to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of foreign investment shares listed outside the People’s Republic of China.”*

It is proposed that paragraph 1 of the existing Article 159 be deleted in its entirety and replaced by the following:

*“The Company shall appoint recipient agents for the Overseas Listed Shareholders to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the Overseas Listed Shares.”*

**(25) Article 167**

Paragraph 3 of existing Article 167 of the Articles of Association:

*“Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of such statement by postage pre-paid mail to each of the holders of the overseas listed foreign shares at its registered address contained in the shareholders’ register.”*

It is proposed that paragraph 3 of the existing Article 167 be deleted in its entirety and replaced by the following:

*“Where an afore-mentioned written notice is deposited, the Company shall within fourteen (14) days send a copy of the notice to the relevant authority. If the notice contains a statement mentioned in item (2) of the preceding paragraph, the Company shall keep a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of the afore-mentioned statement by postage paid mail to each Overseas Listed Shareholder at the address registered in the shareholders register.”*

**(26) Article 171**

Paragraph 2 of existing Article 171 of the Articles of Association:

*“The resolutions relating to the merger or division of the Company shall be made into a special document available for the inspection of the shareholders of the Company. To overseas shareholders, the aforesaid document should be sent by prepaid mail to such address of the shareholders registered in the register of members of the Company.”*

It is proposed that paragraph 2 of the existing Article 171 be deleted in its entirety and replaced by the following:

*“The resolutions relating to the merger or division of the Company shall be made into a special document available for inspection by the shareholders. For Overseas Listed Shareholders, the aforesaid document should be sent by mail to the addresses registered in the shareholders register.”*

**(27) Article 185**

Existing Article 185 of the Articles of Association:

*“The Company shall abide by the following principles for dispute resolution:*

- (1) Whenever any disputes or claims arise between: holders of the Overseas Listed Foreign Shares and the Company; holders of the Overseas Listed Foreign Shares and the Company’s Directors, Supervisors, General Manager or other senior management personnel; or holders of the Overseas Listed Foreign Shares and holders of Domestic Shares, in relation to the affairs of the Company arising as a result of any rights or obligations arising from the Articles of Association, the Company Law, Special Regulations or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.*

*Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company’s shareholders, Directors, Supervisors, General Manager or other senior management personnel, comply with the decisions made in the arbitration.*

*Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.*

- (2) A claimant may elect for arbitration to be carried out at either at the China International Economic and Trade Arbitration Commission in accordance with its Rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.*

*If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.*

- (3) If any disputes or claims of rights are settled by means of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.*
- (4) The judgement of an arbitral body shall be final and conclusive and binding on all parties.”*

It is proposed that the existing Article 185 be deleted in its entirety and replaced by the following:

*“The Company shall comply with the following principles for dispute resolution:*

- (1) Whenever any disputes or claims of rights arise between: the Overseas Listed Shareholders and the Company; the Overseas Listed Shareholders and the Company’s Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel; the Overseas Listed Shareholders and Domestic Shareholders, in relation to the affairs of the Company arising as a result of any rights or obligations under the Articles of Association, the Company Law or other relevant laws and administrative regulations, such disputes or claims of rights shall be referred by the relevant parties to arbitration.*

*Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim of rights or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall, where such person is the Company or the Company’s shareholders, Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel, comply with the decisions made in the arbitration.*

*Disputes in respect of the definition of shareholders and disputes in relation to the shareholder register need not be resolved by arbitration.*

- (2) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must conduct the arbitration at the arbitration institution selected by the applicant.*

*If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.*

- (3) If any disputes or claims of rights arose under the situations as mentioned in paragraph (1) of this Article are to be settled by means of arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.*
- (4) The judgement of the arbitration institution shall be final and conclusive and binding on all parties.”*



**(28) Article 186**

Existing Article 186 of the Articles of Association:

*“Unless otherwise stipulated in the Articles of Association, the notices, information or written statements to the H Shareholders shall be delivered by courier or by mail, according to the address registered in the shareholder register (including address outside Hong Kong), to such shareholders. The notices to H shareholders should be mailed in Hong Kong wherever possible. The newspapers and periodicals used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations. If announcements are issued to holders of foreign listed shares in accordance with the Articles of Association, the relevant announcements should also be posted on “newspapers and periodicals” specified or required by the listing rules of Hong Kong Stock Exchange pursuant to their definition contained in the said listing rules. The notices issued by the Company to domestic shareholders should be posted on one or more newspapers and periodicals specified by the State securities administrative authorities in the form of announcements. Once the announcements have been posted, all domestic shareholders are deemed to have received the relevant notices.”*

It is proposed that the existing Article 186 be deleted in its entirety and replaced by the following:

*“Unless otherwise stipulated in the Articles of Association, the notices, information or written statements to the H Shareholders shall be delivered by courier or by mail, according to the address registered in the shareholders register (including address outside Hong Kong), to each H Shareholder. The notices to H Shareholders should be mailed in Hong Kong wherever possible. The newspapers and periodicals used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations. If the announcements are issued to Overseas Listed Shareholders in accordance with the Articles of Association, the relevant announcements should also be posted on newspapers and periodicals specified or required by the listing rules of Hong Kong Stock Exchange pursuant to the definition of “Newspaper Publication” contained in the said listing rules. The notices issued by the Company to Domestic Shareholders should be posted on one or more newspapers and periodicals specified by the securities regulatory authority of the State in the form of announcements. Once the announcements have been posted, all Domestic Shareholders are deemed to have received the relevant notices.”*



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## NOTICE OF 2019 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 OF 2019 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2019 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 Tuesday, 30 June 2020 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 2019;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019;
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 2019;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2019;
5. To consider and approve the financial report for the year ended 31 December 2019 and the financial budget report for the year ending 31 December 2020;
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 re-appointment of Mr. Qi Jinsong (戚金松) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract;

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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8. To consider and approve the re-appointment of Mr. Chen Ping (陳平) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;
9. To consider and approve the re-appointment of Mr. Guan Zilong (管子龍) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;
10. To consider and approve the re-appointment of Mr. Xu Jianfeng (徐劍鋒) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;
11. To consider and approve the re-appointment of Mr. Cai Jiamei (蔡家楣) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;
12. To consider and approve the re-appointment of Ms. Huang Lianxi (黃廉熙) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of her service contact;
13. To consider and approve the re-appointment of Mr. Shen Haiying (沈海鷹) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;
14. To consider and approve the re-appointment of Mr. Lu Weifeng (盧偉鋒) as a supervisor of the Company for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contact;

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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15. To consider and approve the re-appointment of Ms. Shen Xiaofen (沈小芬) as a supervisor of the Company for a term of three years at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of her service contract;

### AS SPECIAL RESOLUTIONS

16. To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix III to the circular of the Company dated 14 May 2020 in relation to the AGM), 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 amendments to the Articles of Association;
17. To consider and approve that, subject to the approval of 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 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 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 Shares to be issued to 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 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 H Shares in issue as at the date of passing of this resolution at the AGM, respectively (the “**20% Limit**”);
  - (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

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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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, 14 May 2020

*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 Sunday, 31 May 2020 to Tuesday, 30 June 2020 (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 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 Friday, 29 May 2020 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 Tuesday, 9 June 2020. The reply slip may be returned to the Company or its H Share registrar by hand or by post.

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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- (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 Shares, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Shares 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*



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 OF 2020 FIRST DOMESTIC SHAREHOLDERS  
CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 first class meeting (the “**Domestic Shareholders Class Meeting**”) of the holders of the domestic shares (the “**Domestic Shares**”) of nominal value of RMB0.10 each in the share capital 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 Tuesday, 30 June 2020 immediately after the conclusion or adjournment of the 2019 annual general meeting of the Company (which has been convened to be held at the same place and on the same date) for the following purpose:

**AS A SPECIAL RESOLUTION**

To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix III to the circular of the Company dated 14 May 2020 in relation to the Domestic Shareholders Class Meeting), and the directors of the Company 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 amendments to the Articles of Association.

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

*Chairman and Chief Executive Officer*

Huzhou City, the PRC, 14 May 2020

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the Domestic Shareholders Class Meeting 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 Domestic Shares may appoint more than one proxy to represent him and vote on his behalf at the Domestic Shareholders Class Meeting. A proxy need not be a Member.
- (2) The register of Members will be closed from Sunday, 31 May 2020 to Tuesday, 30 June 2020 (both days inclusive), during which no transfer of the Domestic Shares will be registered.

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## NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

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- (3) Members who intend to attend the Domestic Shareholders Class Meeting must complete the reply slip enclosed for use at the Domestic Shareholders Class Meeting, 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 on or before Tuesday, 9 June 2020. The reply slip may be returned to the Company by hand or by post.
- (4) 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 Domestic Shareholders Class Meeting or any adjournment thereof.
- (5) Where there are joint holders of any Domestic Shares, any one of such persons may vote at the Domestic Shareholders Class Meeting either personally or by proxy, in respect of such Domestic Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Domestic Shareholders Class Meeting 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.
- (6) It is expected that the Domestic Shareholders Class Meeting will last not more than half day. Members and their proxies attending the Domestic Shareholders Class Meeting shall bear their own travel and accommodation expenses.

\* *For identification purposes only*



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## NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS 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 OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 first class meeting (the “**H Shareholders Class Meeting**”) of the holders of the H shares (the “**H Shares**”) of nominal value of RMB0.10 each in the share capital 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 Tuesday, 30 June 2020 immediately after the conclusion or adjournment of the 2020 first class meeting of the holders of the domestic shares of the Company (which has been convened to be held at the same place and on the same date) for the following purpose:

### AS A SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix III to the circular of the Company dated 14 May 2020 in relation to the H Shareholders Class Meeting), and the directors of the Company 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 amendments to the Articles of Association.

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

*Chairman and Chief Executive Officer*

Huzhou City, the PRC, 14 May 2020

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the H Shareholders Class Meeting 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 H Shares may appoint more than one proxy to represent him and vote on his behalf at the H Shareholders Class Meeting. A proxy need not be a Member.
- (2) The register of Members will be closed from Sunday, 31 May 2020 to Tuesday, 30 June 2020 (both days inclusive), during which no transfer of the H Shares will be registered. In order to be qualified to attend the H Shareholders Class Meeting, all H Shares transfer documents 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, not later than 4:30 p.m. on Friday, 29 May 2020 in order to be registered as a Member.

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## NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

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- (3) Members who intend to attend the H Shareholders Class Meeting must complete the reply slip enclosed for use at the H Shareholders Class Meeting, and return 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 on or before Tuesday, 9 June 2020. The reply slip may be returned to the Company's H Share registrar by hand or by post.
- (4) 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 H Shareholders Class Meeting or any adjournment thereof.
- (5) Where there are joint holders of any H Shares, any one of such persons may vote at the H Shareholders Class Meeting either personally or by proxy, in respect of such H Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the H Shareholders Class Meeting 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.
- (6) It is expected that the H Shareholders Class Meeting will last not more than half day. Members and their proxies attending the H Shareholders Class Meeting shall bear their own travel and accommodation expenses.

\* *For identification purposes only*