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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

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

**(Stock Code: 8106)**

- (1) PROPOSED APPOINTMENT OF DIRECTOR;**  
**(2) PROPOSED APPOINTMENT OF SUPERVISOR;**  
**(3) PROPOSED APPROVAL OF PROVISION OF GURARNTEE**  
**FOR A WHOLLY-OWNED SUBSIDIARY IN 2022;**  
**(4) PROPOSED GRANTING OF THE**  
**GENERAL MANDATE TO ISSUE NEW SHARES;**  
**AND**  
**(5) NOTICE OF 2021 ANNUAL GENERAL MEETING**
- 

A notice convening the 2021 AGM to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 6 May 2022 at 10:00 a.m. is set out on pages 8 to 11 of this circular.

A form of proxy for use at the 2021 AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the 2021 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the 2021 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the 2021 AGM and voting in person if you so wish.

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)).

\* 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 2021 to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 6 May 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of 2021 AGM which is set out on pages 8 to 11 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
“CEO”	the chief executive officer of the Company
“Chairman”	the chairman of the Board
“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 (stock code: 8106)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	www.hkgem.com, being the internet website operated by the Stock Exchange for GEM
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 March 2022, 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
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* *For identification purposes only*

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LETTER FROM THE BOARD

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

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

**(Stock Code: 8106)**

*Executive Directors:*

Mr. Guan Zilong

Mr. Xu Jianfeng

*Non-Executive Director:*

Mr. Chen Ping (*Vice Chairman*)

*Independent non-executive Directors:*

Mr. Cai Jiamei

Ms. Huang Lianxi

Mr. Shen Haiying

*Registered office:*

No.9 Nanhu Road

Zhongguan Town

Deqing County, Huzhou City

Zhejiang Province, the PRC

*Head office and principal place of*

*business in the PRC:*

11th Floor, Building 1

Xitou Innocentre

239 Shuanglong Street

Xihu District, Hangzhou 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

1 April 2022

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED APPOINTMENT OF DIRECTOR;  
(2) PROPOSED APPOINTMENT OF SUPERVISOR;  
(3) PROPOSED APPROVAL OF PROVISION OF GURARNTEE  
FOR A WHOLLY-OWNED SUBSIDIARY IN 2022;  
(4) PROPOSED GRANTING OF THE  
GENERAL MANDATE TO ISSUE NEW SHARES;  
AND  
(5) NOTICE OF 2021 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF DIRECTOR

Reference is made to the Company's announcement dated 21 March 2022 (the "Announcement"). Mr. Qi Jinsong (戚金松) ("Mr. Qi"), a Director, has tendered his resignation from the positions of executive Director, Chairman, member of remuneration committee of the Company and member of Nomination Committee due to his other business commitments which require more of his time and dedication. The resignation of Mr. Qi took effect from 31 March 2022.

The Board is pleased to announce that after due examination by the Nomination Committee, the Company convened the fifteenth meeting of the eighth session of the Board on 21 March 2022, and reviewed and approved the proposed appointment of Mr. Xu Yin (徐寅) ("Mr. Xu") as an executive Director. Mr. Xu is nominated as an executive Director candidate of the eighth session of the Board for a term commencing from the date of approval by the Shareholders at the AGM to the date of expiry of the term of office of the current Board. Mr. Xu has confirmed that he has no disagreement on such nomination. An ordinary resolution will be proposed at the AGM to appoint Mr. Xu as an executive Director.

The biography of Mr. Xu is set out in Appendix I to this circular.

### 3. PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the Announcement. Mr. Lu Weifeng (盧偉鋒) ("Mr. Lu"), a Supervisor, has tendered his resignation from the posts of Supervisor and chairman of the Supervisory Committee due to work adjustment. The resignation of Mr. Lu took effect from 31 March 2022.

The Supervisory Committee proposed to appoint Mr. Song Zhiwei (宋志偉) ("Mr. Song") as a Supervisor of the eighth session of the Supervisory Committee for a term commencing from the date of approval by the Shareholders at the AGM to the date of expiry of the term of the current Supervisory Committee. Mr. Song has confirmed that he has no disagreement on such nomination. An ordinary resolution will be proposed at the AGM to appoint Mr. Song as a Supervisor.

The biography of Mr. Song is set out in Appendix II to this circular.

### 4. PROPOSED APPROVAL OF PROVISION OF GUARANTEE FOR A WHOLLY-OWNED SUBSIDIARY IN 2022

In order to meet the normal business operation needs of Hangzhou Huaguang Computer Engineering Co., Ltd.\* (杭州華光計算機工程有限公司) ("Hangzhou Huaguang"), a wholly-owned subsidiary of the Company, ensure the smooth flow of funds, strengthen the daily management of the Company's guarantees to its subsidiaries, and enhance the planning and reasonableness of the guarantees, the Company intends to provide Hangzhou Huaguang with a guarantee facility not exceeding RMB20 million. Within the guarantee limit, the scope of this guarantee includes, but is not limited to, applications for comprehensive credit facilities, loans and other financing services from banks and other financial institutions, and the types of guarantees include general guarantees and joint and several liability guarantees. The

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## LETTER FROM THE BOARD

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actual amount of guarantee shall be subject to the final guarantee contract signed, and the total amount of guarantee shall not exceed RMB20 million. Within this limit, the Company and Hangzhou Huaguang shall not be required to convene a separate board meeting or general meeting for considering the guarantee business within the above limit due to business needs, the management of the Company shall be authorised to implement the relevant matters, and the Chairman shall be authorised to sign the relevant agreements and documents, including signing all contracts, undertakings and other documents related to the above business at the banks. The guarantee facility is valid from the date of the 2021 AGM to the date of the annual general meeting of the Company for 2022. The Board proposed to obtain Shareholders' approval by way of a special resolution for the granting of the afore-mentioned guarantee for Hangzhou Huaguang in 2022.

Further information on the guarantee proposed to be provided for Hangzhou Huaguang in 2022 is set out in Appendix III to this circular.

### **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 by way of a special resolution 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 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 AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 8 to 11 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the proposed appointment of an executive Director, the proposed appointment of a Supervisor, the proposed approval of provision of guarantee for a wholly-owned subsidiary in 2022 and the proposed granting of the General Mandate to issue new Shares.

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

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. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

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

The register of members of the Company will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022, both days inclusive, in order to determine the entitlement to attend the AGM. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 April 2022.

### **8. RESPONSIBILITY STATEMENT**

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

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

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

Yours faithfully  
For and on behalf of the Board  
**Shenghua Lande Scitech Limited\***  
**Xu Jianfeng**  
*Executive Director*

\* *For identification purposes only*

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## NOTICE OF 2021 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 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “**AGM**”) of Shenghua Lande Scitech Limited\* (the “**Company**”) will be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 6 May 2022 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 2021;
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2021;
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 2021;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2021;
5. To consider and approve the financial report for the year ended 31 December 2021 and the financial budget report for the year ending 31 December 2022;
6. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;
7. To consider and approve the appointment of Mr. Xu Yin (徐寅) as an executive Director for a term from the date of the AGM to the expiry date of the term of office of the current Board at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of his service contract;

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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8. To consider and approve the appointment of Mr. Song Zhiwei (宋志偉) as a supervisor of the Company for a term from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of his service contract;

### AS SPECIAL RESOLUTIONS

9. To consider and approve the provision of guarantee for a wholly-owned subsidiary in 2022;
10. To consider and approve that, subject to the approval of the China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new domestic shares (the “**Domestic Shares**”) and/or H shares (the “**H Shares**”, together with the Domestic Shares, collectively, the “**Shares**”):
- (1) the Board be and is hereby granted an unconditional general mandate to, separately or collectively, issue and deal with the Domestic Shares and/or H Shares and determine the terms and conditions of issuing in accordance with the status quo of the market during the period as permitted under the general mandate, including to decide on the class and number of the Shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the opening and closing date and time of such issue; the class and number of 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 of the period within which the next annual general meeting is required by

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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the articles of association (the “**Articles of Association**”) of the Company 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 the new registered share capital and capital structure of the Company by reference to the manner of the issuance, class and number of the 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 the Shares under the general mandate 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, Securities Law of the PRC, regulations and/or 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/or other relevant authorities are obtained.

For and on behalf of the Board  
**Shenghua Lande Scitech Limited\***  
**Xu Jianfeng**  
*Executive Director*

Hangzhou City, the PRC, 1 April 2022

*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/her proxy to attend and vote in his/her stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022 (both days inclusive), during which no transfer of the 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 April 2022 in order to be registered as a Member.
- (3) 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 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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- (4) 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 17M 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.
- (5) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he/she 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.
- (6) 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*

The biographical details of Mr. Xu which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are as follows:

**Mr. Xu Yin** (徐寅), aged 35, is the CEO. Mr. Xu graduated from Southeast University with a bachelor's degree and a master's degree in engineering in July 2008 and March 2013, majoring in software engineering. From April 2015 to November 2017, Mr. Xu served as the deputy head of the research and development department of Nanjing Panda Information Industry Co., Ltd.\* (南京熊貓信息產業有限公司). Mr. Xu was the deputy chief engineer of the Company from November 2017 to January 2019. From February 2019 to May 2019, Mr. Xu served as the assistant to the general manager of the information technology department of Zhejiang Shenghua Holdings Group Company Limited\* (浙江升華控股集團有限公司) (“**Zhejiang Shenghua**”), a substantial shareholder of the Company. From June 2019 to November 2020, Mr. Xu served as the deputy general manager of the information technology department of Zhejiang Shenghua. Mr. Xu joined the Company in November 2020 as the CEO. Mr. Xu is the director (since February 2018) and the chairman (since March 2021) of Increator Technology Co., Ltd.\* (浙江創建科技有限公司), a wholly-owned subsidiary of the Company. Mr. Xu has extensive experience in the information technology industry in the PRC.

Subject to the approval of the Shareholders at the AGM, Mr. Xu will enter into a service contract with the Company, and Mr. Xu will serve as an executive Director from the date of the AGM to the date of expiry of the term of the current Board. His remuneration as an 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 (as defined in Part XV of the Securities and Futures Ordinance (the “**SFO**”), Chapter 571 of the Laws of Hong Kong). As at the Latest Practicable Date, save as disclosed above, Mr. Xu (a) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) has not held any directorship in the last three years in a public company listed on any securities market in Hong Kong or overseas; and (c) does not hold any office with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to 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.

The biographical details of Mr. Song which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are as follows:

**Mr. Song Zhiwei** (宋志偉), aged 36, graduated from Zhejiang Gongshang University with a bachelor's degree in economics in July 2009, majoring in finance. Mr. Song served as a customer manager from July 2009 to January 2016 and a credit review supervisor from February 2016 to August 2018 in Deqing Shenghua Microfinance Co., Ltd.\* (德清升華小額貸款股份有限公司). From October 2018 to January 2019, Mr. Song served as a project manager in Zhejiang Shenghua Internet Financial Information Service Co., Ltd.\* (浙江升華互聯網金融信息服務有限公司). From October 2018 to January 2019, Mr. Song worked in the investment department of Zhejiang Oushiman Group Co., Ltd.\* (浙江歐詩漫集團有限公司). Since February 2019, Mr. Song has been served sequentially as the investment specialist, assistant to general manager and general manager of the strategic investment department in Zhejiang Shenghua.

Subject to the approval of the Shareholders at the AGM, Mr. Song will enter into a service contract with the Company, and Mr. Song will serve as a Supervisor from the date of the AGM to the date of expiry of the term of the current Supervisory Committee. His remuneration as a 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. Song does not have any interest in the Shares (as defined in Part XV of the SFO). As at the Latest Practicable Date, save as disclosed above, Mr. Song (a) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) has not held any directorship in the last three years in a public company listed on any securities market in Hong Kong or overseas; and (c) does not hold any office with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Mr. Song 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.

In order to meet the normal business operation needs of Hangzhou Huaguang, a wholly-owned subsidiary of the Company, ensure the smooth flow of funds, strengthen the daily management of the Company's guarantees to its subsidiaries, and enhance the planning and reasonableness of the guarantees, the Company intends to provide Hangzhou Huaguang with a guarantee facility not exceeding RMB20 million. Details are as follows:

**I. Basic information of the guaranteed party**

1. Enterprise name: Hangzhou Huaguang Computer Engineering Co., Ltd.\* (杭州華光計算機工程有限公司)
2. Registered capital: RMB10 million
3. Registered address: Room 1598, Building 7, No. 1197, Bin'an Road, Binjiang District, Hangzhou City, Zhejiang Province (self-declared)
4. Type of enterprise: limited liability company (wholly-owned by foreign-invested enterprise legal person)
5. Legal representative: Luo An
6. Date of establishment: 11 January 2000
7. Unified social credit code: 91330108720051789A
8. Operating business: system integration and development; wholesale and retail: computer software and hardware, network system integration equipment, office automation equipment, etc.
9. Relationship with the Company: a wholly-owned subsidiary of the Company, which is 100% owned directly by the Company
10. Credit status: non-defaulted executor, with good credit

**II. Key financial indicators of the guaranteed party***Unit: RMB'000*

<b>Item</b>	<b>As of 31 December 2021</b>	<b>As of 31 December 2020</b>
Total assets	29,034	28,784
Total liabilities	22,419	24,745
Owner's equity	6,615	4,039
<b>Item</b>	<b>2021</b>	<b>2020</b>
Operating income	132,635	107,383
Total profit	2,729	3,067
Net profit	2,576	3,067

**III. Company guarantee and expected guarantee arrangements**

As of now, the Company has not provided any guarantees to other companies and if this guarantee is provided, the financial risk is within the Company's control.

The scope of this guarantee includes, but is not limited to, applications for comprehensive credit facilities, loans and other financing services from banks and other financial institutions, and the types of guarantees include general guarantees and joint and several liability guarantees. The actual amount of guarantee shall be subject to the final guarantee contract signed, and the total amount of guarantee shall not exceed RMB20 million. Within this limit, the Company and Hangzhou Huaguang shall not be required to convene a separate board meeting or general meeting for considering the guarantee business within the above scope limit to business needs, the management of the Company shall be authorised to implement the relevant matters, and the Chairman shall be authorised to sign the relevant agreements and documents, including signing all contracts, undertakings and other documents related to the above business at the banks. The guarantee facility is valid from the date of the 2021 AGM to the date of the annual general meeting of the Company for 2022.