
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).



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-ELECTION AND ELECTION OF DIRECTORS;**
(2) PROPOSED RE-ELECTION OF SUPERVISORS;
**(3) PROPOSED GRANTING OF THE GENERAL MANDATE
TO ISSUE NEW SHARES;**
AND
(4) NOTICE OF 2022 ANNUAL GENERAL MEETING

A notice convening the 2022 AGM to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 29 June 2023 at 10:00 a.m. is set out on pages 16 to 19 of this circular.

A form of proxy for use at the 2022 AGM is enclosed with this circular, and such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) and Company's website (www.landpage.com.cn). Whether or not you intend to attend the 2022 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 the holding of the 2022 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 2022 AGM and voting in person if you so wish.

This circular will remain on the Stock Exchange's website (www.hkexnews.hk) on the "Latest Listed Company Information" 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).

CHARACTERISTICS OF GEM

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 generally 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

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 2022 to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 29 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2022 AGM which is set out on pages 16 to 19 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
“Board Diversity Policy”	the Board diversity policy of the Company
“Company”	Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM (stock code: 8106)
“Company Law”	the Company Law of the PRC
“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
“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\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	23 May 2023, 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
“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*

LETTER FROM THE BOARD



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. Wang Feng (*Chairman and Chief Executive Officer*)

Mr. Guan Zilong

Mr. Xu Jianfeng

Registered office:

No. 9 Nanhu Road

Zhongguan Town

Deqing County, Huzhou City

Zhejiang Province, the PRC

Non-Executive Director:

Mr. Chen Ping (*Vice Chairman*)

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

Independent non-executive Directors:

Mr. Cai Jiamei

Ms. Huang Lianxi

Mr. Shen Haiying

Principal place of business in Hong Kong:

Room 1505, 15/F.

Fullerton Centre

19 Hung To Road

Kwun Tong

Kowloon, Hong Kong

30 May 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;**
(2) PROPOSED RE-ELECTION OF SUPERVISORS;
(3) PROPOSED GRANTING OF THE GENERAL MANDATE
TO ISSUE NEW SHARES;
AND
(4) NOTICE OF 2022 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

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

2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

The terms of office of the eighth session of the Board will expire at the conclusion of the AGM. The 23rd meeting of the eighth session of the Board held on 15 May 2023 has resolved the proposed re-election and election of the following persons as the Directors of the ninth session of the Board for a term of three years commencing from the date of being elected at the AGM.

In accordance with the relevant requirements of the Articles of Association, Company Law and GEM Listing Rules, the Board proposed that the ninth session of the Board shall consist of seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. The Board also proposed the re-election of Mr. Wang Feng (王鋒), Mr. Guan Zilong (管子龍) and Mr. Xu Jianfeng (徐劍鋒) as executive Directors of the ninth session of the Board, re-election of Mr. Chen Ping (陳平) as non-executive Director of the ninth session of the Board, and re-election of Mr. Cai Jiamei (蔡家楣) and Ms. Huang Lianxi (黃廉熙) and election of Ms. Huang Xuanzhen (黃軒珍) as independent non-executive Directors of the ninth session of the Board.

The Nomination Committee has reviewed the proposed composition of the members of the ninth session of the Board and was of the view that the proposed composition of the Board is in compliance with the requirements of the Articles of Association, applicable laws and regulations of the PRC, GEM Listing Rules, Board Diversity Policy and needs of the Company.

Mr. Shen Haiying (沈海鷹), the independent non-executive Director, will retire at the conclusion of the AGM due to his expiration of terms of office. Mr. Shen has confirmed with the Company that he has no disagreement with the Company and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders and Stock Exchange.

The Nomination Committee identified Ms. Huang Xuanzhen as a candidate for the independent non-executive Director through business network. When proposing the re-election and election of the Directors, the Board has taken into account a number of factors pursuant to the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve the diversity of Board members. The Board believes that the educational background, professional experience and cultural background of the Directors proposed to be re-elected and elected contribute to the diversity of the Board. In addition, the independent non-executive Directors proposed to be re-elected and elected have given to the Company written confirmations of their independence in accordance with Rule 5.09 of

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the GEM Listing Rules. The Board, therefore, upon the recommendation of the Nomination Committee, considers the independent non-executive Directors proposed to be re-elected and elected to be independent and should be re-elected and elected.

The proposed re-election and election of the Directors are subject to the approval of the Shareholders by way of ordinary resolutions at the AGM, and shall become effective upon the approval from the Shareholders at the AGM.

Biographical information of the Directors proposed for re-election and election are set out in Appendix I to this circular.

Saved as disclosed herein, as at the Latest Practicable Date, none of the aforementioned Directors to be re-elected and elected (i) holds any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any other position with the Company or its subsidiaries; (iii) has any interests, deemed interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) has relationship with other current Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules in relation to the aforementioned Directors to be re-elected and elected and there is no other matter in relation to their re-election and election that needs to be brought to the attention of the Shareholders and Stock Exchange.

3. PROPOSED RE-ELECTION OF SUPERVISORS

The terms of office of the eighth session of the Supervisory Committee will also expire at the conclusion of the AGM. The 14th meeting of the eighth session of the Supervisory Committee held on 15 May 2023 has resolved the proposed re-election of the following persons as the shareholder representative Supervisors (the “**Shareholder Representative Supervisors**”) of the ninth session of the Supervisory Committee for a term of three years commencing from the date of being elected at the AGM.

In accordance with the relevant requirements of the Articles of Association and Company Law, the Supervisory Committee proposed that the ninth session of the Supervisory Committee shall consist of three Supervisors, including two Shareholder Representative Supervisors and one employee representative Supervisor. The Supervisory Committee proposed the re-election of Mr. Song Zhiwei (宋志偉) and Ms. Shen Xiaofen (沈小芬) as the Shareholder Representative Supervisors of the ninth session of the Supervisory Committee. The proposed re-election or election for the terms of office as the employee representative Supervisor of the ninth session of the Supervisory Committee shall become effective upon the approval at the general meeting of the employee representatives of the Company.

The proposed re-election of the Supervisors is subject to the approval of the Shareholders by way of ordinary resolutions at the AGM, and shall become effective upon the approval from the Shareholders at the AGM.

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Biographical information of the Supervisors proposed for re-election are set out in Appendix II to this circular.

Saved as disclosed herein, as at the Latest Practicable Date, none of the aforementioned Supervisors to be re-elected (i) holds any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any other position with the Company or its subsidiaries; (iii) has any interests, deemed interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) has relationship with other current Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules in relation to the aforementioned Supervisors to be re-elected and there is no other matter in relation to their re-election that needs to be brought to the attention of the Shareholders and Stock Exchange.

The terms of office of Ms. Shen Rujia (沈儒佳) as an employee representative Supervisor of the eighth session of the Supervisory Committee shall expire upon the conclusion of the AGM. The proposed re-election or election for the terms of office as the employee representative Supervisor of the ninth session of the Supervisory Committee shall become effective upon the approval at the general meeting of the employee representatives of the Company. The terms of office as the employee representative Supervisor of the ninth session of the Supervisory Committee will be three years from the conclusion of the AGM.

4. 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 granting of 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, 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.

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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.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 19 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the proposed re-election of the Directors, proposed election of an independent non-executive Director, proposed re-election of the Supervisors and 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 Stock Exchange's website (www.hkexnews.hk) and Company's website (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 respective 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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, 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, 23 June 2023.

LETTER FROM THE BOARD

7. 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.

8. 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 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
By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

* *For identification purposes only*

The biographical details of the Directors proposed to be re-elected and elected at the AGM which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are as follows:

Executive Directors

(1) Mr. Wang Feng (王鋒)

Mr. Wang, aged 57, is the chairman and chief executive officer of the Company. Mr. Wang is also a director of Increator Technology Co., Ltd.* (浙江創建科技有限公司) (“**Increator Technology**”), a wholly-owned subsidiary of the Company. Mr. Wang is a senior accountant, graduated from Nanjing Institute of Grain Economics* (南京糧食經濟學院) (currently known as Nanjing University Of Finance & Economics (南京財經大學)) with a bachelor’s degree in economics in July 1988 majoring in accounting. From December 2003 to November 2019, Mr. Wang served in various positions including as the audit department manager, finance manager, chief financial officer and vice president of Shenghua Group Holdings Co., Ltd.* (升華集團控股有限公司) (“**Shenghua Group Holdings**”). From June 2011 to May 2017, Mr. Wang served as a supervisor of Zhejiang Shenghua Biok Biology Co., Ltd. (浙江升華拜克生物股份有限公司) (currently known as Zhejiang Hugelaf Co., Ltd.* (浙江翰葉股份有限公司)) (“**Shenghua Biok Biology**”), a company listed on the Shanghai Stock Exchange (stock code: 600226). From July 2015 to November 2019, Mr. Wang served as a director and vice president of Zhejiang Shenghua Holdings Group Company Limited* (浙江升華控股集團有限公司) (“**Zhejiang Shenghua**”). Since December 2019, Mr. Wang has been serving as the chairman and general manager of Huzhou Shenghua Financial Services Co., Ltd.* (湖州升華金融服務有限公司). Mr. Wang has extensive experience in corporate management in the PRC. Mr. Wang joined the Company since April 2022 and has been appointed as an executive Director of the current Board since May 2022.

Upon the approval of the proposed re-election of Mr. Wang by the Shareholders, Mr. Wang will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. Mr. Wang’s remuneration will be determined based on the Company’s remuneration policy and with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company’s affairs, as well as the prevailing market standards, and subject to the approval at the AGM. Mr. Wang was entitled to a remuneration of approximately RMB60,000 for the year 2022 including wages, bonuses and all other labour costs paid by the Company, including social insurance.

(2) Mr. Guan Zilong (管子龍)

Mr. Guan, aged 35, is the financial controller of the Company. Mr. Guan is also a director of 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 majoring in financial management in June 2011. Mr. Guan is a non-practising member of the 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

**APPENDIX I BIOGRAPHICAL INFORMATION OF THE DIRECTORS
PROPOSED FOR RE-ELECTION AND ELECTION**

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 of the current Board since June 2020.

Upon the approval of the proposed re-election of Mr. Guan by the Shareholders, Mr. Guan will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. Mr. Guan's remuneration will be determined based on the Company's remuneration policy and with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards, and subject to the approval at the AGM. Mr. Guan was entitled to a remuneration of approximately RMB291,000 for the year 2022 including wages, bonuses and all other labour costs paid by the Company, including social insurance.

(3) Mr. Xu Jianfeng (徐劍鋒)

Mr. Xu, aged 36, is the secretary of the Board, authorised representative and compliance officer of the Company. Mr. Xu is also a director of Increator Technology and Hangzhou Increator Smart Union Technology Co., Ltd.* (杭州創建智工科技有限公司), both wholly-owned subsidiaries 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. Mr. Xu joined the Company since May 2017 and has been appointed as an executive Director of the current Board since June 2020.

Upon the approval of the proposed re-election of Mr. Xu by the Shareholders, Mr. Xu will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. Mr. Xu's remuneration will be determined based on the Company's remuneration policy and with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards, and subject to the approval at the AGM. Mr. Xu was entitled to a remuneration of approximately RMB214,000 for the year 2022 including wages, bonuses and all other labour costs paid by the Company, including social insurance.

Non-Executive Director

Mr. Chen Ping (陳平)

Mr. Chen, aged 58, is the vice chairman 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, Mr. Chen has been involved in the research and development of computer networking and

APPENDIX I BIOGRAPHICAL INFORMATION OF THE DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION

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 the year 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for seven years up to 1997. Mr. Chen published two computer networking academic textbooks and a number of academic research papers in the PRC. Since October 2021, Mr. Chen has been appointed as an executive director of Rego Interactive Co., Ltd, a company listed on the main board of the Stock Exchange (stock code: 2422). Mr. Chen joined the Company since May 1997. Mr. Chen has been appointed as an executive Director of the current Board since June 2020 and was redesignated as a non-executive Director since August 2020.

Upon the approval of the proposed re-election of Mr. Chen by the Shareholders, Mr. Chen will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. Mr. Chen's remuneration will be determined based on the Company's remuneration policy and with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards, and subject to the approval at the AGM. Mr. Chen was entitled to a remuneration of approximately RMB120,000 for the year 2022 including wages, bonuses and all other labour costs paid by the Company, including social insurance.

As at the Latest Practicable Date, Mr. Chen is interested in 27,294,240 Domestic Shares, representing approximately 5.39% of the total issued share capital of the Company.

Independent Non-Executive Directors

(1) Mr. Cai Jiamei (蔡家楣)

Mr. Cai, aged 76, 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 semiconductors in August 1970. 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), the College of Software* (軟件學院) (from April 2002 to May 2006) and the 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 was elected as the chairman of the second and third sessions of the council of Zhejiang Software Industry Association* (浙江省軟件行業協會) in 2008 and 2012, respectively. 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, Mr. Cai was appointed as an independent non-executive director of B-Soft Company Limited* (創業軟件股份有限公司) (currently known as B-Soft Co., Ltd.* (創業慧康科技股份有限公司)) ("B-Soft"), 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

APPENDIX I BIOGRAPHICAL INFORMATION OF THE DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION

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). Since October 2020, he has been appointed as an independent non-executive director of B-Soft. Since May 2021, Mr. Cai has been appointed as an independent non-executive director of Insigma Technology Co., Ltd.* (浙大網新科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600797). Mr. Cai joined the Company since May 2017 and has been appointed as an independent non-executive Director of the current Board since June 2020.

(2) Ms. Huang Lianxi (黃廉熙)

Ms. Huang Lianxi, aged 60, is the chairman of the Nomination Committee. Ms. Huang Lianxi 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 Lianxi 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 Lianxi attended a one-year course of the United Kingdom Practical Training Scheme for Lawyers of the People's Republic of China at University of London and obtained a certificate of completion. From September 1984 to September 2003, Ms. Huang Lianxi 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 Lianxi 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 Lianxi was recognised as the 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 Lianxi 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 Lianxi 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 Lianxi had been the vice president of the Lawyers Association of Zhejiang* (浙江省律師協會). From April 2008 to April 2014, Ms. Huang Lianxi 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 June 2008 to August 2014, Ms. Huang Lianxi was appointed as 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 April 2009 to April 2015, Ms. Huang Lianxi 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

Lianxi 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). From April 2014 to April 2020, Ms. Huang Lianxi was appointed as 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). Ms. Huang Lianxi was 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), from March 2016 to May 2022. Ms. Huang Lianxi has been an independent non-executive director of Zhejiang Walrus New Material Co., Ltd. (浙江海象新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 003011), since December 2018. Ms. Huang Lianxi 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 Lianxi joined the Company since May 2017 and has been appointed as an independent non-executive Director of the current Board since June 2020.

(3) Ms. Huang Xuanzhen (黃軒珍)

Ms. Huang Xuanzhen, aged 64, is the proposed independent non-executive Director. Ms. Huang Xuanzhen completed a professional course from Zhejiang Radio and TV University* (浙江廣播電視大學) (currently known as Zhejiang Open University (浙江開放大學)) in business accounting in July 1986. She was recognised as a certified accountant by the Zhejiang Institute of Certified Public Accountants in December 1996. She is also a senior accountant. Ms. Huang Xuanzhen has more than 30 years of experience in the field of accounting. Since December 1999, she served in Deqing Tianqin Certified Public Accountants Co., Ltd.* (德清天勤會計師事務所有限責任公司) as deputy chief accountant and chief accountant. She has also been a director of Deqing Tianqin Tax Accountant Firm Co., Ltd.* (德清天勤稅務師事務所有限公司) and Huzhou Tianqin Financial Management Consulting Co., Ltd.* (湖州天勤財務管理諮詢有限公司) since July 2012 and November 2015, respectively. Ms. Huang Xuanzhen has been an independent non-executive director of Zhejiang HSD Industrial Co., Ltd.* (浙江華盛達實業集團股份有限公司) (currently known as Gansu Gangtai Holding (Group) Co., Ltd.* (甘肅剛泰控股(集團)股份有限公司)), a company listed on the Shanghai Stock Exchange up to March 2021 (former stock code: 600687) from October 2003 to May 2008, an independent non-executive director of Zhejiang Top Medicine Co., Ltd.* (浙江拓普藥業股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 837631) from April 2010 to June 2015, an independent non-executive director of Zhejiang Jolly Pharmaceutical Co., Ltd.* (浙江佐力藥業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300181) from April 2011 to January 2017, an independent non-executive director of Shenghua Biok Biology from May 2014 to May 2017, an independent non-executive director of Zhejiang Three Stars New Materials Co., Ltd.* (浙江三星新材股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603578) since August 2018, an independent non-executive director of Zhejiang Sorfa Life Science Research Co., Ltd.* (浙江碩華生命科學研究股份有限公司), a company listed on the National Equities Exchange and Quotations up to November 2020 (former stock code: 838540) since December 2020.

Upon the approval of the proposed re-election and election of Mr. Cai, Ms. Huang Lianxi and Ms. Huang Xuanzhen by the Shareholders, each of Mr. Cai, Ms. Huang Lianxi and Ms. Huang Xuanzhen will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. Their remuneration will be RMB50,000 per annum, which is determined based on the Company's remuneration policy and with reference to their experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards, and subject to the approval at the AGM.

APPENDIX II BIOGRAPHICAL INFORMATION OF THE SUPERVISORS PROPOSED FOR RE-ELECTION

The biographical details of the Supervisors proposed to be re-elected at the AGM which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are as follows:

Shareholder Representative Supervisors

(1) Mr. Song Zhiwei (宋志偉)

Mr. Song, aged 37, is the chairman of the Supervisory Committee. Mr. Song graduated from Zhejiang Gongshang University (浙江工商大學) with a bachelor's degree in economics in July 2009 majoring in finance. Mr. Song served as a customer manager and credit review supervisor from July 2009 to January 2016 in Deqing Shenghua Microfinance Co., Ltd.* (德清升華小額貸款股份有限公司). From February 2016 to August 2018, 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. Mr. Song joined the Company and has been appointed as a Supervisor of the current Supervisory Committee since May 2022.

(2) Ms. Shen Xiaofen (沈小芬)

Ms. Shen, aged 51, 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 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 and July 2020, Ms. Shen has served as the deputy general manager and general manager, respectively, of the audit and compliance department of Shenghua Group Holdings. Since March 2022, Ms. Shen has been the assistant to the president of Zhejiang Shenghua. Ms. Shen joined the Company since May 2019 and has been appointed as a Supervisor of the current Supervisory Committee since June 2020.

Upon the approval of the proposed re-election of Mr. Song and Ms. Shen by the Shareholders, each of Mr. Song and Ms. Shen will enter into a service contract with the Company for a term of three years commencing from the date of being elected at the AGM. The Company is not required to pay any supervisor's fee or emolument to Mr. Song and Ms. Shen.

NOTICE OF 2022 ANNUAL GENERAL MEETING



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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 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 Thursday, 29 June 2023 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 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
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 2022;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2022;
5. To consider and approve the financial report for the year ended 31 December 2022 and the financial budget report for the year ending 31 December 2023;
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-election of Mr. Wang Feng (王鋒) as an executive Director for a term of three years from the date of the AGM 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;

NOTICE OF 2022 ANNUAL GENERAL MEETING

8. To consider and approve the re-election of Mr. Guan Zilong (管子龍) as an executive Director for a term of three years from the date of the AGM 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;
9. To consider and approve the re-election of Mr. Xu Jianfeng (徐劍鋒) as an executive Director for a term of three years from the date of the AGM 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;
10. To consider and approve the re-election of Mr. Chen Ping (陳平) as a non-executive Director for a term of three years from the date of the AGM 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;
11. To consider and approve the re-election of Mr. Cai Jiamei (蔡家楣) as an independent non-executive Director for a term of three years from the date of the AGM 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;
12. To consider and approve the re-election of Ms. Huang Lianxi (黃廉熙) as an independent non-executive Director for a term of three years from the date of the AGM at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of her service contract;
13. To consider and approve the election of Ms. Huang Xuanzhen (黃軒珍) as an independent non-executive Director for a term of three years from the date of the AGM at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of her service contract;
14. To consider and approve the re-election of Mr. Song Zhiwei (宋志偉) as a supervisor (the “**Supervisor**”) of the Company for a term of three years from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract;
15. To consider and approve the re-election of Ms. Shen Xiaofen (沈小芬) as a Supervisor for a term of three years from the date of the AGM and the Board be and is hereby authorised to implement the terms of her service contract;

NOTICE OF 2022 ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION

16. 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**”) of the Company:
- (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 the 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 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;

NOTICE OF 2022 ANNUAL GENERAL MEETING

- (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, the Securities Law of the PRC, regulations and/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/or other relevant authorities are obtained.

By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

Hangzhou City, the PRC, 30 May 2023

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 Monday, 26 June 2023 to Thursday, 29 June 2023 (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, 23 June 2023 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.
- (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*