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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Shenghua Lande Scitech Limited\* (the “**Company**”) will be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Monday, 29 January 2018 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

**“THAT:**

1. (a) the Equity Transfer Agreement (as defined in the circular of the Company dated 15 December 2017, copy of which has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof be and are hereby ratified, confirmed and approved; and  
  
(b) any one of the directors (the “**Directors**”) of the Company be and is hereby authorised to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Equity Transfer Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.
2. (a) the Proposed Change of Use of Proceeds (as defined in the circular of the Company dated 15 December 2017) be and is hereby ratified, confirmed and approved; and

- (b) any one of the Directors be and is hereby authorised to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Proposed Change of Use of Proceeds and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”

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

Huzhou City, the PRC, 15 December 2017

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the EGM 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 EGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Saturday, 30 December 2017 to Monday, 29 January 2018 (both days inclusive), during which no transfer of shares will be registered. In order to be qualified to attend the EGM, 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 December 2017 in order to be registered as a Member.
- (3) Members who intend to attend the EGM must complete the reply slip enclosed for use at the EGM, 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 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 H shares) on or before Tuesday, 9 January 2018. The reply slip may be returned to the Company or its H Share registrar by hand or by post.
- (4) As regards the holders of 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 EGM or any adjournment thereof.
- (5) As regards the holders of 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 EGM or any adjournment thereof.
- (6) Where there are joint holders of any share, any one of such persons may vote at the EGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM 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 EGM will last not more than half day. Members and their proxies attending the EGM shall bear their own travel and accommodation expenses.

*As at the date of this announcement, the board of Directors comprises 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.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and on the website of the Company at [www.landpage.com.cn](http://www.landpage.com.cn).*

*\* For identification purposes only*