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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

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

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES;  
AND  
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Friday, 22 June 2018 at 4:00 p.m. is set out on pages 16 to 19 of this circular.

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

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of H Shares) on or before Friday, 1 June 2018 in accordance with the instructions printed thereon.

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

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC on Friday, 22 June 2018 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 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
“Company”	Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the listing of Securities on GEM
“GEM website”	www.hkgem.com, being the Internet website operated by the Stock Exchange for GEM
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* *For identification purposes only*

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LETTER FROM THE BOARD

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

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

**(Stock Code: 8106)**

*Executive Directors:*

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

*Registered office:*

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

*Independent non-executive Directors:*

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

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

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

*Principal place of business in Hong Kong:*

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

7 May 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES;  
AND  
(3) NOTICE OF THE 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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As announced by the Company on 27 April 2018, in view of the actual conditions of the Company and to enhance the flexibility and efficiency in the operations of the Company, the Board proposes to make certain amendments to the Articles of Association.

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

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

The Company confirms that the proposed amendments to the Articles of Association will not affect the existing businesses and operations of the Group and the Directors confirm that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong. Based on the confirmation made by the Company's Hong Kong legal adviser, the proposed amendments to the Articles of Association are in compliance with the GEM Listing Rules. Based on the confirmation made by the Company's PRC legal adviser, the proposed amendments to the Articles of Association comply with the PRC laws. The proposed amendments to the Articles of Association and the proposed adoption of the new Articles of Association are subject to the approval by the Shareholders by way of special resolution at the AGM. Shareholders are advised that the Articles of Association are available in English and Chinese. The English translation of the Articles of Association is for reference only. In case of any inconsistency, the Chinese version shall prevail.

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

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

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

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## LETTER FROM THE BOARD

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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.

### **4. 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 amendments to the Articles of Association and the granting of the General Mandate to issue new Shares.

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

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 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) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of H Shares) on or before Friday, 1 June 2018 in accordance with the instructions printed thereon.

### **5. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Wednesday, 23 May 2018 to Friday, 22 June 2018, 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



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## LETTER FROM THE BOARD

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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 Monday, 21 May 2018.

### 6. 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.

### 7. RECOMMENDATION

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

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

\* For identification purposes only

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

**(1) Article 1**

Existing Article 1 of the Articles of Association:

*“Shenghua Lande Scitech Limited (hereinafter referred to as the “Company”) is a joint stock limited company incorporated as per the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as “Special Provisions”) and Interim Provisions on Setting Foreign Invested Joint Stock Company and other relevant laws and administrative regulations.*

*The Company, as approved by the document Check and Approval on the Agreement to Change the Establishment of Zheda Lande Scitech Limited (Zhe Shang Shi [2001] No. 64) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology Co., Ltd. Registration for the Company was completed in Zhejiang Administration of Industry and Commerce, and its business license was acquired with the uniform social credit code: 91330000143203737M.*

*The domestic shareholders of the Company: Zhejiang Shenghua Holdings Company Limited\* (浙江升華控股有限公司) and Chen Ping.*

- Note: 1. “MP” refers to “The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses”.*
- 2. “A” refers to “Appendix for Rules of Listing in Hong Kong Stock Exchange”.*

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

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

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

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

- Notes: 1. “MP” refers to “The Pre-requisite Clauses for the Articles of Association of Companies Seeking a Listing Outside the PRC”.
2. “A” refers to “Appendix to the Rules of Listing of Hong Kong Stock Exchange”.

## (2) Article 7

Existing Article 7 of the Articles of Association:

*“These Articles of Association come into effect by the passing of the relevant resolutions at the annual general meeting of the Company held on 8 May 2017. After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.”*

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

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

## (3) Article 20

Existing Article 20 of the Articles of Association:

*“Domestic Shares issued by the Company shall be called “A Shares”. Overseas Listed Foreign-Invested Shares issued by the Company shall be called “H Shares”. H Shares are shares which have been admitted for listing on the Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.”*

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

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

**(4) Article 21**

Existing Article 21 of the Articles of Association:

*“The registered capital of the Company is 506,546,170 ordinary shares, where: (1) 244,421,170 A Shares were issued to the domestic shareholders, (2) 262,125,000 H Shares were issued to H Shareholders.”*

It is proposed that the existing Article 21 be deleted in its entirety and replaced by the following:

*“As approved by the document “Check and Approval on the Agreement to Change the Establishment of Zheda Lande Scitech Limited\* (浙江浙大網新蘭德科技股份有限公司)” (Zhe Shang Shi [2001] No. 64) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, the Company could issue a total of 22,745,200 ordinary shares with par value of RMB1 each at the time of its establishment, and 22,745,200 domestic shares were issued to the promoters, which accounted for 100% of the total number of ordinary shares that the Company could issue. All promoters invested in the Company based on their attributable audited net assets of Hangzhou Lande Electronic Information Technology Co., Ltd.\* (杭州蘭德電子信息技術有限公司) as at 30 June 2001 according to the proportion of their contribution. The promoters and their shareholding were: Chen Ping (陳平) (held 3,639,232 shares, representing 16%), Zhejiang Qware Information Technology Innovation & Consulting Company Limited\* (浙江快威信息技術投資諮詢有限公司) (held 3,411,780 shares, representing 15%), Beijing Guoheng High Technology Holding Co., Ltd.\* (北京國恒科技集團股份有限公司) (held 3,411,780 shares, representing 15%), Zhejiang University Innovation Information Holdings Company Limited\* (浙江浙大網新信息控股有限公司) (held 3,411,780 shares, representing 15%), Shi Chun-hua (施春華) (held 1,649,028 shares, representing 7.25%), Wu Zhong-hao (吳忠豪) (held 1,649,028 shares, representing 7.25%), Chen Guo-cai (陳國才) (held 1,023,534 shares, representing 4.5%), Liu Qiao-ping (劉巧萍) (held 1,023,534 shares, representing 4.5%), Bao Shu-xin (鮑曙新) (held 864,317 shares, representing 3.8%), Wang Jin-cheng (王金成) (held 750,591 shares, representing 3.3%), Wang Lei-bo (王雷波) (held 750,591 shares, representing 3.3%), Chen Chun (陳純) (held 409,413 shares, representing 1.8%), Huo Zhong-hui (霍忠會) (held 409,413 shares, representing 1.8%), Jin Lian-fu (金連甫) (held 341,179 shares, representing 1.5%). ”*

**(5) Article 22**

Existing Article 22 of the Articles of Association:

*“The share capital structure of the Company is 506,546,170 ordinary shares, of which 244,421,170 shares are Renminbi ordinary shares and are not listed, accounting for 48.25% of the issued capital of the Company; 262,125,000 shares are tradable shares without selling restriction, accounting for 51.75% of the issued capital of the Company.”*

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

*“With the approval of the securities regulatory authority of the State Council, the par value of the Company’s share was split into RMB 0.10 per share, and the Company’s issued shares at the time of its establishment changed to 227,452,000 shares after the share split. Thereafter, the Company issued 279,094,170 ordinary shares, including 262,125,000 overseas listed foreign invested shares, which accounted for 51.75% of the total number of ordinary shares that the Company could issue, and 16,969,170 domestic shares issued to specific target.*

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

#### **(6) Article 68**

Existing Article 68 of the Articles of Association:

“.....

*If a shareholder is a recognised clearing house (or its proxy) defined in the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong) (hereinafter referred to as the “Recognised Clearing Houses”), it could authorise one or more persons it considers appropriate as its representative at any shareholders’ general meeting or any class shareholders’ general meeting; however, if more than one person are so authorised, the authorisation letter should specify the number and class of shares relating to each of the authorised persons. The authorised person can represent the Recognised Clearing House (or its proxy) to exercise its rights in the same manner as it is an individual shareholder of the Company.”*

It is proposed that the existing Article 68 be amended as follows:

“.....

*If a shareholder is a recognised clearing house (or its proxy) defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (hereinafter referred to as the “Recognised Clearing Houses”), it could authorise one or more persons it considers appropriate as its representative at any shareholders’ general meeting or any class shareholders’ general meeting; however, if more than one person are so authorised,*

*the authorisation letter should specify the number and class of shares relating to each of the authorised persons. The authorised person can represent the Recognised Clearing House to exercise its rights in the same manner as it is an individual shareholder of the Company.”*

**(7) Article 75**

Existing Article 75 of the Articles of Association:

*“When a shareholder (including a shareholder’s proxy) votes at a general meeting, the voting rights are exercised on the basis of the number of shares with voting rights it represents, and each share has one vote.*

*When a connected transaction is subject to the approval of the shareholders’ general meeting, the connected shareholders of the Company shall abstain from voting; any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. The announcement relating to the poll results of the shareholders’ general meeting shall fully disclose the poll results of the non-connected shareholders.”*

It is proposed that the existing Article 75 be deleted in its entirety and replaced by the following:

*“When a shareholder (including a shareholder’s proxy) votes at a shareholders’ general meeting, the voting rights are exercised on the basis of the number of shares with voting rights it represents, and each share has one vote.*

*Where any shareholder of the Company is required under the GEM Listing Rules to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.*

*When a connected transaction is subject to the approval of the shareholders’ general meeting, the connected shareholders of the Company shall abstain from voting; any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. The announcement relating to the poll results of the shareholders’ general meeting shall fully disclose the poll results of the non-connected shareholders.”*

**(8) Article 83**

Existing Article 83 of the Articles of Association:

*“A shareholders’ general meeting shall be convened by the Chairman of the Board of Directors who shall preside as chairman of the meeting. If the Chairman is unable to attend the meeting for any reason, the Deputy Chairman of the Board of Directors shall convene and take the chair of the meeting. If both the Chairman and Deputy Chairman of the Board of Directors are unable to attend the meeting, then a Director of the Company shall be recommended by the Chairman to convene and take the chair of the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as*

*chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.”*

It is proposed that the existing Article 83 be deleted in its entirety and replaced by the following:

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

**(9) Article 97**

Existing Article 97 of the Articles of Association:

*“.....*

*The minimum notice period for the written notice as regards the intention to nominate a candidate to be appointed as a Director and the willingness of such candidate to accept the nomination shall not be less than 7 days.*

*.....”*

It is proposed that the existing Article 97 be amended as follows:

*“.....*

*The minimum notice period for the written notice as regards the intention to nominate a candidate to be appointed as a Director and the willingness of such candidate to accept the nomination shall not be less than 7 days. Such period shall commence no earlier than the day after the despatch of the notice to convene a shareholders’ general meeting until no late than 7 days before the date of such meeting.*

*.....”*



**(10) Article 98**

Existing Article 98 of the Articles of Association:

“.....

- (8) to decide on the establishment of the Company's internal management organisation;*
- (9) within the authorisation obtained from the shareholders' meeting, to decide on the matters relating to, among others, the external financing, external investment, acquisition/disposal of assets, provision of security, financial management and connected transactions;*
- (10) to appoint or remove the Company's General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and other senior management personnel (including the financial officers) based on the recommendations of the General Manager, and to decide on their emolument;*
- (11) to formulate the Company's basic management system;*
- (12) to formulate proposals for any amendment of the Articles of Association;*
- (13) other functions and powers as authorised in a general meeting and as stipulated in the Articles of Association.*

*Except in relation to items (6), (7), and (12) which require the affirmative vote of more than two-thirds of the Directors, resolutions on any other items may be approved by the affirmative vote of more than half of the Directors.*

.....”

It is proposed that the existing Article 98 be amended as follows:

“.....

- (8) to decide on the establishment of the Company's internal management organisation;*
- (9) to appoint or remove the Company's General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and the financial officers based on the recommendations of the General Manager, and to decide on their emoluments;*
- (10) to formulate the Company's basic management system;*
- (11) to formulate proposals for any amendment to the Articles of Association;*



*(12) to decide on other major issues of the Company other than the matters to be resolved by the shareholders' general meetings as stipulated by the Company Law and the Articles of Association, and to sign relevant important documents;*

*(13) other functions and powers as authorised by the shareholders' general meetings or as stipulated in the Articles of Association.*

*Except in relation to items (6), (7), and (11) which require the affirmative vote of more than two-thirds of the Directors, resolutions on any other items may be approved by the affirmative vote of more than half of the Directors.*

*.....”*

**(11) Article 103**

Existing Article 103 of the Articles of Association:

*“Notice of meetings and special meetings of the Board of Directors shall be delivered by the means and at the times as follows:*

*(1) No notice is required if the timing and venue of the meetings have been decided by the Board of Directors in advance.*

*(2) If the Board of Directors has not decided on the timing and venue of the meetings, the Chairman shall, through the secretary of the Board of Directors, send the notice of the meetings specifying the time and venue of the meetings to all directors and chairman of the Supervisory Committee by telex, cable, facsimile, express delivery service, registered mail or by hand. Such notice shall be delivered at least ten days before the meeting.*

*(3) Such notice shall be in Chinese, and accompanied by the English version when necessary. It shall include the meeting agenda.*

*.....”*

It is proposed that the existing Article 103 be amended as follows:

*“Notice of meetings and special meetings of the Board of Directors shall be delivered by the means and at the times as follows:*

*(1) If the Board of Directors has not decided on the timing and venue of the meetings in advance, the Chairman shall, through the secretary of the Board of Directors, send the notices of the meetings specifying the time and venue of the meetings to all directors and chairman of the Supervisory Committee by telex, cable, facsimile, express delivery service, registered mail or by hand. Such notice shall be delivered at least 10 days before the meeting.*

- (2) *If the situation is urgent and a special meeting of the Board of Directors needs to be convened as soon as possible, a notice of the meeting may be sent by telephone at any time, but the convener should make an explanation at the meeting.*
- (3) *Such notice shall be in Chinese, and accompanied by the English version when necessary. It shall include the meeting agenda.*
- .....”

**(12) Article 137**

Existing Article 137 of the Articles of Association:

*“A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 135 shall not be enforceable against the Company, save in respect of the following circumstances:*

- (1) *the guarantee was provided in connection with a loan which was made to an associate of a Director, Supervisor, General Manager and other senior management personnel of the Company or the Company’s holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan;*
- (2) *the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.”*

It is proposed that the existing Article 137 be deleted in its entirety and replaced by the following:

*“A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 135 shall not be enforceable against the Company, save in respect of the following circumstances:*

- (1) *the guarantee was provided in connection with a loan which was made to an associate of a Director, Supervisor, General Manager, Deputy General Manager and other senior management personnel of the Company or the Company’s holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan;*
- (2) *the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.”*

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

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

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Shenghua Lande Scitech Limited\* (the “**Company**”) will be held at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 22 June 2018 at 4:00 p.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 2017;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017;
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 2017;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2017;
5. To consider and approve the financial report for the year ended 31 December 2017 and the financial budget report for the year ending 31 December 2018;
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;

### **AS SPECIAL RESOLUTIONS**

7. To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in the appendix to the circular of the AGM issued by the Company on 7 May 2018), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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8. To consider and approve that, subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new 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 issue and deal with Domestic Shares and/or H Shares and determine the terms and conditions of issuing in accordance with the status quo of the market during the period as permitted under the general mandate, including to decide on the class and number of Shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the opening and closing date and time of such issue; the class and number of Shares to be issued to current shareholders of the Company; and/or to make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise of the power mentioned above;
  - (2) the number of the Domestic Shares and/or H Shares, separately or collectively, issued and handled (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with (1) above shall not exceed 20% of each of the Domestic Shares or H Shares in issue as at the date of passing of this resolution at the AGM, respectively (the “**20% Limit**”);
  - (3) the Board may within the relevant period make any proposals, enter into any agreements or grant any share options or conversion rights which need to or may need to exercise such rights after the expiry of the relevant period of this mandate;
  - (4) for the purposes of this resolution, the relevant period of this mandate means the period from the passing of this resolution at the AGM until the earliest of: (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required by the Articles of Association or other applicable laws to be held; or (iii) the resolution is revoked or varied in general meeting;
  - (5) the Board be and is hereby authorised to increase the registered share capital and duly make such amendments to the Articles of Association as it thinks fit so as to reflect new capital structure of the Company and the new registered share capital by reference to the manner of the issuance, class and number of Shares issued, as well as the actual situation of the capital structure of the Company after such issuance;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (6) the Board be and is hereby authorised to execute and do or procure to be executed and done, all such things as it may consider necessary in connection with the issue of such Shares so long as the same does not contravene laws, rules or listing rules of the stock exchanges on which the Company is listed, and the Articles of Association; and
- (7) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, regulations or the listing rules of the stock exchanges on which the Company is listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and other relevant authorities are obtained.

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

Huzhou, the PRC, 7 May 2018

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Wednesday, 23 May 2018 to Friday, 22 June 2018 (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 Monday, 21 May 2018 in order to be registered as a Member.
- (3) Members who intend to attend the AGM must complete the reply slip enclosed for use at the AGM, and return to the Company’s mailing address at 17/F., Deqing Shanghai 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 Friday, 1 June 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 Shanghai Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) As regards the holders of H Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (6) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (7) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.

\* *For identification purposes only*