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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)**

## **INSIDE INFORMATION**

### **POSSIBLE FORMATION OF THE PROPOSED JOINT VENTURE COMPANY**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

### **POSSIBLE FORMATION OF THE PROPOSED JOINT VENTURE COMPANY**

On 31 January 2019, the Board has approved the entering by Increator Technology (a wholly-owned subsidiary of the Company) into the Proposed Investment Agreement with Guiguang Network in relation to the possible formation of the Proposed Joint Venture Company in Guizhou Province for the purpose of the construction and operation of the Guifutong Platform and the related value-added application service platform and big data platform. Pursuant to the Proposed Investment Agreement, the registered capital of the Proposed Joint Venture Company, if established, shall be RMB50,000,000 and its shareholding ratio shall be 33% to Increator Technology and 67% to Guiguang Network. The Board anticipates that the Proposed Investment Agreement will be signed upon the approval by the relevant state-owned assets supervision and administration department.

### **GEM LISTING RULES IMPLICATIONS**

In the event that the Proposed Joint Venture Company materialises, it may constitute a notifiable transaction of the Company under the GEM Listing Rules. Further announcement(s) in relation to the Proposed Joint Venture Company will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

**The Board wishes to emphasise that the Proposed Investment Agreement is still subject to the formal approval by the relevant government authority of the PRC and no binding agreement in relation to the Proposed Joint Venture Company has been entered into by the Group as at the date of this announcement. Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

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## **REASONS FOR AND BENEFITS OF THE PROPOSED JOINT VENTURE COMPANY**

The Group is principally engaged in (i) the provision of telecommunication solutions; (ii) the trading of hardware and computer software; (iii) the provision of telecommunication value-added services; and (iv) the provision of smart city solutions.

In order to accelerate its business development in the mobile Internet industry, the Group acquired Increator Technology in February 2018 and commenced the smart city solutions business, which comprised mainly the research and development and the construction of smart city service platforms such as the Citizen Card\* (市民卡) systems. The Group has been considering venturing into new area of the smart city solutions business, such as operation of the service platforms to broaden its source of revenue thereby creating greater value for the Company's shareholders. The possible formation of the Proposed Joint Venture Company will enable the Group to take part in the operation of the Guifutong Platform, the smart city service platform for Guizhou Province, and further enhance its business development. The Group would also benefit financially as a shareholder and a provider of solutions and value-added services of the Proposed Joint Venture Company. The Board believes that the Proposed Joint Venture Company, should it be materialised, would be beneficial and in the interests of the Company and its shareholders as a whole.

## **INFORMATION OF GUIGUANG NETWORK**

Guiguang Network is a joint stock company incorporated in the PRC with limited liability and its shares are listed on the Shanghai Stock Exchange. Guiguang Network is principally engaged in the construction and operation of television broadcasting networks, including the broadcasting and viewing services of television programs, the development and operation of digital television value-added business, data business, cable television related engineering and installation, program transmission, etc., with business area covers the entire territory of Guizhou Province; and, with the authorisation of the relevant government authorities, the construction and operation of the Guifutong Platform. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Guiguang Network and its ultimate beneficial owners (where applicable) are Independent Third Parties.

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## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“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
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guifutong Platform”	貴服通平台, that is, National Broadcasting and Television Gold Card Platform – Guizhou Provincial Platform* (國家廣電金卡平台 – 貴州省平台), a large-scale software platform that provides smart city services, providing basic services, extended value-added applications and services (including but not limited to digital television supporting, mobile Internet and Internet services, urban services and big data services, etc.) for unified cards (一卡通) (including but not limited to resident health cards and broadcasting and television gold card (廣電金卡), etc.) and electronic payment in Guizhou Province

“Guiguang Network”	Guizhou BC & TV Information Network CO., LTD* (貴州省廣播電視信息網絡股份有限公司), a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increator Technology”	Increator Technology Co., Ltd.* (浙江創建科技有限公司), a whole-owned subsidiary of the Company incorporated in the PRC with limited liability
“Independent Third Parties”	third parties independent of the Company and connected persons of the Company and “Independent Third Party” shall be construed accordingly
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Investment Agreement”	the investment agreement proposed to be entered into between Increator Technology and Guiguang Network in relation to the possible formation of the Proposed Joint Venture Company
“Proposed Joint Venture Company”	Guifutong Network Technology Co., Ltd.* (貴服通網絡科技有限責任公司), a company proposed to be incorporated in the PRC with limited liability by Increator Technology and Guiguang Network according to the Proposed Investment Agreement in Guiyang City, Guizhou Province (subject to the final approval from the relevant PRC government authorities and registration of final name)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

By order of the Board  
**Shenghua Lande Scitech Limited\***  
**Qi Jinsong**  
*Chairman and Chief Executive Officer*

Huzhou City, the PRC, 1 February 2019

*As at the date of this announcement, the Board 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 GEM Listing Rules 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*