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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)

ANNOUNCEMENT

**(1) PROPOSED CHANGE OF THE SUPERVISORS;
(2) PROPOSED CHANGE OF THE BUSINESS SCOPE;
AND**

(3) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF THE SUPERVISORS

Mr. Chen Jian (陳劍) due to his other work engagements has tendered his resignation as the Supervisor and the chairman of the Supervisory Committee with effect from the close of the AGM, when the new Supervisor is elected and takes office. Mr. Yu Hui (俞匯) due to his other work engagements has tendered his resignation as the Supervisor with effect from the close of the AGM, when the new Supervisor is elected and takes office. The Supervisory Committee resolved to propose Mr. Lu Weifeng (盧偉鋒) and Ms. Shen Xiaofen (沈小芬) to be nominated for, and elected as members of the Supervisory Committee.

PROPOSED CHANGE OF THE BUSINESS SCOPE

In view of the actual situation and the operation development needs of the Company and to cater for the further development of the e-commerce supply chain services and other e-commerce businesses, the Board proposed to change the Business Scope.

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; (iv) the provision of smart city solutions; and (v) the provision of e-commerce supply chain services. The proposed change in the Business Scope as mentioned above is merely for the purposes of increasing the flexibility and efficiency in the operations and the strategic development of the Group. The Directors have no present plan to make any material changes to the current principal business activities of the Group.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Taking into account the proposed change of the Business Scope, the Board proposed to make corresponding amendment to the Articles of Association.

The proposed appointment of the new Supervisors will be put forward for approval by the Shareholders by way of ordinary resolutions at the AGM, and the proposed change of the Business Scope and the proposed amendment to the Articles of Association will be put forward for approval by the Shareholders by way of special resolution at the AGM. A circular containing, among other things, the details of the aforementioned Resolutions and the notice of the AGM will be despatched to the Shareholders in due course.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Shenghua Lande Scitech Limited* (the “**Company**”) hereby announces that it will propose, among others, the following resolutions (the “**Resolutions**”) at the forthcoming annual general meeting (the “**AGM**”) of the Company to approve: (i) the proposed appointment of the new supervisors (the “**Supervisor(s)**”) of the Company; (ii) the proposed change of the business scope (the “**Business Scope**”) of the Company; and (iii) the proposed amendment to the articles of association (the “**Articles of Association**”) of the Company.

PROPOSED CHANGE OF THE SUPERVISORS

Mr. Chen Jian (陳劍) due to his other work engagements has tendered his resignation as the Supervisor and the chairman of the supervisory committee (the “**Supervisory Committee**”) of the Company with effect from the close of the AGM, when the new Supervisor is elected and takes office.

Mr. Yu Hui (俞匯) due to his other work engagements has tendered his resignation as the Supervisor with effect from the close of the AGM, when the new Supervisor is elected and takes office.

The Supervisory Committee resolved to propose Mr. Lu Weifeng (盧偉鋒) and Ms. Shen Xiaofen (沈小芬) to be nominated for, and elected as members of the Supervisory Committee.

Details of the above proposed new Supervisors are set out as below:

(1) Mr. Lu Weifeng (盧偉鋒)

Mr. Lu, aged 39, completed the undergraduate study at University of Chongqing (重慶大學) majoring in professional public service management in July 2010. Since July 1999 till present, Mr. Lu has served successively as the executive, the deputy manager, the deputy general manager of the investment and development department and the general manager of the strategic investment department of Shenghua Group Holdings Co., Ltd.* (升華集團控股有限公司) (“**Shenghua Group Holdings**”). Since March 2015 till present, Mr. Lu has been a director and manager of Zhejiang Zheke Shenghua Venture Capital Co., Ltd.* (浙江浙科升華創業投資有限公司). Since June 2016 till present, Mr. Lu has been a director of Bailida Solar Co., Ltd.* (百力達太陽能股份有限公司). Since June 2016 till present, Mr. Lu has been a director of Hangzhou Tiandi Digital Technology Co.,

Ltd.* (杭州天地數碼科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300743). Since September 2018 till present, Mr. Lu has been a director of Zhejiang Shenghua Yunfeng New Materials Co., Ltd.* (浙江升華雲峰新材股份有限公司).

Subject to the approval by the shareholders (the “**Shareholders**”) of the Company at the AGM, Mr. Lu will enter into a service contract with the Company and the term of office of Mr. Lu as the Supervisor will be from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee. His remuneration as the Supervisor will be determined based on the Company’s remuneration policy and with reference to his workload and responsibilities.

As at the date of this announcement, Mr. Lu does not have any interest in the shares (the “**Shares**”) of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”). As at the date of this announcement, save as disclosed above, Mr. Lu (a) has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Lu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

(2) Ms. Shen Xiaofen (沈小芬)

Ms. Shen, aged 46, 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 the deputy manager of the finance department of Zhejiang Shenghua Biok Biology Co., Ltd. (浙江升華拜克生物股份有限公司). 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 till present, Ms. Shen has served as the deputy general manager of the audit and supervision department of Shenghua Group Holdings.

Subject to the approval by the Shareholders at the AGM, Ms. Shen will enter into a service contract with the Company and the term of office of Ms. Shen as the Supervisor will be from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee. Her remuneration as the Supervisor will be determined based on the Company’s remuneration policy and with reference to her workload and responsibilities.

As at the date of this announcement, Ms. Shen does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the date of this announcement, save as disclosed above, Ms. Shen (a) has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (b) did not hold any directorship in the last three years

in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Ms. Shen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

PROPOSED CHANGE OF THE BUSINESS SCOPE

In view of the actual situation and the operation development needs of the Company and to cater for the further development of the e-commerce supply chain services and other e-commerce businesses, the Board proposed to change the Business Scope as follows:

Current Business Scope

Technology development and pertinent services; computer software development, network engineering; sales of self-produced products.

Proposed new Business Scope

Technology development and services, computer software development, network engineering, sales of self-produced products, economic information consulting, enterprise management consulting, financial information consulting, enterprise marketing planning, data processing technology services, design, production, agency for domestic advertising, domestic tourism business, inbound tourism business (operating with license), ticketing agent (excluding aviation), operation of value-added telecommunications business (operating with license), precious metals, knitted textiles, clothing, bags, shoes and hats, daily necessities, handicrafts, culture supplies, sporting goods, office supplies, photographic equipment, cosmetics, sanitary products, furniture, jewellery, instruments, ceramics, watches, glasses, primary edible agricultural products, pet supplies, household appliances, lamps, communication equipment and accessories, electronic products and accessories, sales of computer software and hardware and accessories, food business (operating with license), wholesale and retail of publications (operating with license), engaged in import and export business.

The Company and its subsidiaries (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; (iv) the provision of smart city solutions; and (v) the provision of e-commerce supply chain services. The proposed change in the Business Scope as described above is merely for the purposes of increasing the flexibility and efficiency in the operations and the strategic development of the Group. The Directors have no present plan to make any material changes to the current principal business activities of the Group.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Taking into account the proposed change of the Business Scope, the Board proposed to make corresponding amendment to the Articles of Association as follows:

Article 14

Existing Article 14 of the Articles of Association:

“The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered.

Business scope of the Company includes: technology development and pertinent services; computer software development, network engineering; sales of self-produced products.”

It is proposed that the existing Article 14 be deleted in its entirety and replaced by the following:

“The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered.

Business scope of the Company includes: technology development and services, computer software development, network engineering, sales of self-produced products, economic information consulting, enterprise management consulting, financial information consulting, enterprise marketing planning, data processing technology services, design, production, agency for domestic advertising, domestic tourism business, inbound tourism business (operating with license), ticketing agent (excluding aviation), operation of value-added telecommunications business (operating with license), precious metals, knitted textiles, clothing, bags, shoes and hats, daily necessities, handicrafts, culture supplies, sporting goods, office supplies, photographic equipment, cosmetics, sanitary products, furniture, jewellery, instruments, ceramics, watches, glasses, primary edible agricultural products, pet supplies, household appliances, lamps, communication equipment and accessories, electronic products and accessories, sales of computer software and hardware and accessories, food business (operating with license), wholesale and retail of publications (operating with license), engaged in import and export business.”

Save for the proposed amendment to the Articles of Association set out above, other provisions in the Articles of Association remain unchanged. The Company confirms that the proposed amendment to the Articles of Association will not affect the existing businesses and operations of the Group.

The 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.

AGM

The proposed appointment of the new Supervisors will be put forward for approval by the Shareholders by way of ordinary resolutions at the AGM, and the proposed change of the Business Scope and the proposed amendment to the Articles of Association will be put forward for approval by the Shareholders by way of special resolution at the AGM. A circular containing, among other things, the details of the aforementioned Resolutions and the notice of the AGM will be despatched to the Shareholders in due course.

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

Huzhou City, the People's Republic of China, 15 March 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 for at least 7 days from the day of its posting and on the website of the Company at www.landpage.com.cn.

* For identification purposes only