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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board would like to announce that it proposes to make certain amendments to the Articles of Association.

This announcement is made by Shenghua Lande Scitech Limited\* (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

According to the Company Law of the People's Republic of China (the “**PRC**”), Official Reply of the State Council on the Adjustments of the Regulations of the Notice Period for Holding Shareholders' Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (China Securities Regulatory Commission Announcement [2019] No. 22) (《H股公司境內未上市股份申請「全流通」業務指引》(中國證券監督管理委員會公告[2019]22 號)) and other regulatory requirements, taking into account the actual situation of the Company and its operation and development needs, and to improve the flexibility and efficiency of the Company's operations, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to make certain amendments to the Articles of Association (the “**Articles of Association**”) of the Company.

Details of the proposed amendments to the Articles of Association are set out as follows:

## **(1) Article 1**

Existing Article 1 of the Articles of Association:

*“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) and 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”.

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 in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the “Special Provisions for Listing Abroad”) and the Interim Provisions on Setting Foreign Invested Joint Stock Limited Company (《關於設立外商投資股份有限公司若干問題的暫行規定》) and other relevant laws and administrative regulations.*

*The Company, as approved by the document “Check and Approval on the Agreement to the Conversion and 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) (《關於同意變更設立浙江浙大網新蘭德科技股份有限公司的批覆》(浙上市[2001]64 號)) 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 Provincial Market Supervision Administration on 20 September 2001, and its business license was issued with the uniform social credit code: 91330000143203737M.

Notes: 1. “MP” refers to “Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》)”.

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 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.”*

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

*“The Articles of Association come into effect by the passing of the relevant resolution at the annual general meeting of the Company, and replace the Articles of Association and amendments originally registered and filed with the Market Supervision and Administration Department.”*

## **(3) Article 19**

Existing paragraph 1 of Article 19 of the Articles of Association:

*“Shares which the Company issues to Domestic Investors for subscription in RMB are called “Domestic Shares”; shares which the Company issues to Foreign Investors for subscription in foreign currencies are called “Foreign Shares”. Foreign Shares which are listed overseas are called “Overseas Listed Foreign Shares”.”*

It is proposed that paragraph 1 of the existing Article 19 be deleted in its entirety and replaced by the following:

*“Shares which the Company issues to the Domestic Investors for subscription in Renminbi are called the “Domestic Shares”; shares which the Company issues to the foreign investors for subscription in foreign currencies are called the “Foreign Shares”. Foreign Shares which are listed overseas are called the “Overseas Listed Foreign Shares”. Foreign Shares which are not listed overseas are called the “Unlisted Foreign Shares. Domestic Shares and Unlisted Foreign Shares are collectively called the “Unlisted Shares”. The Unlisted Shares, having been approved by the securities regulatory authority of the State Council to be listed and traded overseas and have gone through the registration procedures, and the Overseas Listed Foreign Shares are collectively called the “Overseas Listed Shares”. The Unlisted Shareholders and Overseas Listed Shareholders are ordinary shareholders, and have the same obligations and rights.”*

#### **(4) Article 20**

Existing Article 20 of the Articles of Association:

*“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.”*

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

*“Overseas Listed 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”), the par value of which is denominated in Renminbi and which are subscribed for and/or traded in Hong Kong dollars are called the “H Shares”.*

*Upon the approval of the securities regulatory authority of the State Council, the Unlisted Shareholders of the Company can transfer all or part of the shares held to overseas investors, and be listed and traded on overseas stock exchanges. The conversion of all or part of the Unlisted Shares into Overseas Listed Shares and the listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulations and requirements of the overseas stock markets. The overseas listing and trading of the afore-mentioned converted shares do not need to be voted at shareholders’ general meeting and class shareholders meetings.*

*Once the Unlisted Shares are approved for overseas listing and trading, the class of shares will be converted to Overseas Listed Shares on the date of completion of the registration of the relevant shares in the overseas market, upon fulfilling the formalities of the share registration agencies and other institutes in the place of overseas listing, and will be the same class of shares as the original Overseas Listed Foreign Shares.”*

#### **(5) Article 22**

Existing Article 22 of the Articles of Association:

*“With the approval of the securities regulatory authority of the State Council, the par value of the Company’s share was split into RMB0.10 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.”*

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 RMB0.10 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 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 Domestic Shareholders hold 244,421,170 Domestic Shares, and the Overseas Listed Shareholders hold 262,125,000 Overseas Listed Shares.”*

## **(6) Article 28**

Existing Article 28 of the Articles of Association:

*“Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares shall be purchased, sold, donated, inherited and charged on in accordance with the PRC laws and the Company’s Articles of Association. The transfer and transmission of the shares shall be registered in accordance with the relevant regulations.”*

It is proposed that the existing Article 28 be deleted in its entirety and replaced by the following:

*“The Domestic Shares and Overseas Listed Shares of the Company shall be traded, donated, inherited and charged in accordance with the PRC laws and the Articles of Association. The transfer and transmission of the shares of the Company shall undergo the transfer procedures in accordance with the relevant regulations.”*

## **(7) Article 32**

Existing Article 32 of the Articles of Association:

*“The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the State, repurchase its outstanding shares under the following circumstances:*

- (1) cancellation of shares for the purposes of reducing its capital;*
- (2) merging with another company that holds shares in the Company;*
- (3) other circumstances permitted by laws and administrative regulations.”*



It is proposed that the existing Article 32 be deleted in its entirety and replaced by the following:

*“The Company shall not purchase the Company’s shares. However, under the following circumstances, the Company, approved by the procedures stipulated in the Articles of Association and reported to and approved by relevant State authorities, can repurchase its outstanding shares in accordance with the laws and regulations or relevant regulations of the place where the shares are listed:*

- (1) cancelling of shares for the purposes of reducing its registered capital;*
- (2) merging with another company that holds shares in the Company;*
- (3) using the shares for employee stock ownership plans or equity incentives;*
- (4) shareholders disagreeing with the resolution for the merger and division of the Company made by the shareholders’ general meeting, and requesting the Company to acquire their shares;*
- (5) using the shares for redemption of convertible corporate bonds issued by the listed Company;*
- (6) maintaining company value and shareholders’ interests by the listed Company as and when necessary;*
- (7) other circumstances permitted by laws and administrative regulations.*

*Where the Company acquires the shares of the Company due to the circumstances specified in items (1) and (2) of the preceding paragraph, it shall be subject to a resolution of the shareholders’ general meeting; where the Company acquires the shares of the Company due to the circumstances specified in items (3), (5) and (6) of the preceding paragraph, it can be, in accordance with the provisions of the Articles of Association or authorisation by the shareholders’ general meeting, resolved by a meeting of the board of directors with the attendance of more than two-thirds of the directors.*

*Where the listed Company acquires the shares of the Company, it shall fulfill the obligation of information disclosure in accordance with the provisions of the Securities Law of the People’s Republic of China. Where the listed Company acquires the shares of the Company due to the circumstances specified in items (3), (5), and (6) of paragraph 1 of this Article, it shall proceed through an open centralised transaction.”*

## **(8) Article 43**

Existing Article 43 of the Articles of Association:

*“The Domestic Shares issued by the Company shall registered and be in the custody of China Securities Depository and Clearing Corporation Limited, pursuant to the relevant regulations relating to the non-overseas listed shares of the overseas listed companies.*

*The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organisations, maintain the register of shareholders of Overseas Listed Foreign Shares overseas and appoint overseas agents to manage such register of shareholders. Such original register of shareholders of Overseas Listed Foreign Shares listed in Hong Kong shall be kept in Hong Kong.*

*A duplicate register of shareholders for the holders of Overseas Listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agents shall ensure consistency between the original and the duplicate register of shareholders at all times.*

*If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas Listed Foreign Shares, the original register of shareholders shall prevail."*

It is proposed that the existing Article 43 be deleted in its entirety and replaced by the following:

*"The Domestic Shares issued by the Company shall be registered and be in the custody of China Securities Depository and Clearing Corporation Limited, pursuant to the relevant regulations relating to the non-overseas listed shares of the overseas listed companies.*

*The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain the Overseas Listed Shareholders register overseas and appoint overseas agents to manage such shareholders register. The original H Shareholders register shall be kept in Hong Kong.*

*A duplicate Overseas Listed Shareholders register shall be maintained at the Company's premises. The appointed overseas agents shall ensure consistency between the original and duplicate Overseas Listed Shareholders register at all times.*

*If there is any inconsistency between the original and duplicate copy of the Overseas Listed Shareholders register, the original register shall prevail."*

## **(9) Article 44**

Existing Article 44 of the Articles of Association:

*"The Company shall have a complete register of shareholders.*

*It shall comprise the following parts:*

- (1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);*

- (2) *the registers of holders of Overseas Listed Foreign Shares maintained at the place of the securities exchanges on which the shares are listed, it is required that where any such shares are listed on Hong Kong Stock Exchange, the register in relation to such listed shares shall be maintained in Hong Kong;*
- (3) *the register of shareholders which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares."*

It is proposed that the existing Article 44 be deleted in its entirety and replaced by the following:

*"The Company shall have a complete shareholders register.*

*It shall comprise the following parts:*

- (1) *the shareholders register which is maintained at the Company's premises (other than those shareholders registers which are described in sub-paragraphs (2) and (3) of this Article);*
- (2) *the Overseas Listed Shareholders register maintained at the places of the securities exchanges on which the shares are listed;*
- (3) *the shareholders register which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares."*

#### **(10) Article 47**

Existing Article 47 of the Articles of Association:

*"Changes from shares transfer may not be entered in the shareholder registers thirty (30) days prior to the date of a shareholder's general meeting or five (5) days ahead the record date set for the purpose of distribution of dividends."*

It is proposed that the existing Article 47 be deleted in its entirety and replaced by the following:

*"While there are requirements by the PRC laws and regulations and relevant stock exchanges or regulatory authorities of the places where the Company's stock is listed, on the book closure arrangement prior to convening of shareholders' general meetings or the record dates for the Company's dividend distributions, the Company should comply with the requirements."*



## **(11) Article 50**

Paragraph 3 of existing Article 50 of the Articles of Association:

*“Application by a holder of Overseas Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas Listed Foreign Shares is maintained, the rules of the stock exchange or other relevant regulations.”*

It is proposed that paragraph 3 of the existing Article 50 be deleted in its entirety and replaced by the following:

*“Application by a Overseas Listed Shareholder, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original Overseas Listed Shareholders register is maintained.”*

## **(12) Article 62**

Existing Article 62 of the Articles of Association:

*“Forty-five (45) days notice of general meetings shall be given to each shareholder by corporate communication, and the notice should include the date, time and place of the meeting to be held to the shareholder as recorded in the register of shareholders. For shareholders who intend to attend the shareholders’ meetings should give a written notice to the Company for twenty (20) days before the date of the shareholders’ meetings.”*

It is proposed that the existing Article 62 be deleted in its entirety and replaced by the following:

*“A twenty (20) business days’ (the day on which the Hong Kong Stock Exchange opens for securities trading) prior written notice for convening an annual general meeting, and a ten (10) business days’ or fifteen (15) days’ (whichever is the longer) prior written notice for convening an extraordinary general meeting, shall be given to notify all shareholders the matters to be considered, date and place of the meeting.”*

## **(13) Article 63**

Existing Article 63 of the Articles of Association:

*“In an annual general meeting of the Company, shareholders holding more than five per cent. (including 5%) of total voting shares of the Company are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.”*

It is proposed that the existing Article 63 be deleted in its entirety and replaced by the following:

*“When the Company convenes an annual general meeting of the shareholders, shareholders holding more than three per cent. (3%) (including 3%), in aggregate or alone, of total voting shares of the Company are entitled to propose new resolutions to the Company in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.”*

#### **(14) Article 64**

Paragraph 1 of existing Article 64 of the Articles of Association:

*“Based on the written replies received twenty (20) days before a shareholders’ general meeting, the Company shall calculate the number of shares represented by the shareholders who have intention to attend the general meeting. Where the number of voting shares represented by those shareholders reaches half of the Company’s total number of such shares, the Company may convene the shareholders’ general meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the motions to be considered, the date and place of the meeting by means of public announcement. After making the announcement, the shareholders’ general meeting may be convened.”*

It is proposed that paragraph 1 of the existing Article 64 be deleted in its entirety.

#### **(15) Article 66**

Paragraph 2 of existing Article 66 of the Articles of Association:

*“The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the State Council Securities Policy Committee within the interval of forty five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic Invested Shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.”*

It is proposed that paragraph 2 of the existing Article 66 be deleted in its entirety and replaced by the following:

*“The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such announcement, all Domestic Shareholders shall be deemed to have received the notice of the relevant shareholders’ general meeting.”*

## **(16) 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 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.”*

It is proposed that paragraph 2 to be added to the existing Article 83 as follows:

*“If the board of directors cannot perform or fails to perform the duties of convening a general meeting of the shareholders, the supervisory committee shall convene and preside over the meeting in a timely manner. If the supervisory committee does not convene and preside over the meeting, shareholders who hold more than 10% of the Company’s shares individually or collectively for more than ninety (90) consecutive days may convene and preside over the meeting themselves.”*

## **(17) Article 88**

Paragraph 1 of existing Article 88 of the Articles of Association:

*“Those shareholders who hold different classes of shares are class shareholders. Holders of Domestic Shares and Overseas-Listed H Shares are, among others, shareholders of different classes.”*

It is proposed that paragraph 1 of the existing Article 88 be deleted in its entirety and replaced by the following

*“Those shareholders who hold different classes of shares are class shareholders. The Domestic Shareholders and Overseas Listed Shareholders are, among others, different class shareholders”*

## **(18) Article 89**

Existing Article 89 of the Articles of Association:

*“Any proposal by the Company to vary or abrogate the rights conferred on any classified shareholders must be approved by a special resolution of the shareholders’ general meeting and by the classified shareholders affected at a separate meeting convened in accordance with Articles 91 to 95.”*

It is proposed that the existing Article 89 be deleted in its entirety and replaced by the following:

*“Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders’ general meeting and by the class shareholders affected at separate shareholders’ meetings convened in accordance with Articles 91 to 95 of the Articles of Association.*

*If changes in domestic and overseas laws, administrative regulations, and listing rules of the place of listing and decisions made by domestic and overseas regulatory authorities in accordance with law result in changes or abrogation of the rights of class shareholders, no approval from the shareholders’ general meeting or class shareholders meetings is required.*

*The transfers of all or part of the shares held by the Domestic Shareholders of the Company to overseas investors and the overseas listing and trading of the shares, or the conversion of all or part of the Domestic Shares into Overseas Listed Shares and the listing and trading in overseas stock exchanges should not be considered as the Company’s intention to change or abrogate the rights of class shareholders.”*

#### **(19) Article 90**

Existing Article 90 of the Articles of Association:

*“The rights of classified shareholders are deemed to be varied or abrogated in the following circumstances:*

- (1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or privileges equal or superior to the shares of such class;*
- (2) the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange;*
- (3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;*
- (4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class;*
- (5) the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;*
- (6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;*

- (7) the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (8) the imposition of restrictions or additional restrictions on the transfer of ownership of the shares of such class;*
- (9) the issue of rights to subscribe for, or convert into, shares of such class or another class;*
- (10) the increase in rights or privileges of shares of another class;*
- (11) the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring;*
- (12) the variation or abrogation of the provisions of this chapter.”*

It is proposed that the existing Article 90 be deleted in its entirety and replaced by the following:

*“Except as otherwise provided by the laws, administrative regulations and Articles of Association, the rights of class shareholders are deemed to be varied or abrogated in the following circumstances:*

- (1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (2) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into the shares of such class or conferring such rights of conversion;*
- (3) the removal or reduction of rights to accrued dividends or cumulated dividends attached to the shares of such class;*
- (4) the reduction or removal of rights for a dividend preference or a liquidation preference attached to the shares of such class;*
- (5) the increase, removal or reduction of conversion, option, voting, transfer, pre-emptive rights, and rights to acquire securities of the Company attached to the shares of such class;*
- (6) the removal or reduction of rights to receive amounts payable by the Company in specific currencies attached to the shares of such class;*
- (7) the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;*
- (8) the imposition of restrictions or additional restrictions on the transfer or ownership of the shares of such class;*

- (9) *the issue of rights to subscribe for, or convert into, shares of such class or another class;*
- (10) *the increase in rights or privileges of shares of another class;*
- (11) *the restructuring scheme of the Company which will result in shareholders of different classes bearing disproportionate responsibilities of such restructuring;*
- (12) *the variation or abrogation of the provisions of this chapter.”*

## **(20) Article 93**

Existing Article 93 of the Articles of Association:

*“Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.*

*If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.”*

It is proposed that the existing Article 93 be deleted in its entirety and replaced by the following:

*“When the Company convenes a class shareholders meeting, the time limit for issuing the written notice shall be the same as the time limit for the written notice for non-class shareholders’ general meeting to be convened together with the class shareholders meeting. The written notice shall inform all registered class shareholders the matters to be considered, time and place of the meeting.”*

## **(21) Article 102**

Paragraph 1 of existing Article 102 of the Articles of Association:

*“The Board of Directors shall hold at least two regular meetings each year. The Board meetings shall be convened by the Chairman and all directors shall be notified 10 days earlier than the meeting. Upon anything urgent, an extraordinary Board meeting can be held under the proposal by more than 3 Directors, more than 2 Independent Directors or the General Manager.”*



It is proposed that paragraph 1 of the existing Article 102 be deleted in its entirety and be replaced by the following:

*“The board of directors shall hold at least two meetings each year, which shall be convened by the chairman, and all directors shall be notified ten (10) days prior to the convention of the meeting. When there is an emergency, an extraordinary board meeting can be convened when proposed by shareholders representing more than one tenth (1/10) of the voting rights, more than one third (1/3) of the directors or supervisory committee, more than three (3) directors, more than two (2) independent directors or the general manager. The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days after receiving the proposal”*

## **(22) Article 145**

Paragraph 2 of existing Article 145 of the Articles of Association:

*“The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty one (21) days before the date of every annual general meeting of the shareholders.”*

It is proposed that paragraph 2 of the existing Article 145 be deleted in its entirety and replaced by the following:

*“The Company shall deliver or send to each Overseas Listed Shareholder by paid mail at the address registered in the shareholders register the afore-mentioned reports not later than twenty one (21) days before the date of an annual general meeting of the shareholders.”*

## **(23) Article 157**

Existing Article 157 of the Articles of Association:

*“Dividends of ordinary shares shall be denominated and declared in RMB. Dividends of Domestic Shares shall be paid in RMB. Dividends of Foreign Shares shall be denominated and declared in RMB, but shall be paid in the currency of the place where these Foreign Shares are listed (or, if there is more than one such place, of the place where those Foreign Shares maintain a primary listing as determined by the Board of Directors).*

*Foreign currency required by the company for payment of dividends or other sum to holders of Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State.”*

It is proposed that the existing Article 157 be deleted in its entirety and replaced by the following:

*“The dividends and other payments payable by the Company to the Domestic Shareholders shall be denominated and declared in Renminbi, and paid in Renminbi. The dividends and other payments payable by the Company to the Overseas Listed Shareholders shall be denominated and declared in Renminbi, and paid in the currency of the place of listing of the Company’s Overseas Listed Shares (if the Company has more than one listing place, in the currency of the main listing place of the Foreign Shares as determined by the Company’s board of directors).”*

*Foreign currency required by the Company for payments to Overseas Listed Shareholders shall be handled in accordance with the relevant regulations of the State on foreign exchange control.”*

#### **(24) Article 159**

Paragraph 1 of existing Article 159 of the Articles of Association:

*“The Company shall appoint recipient agents for holders of foreign investment shares listed outside the People’s Republic of China to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of foreign investment shares listed outside the People’s Republic of China.”*

It is proposed that paragraph 1 of the existing Article 159 be deleted in its entirety and replaced by the following:

*“The Company shall appoint recipient agents for the Overseas Listed Shareholders to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the Overseas Listed Shares.”*

#### **(25) Article 167**

Paragraph 3 of existing Article 167 of the Articles of Association:

*“Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of such statement by postage pre-paid mail to each of the holders of the overseas listed foreign shares at its registered address contained in the shareholders’ register.”*

It is proposed that paragraph 3 of the existing Article 167 be deleted in its entirety and replaced by the following:

*“Where an afore-mentioned written notice is deposited, the Company shall within fourteen (14) days send a copy of the notice to the relevant authority. If the notice contains a statement mentioned in item (2) of the preceding paragraph, the Company shall keep a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of the afore-mentioned statement by postage paid mail to each Overseas Listed Shareholder at the address registered in the shareholders register.”*

## **(26) Article 171**

Paragraph 2 of existing Article 171 of the Articles of Association:

*“The resolutions relating to the merger or division of the Company shall be made into a special document available for the inspection of the shareholders of the Company. To overseas shareholders, the aforesaid document should be sent by prepaid mail to such address of the shareholders registered in the register of members of the Company.”*

It is proposed that paragraph 2 of the existing Article 171 be deleted in its entirety and replaced by the following:

*“The resolutions relating to the merger or division of the Company shall be made into a special document available for inspection by the shareholders. For Overseas Listed Shareholders, the aforesaid document should be sent by mail to the addresses registered in the shareholders register.”*

## **(27) Article 185**

Existing Article 185 of the Articles of Association:

*“The Company shall abide by the following principles for dispute resolution:*

- (1) Whenever any disputes or claims arise between: holders of the Overseas Listed Foreign Shares and the Company; holders of the Overseas Listed Foreign Shares and the Company’s Directors, Supervisors, General Manager or other senior management personnel; or holders of the Overseas Listed Foreign Shares and holders of Domestic Shares, in relation to the affairs of the Company arising as a result of any rights or obligations arising from the Articles of Association, the Company Law, Special Regulations or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.*

*Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company's shareholders, Directors, Supervisors, General Manager or other senior management personnel, comply with the decisions made in the arbitration.*

*Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.*

- (2) *A claimant may elect for arbitration to be carried out at either at the China International Economic and Trade Arbitration Commission in accordance with its Rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.*

*If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.*

- (3) *If any disputes or claims of rights are settled by means of arbitration in accordance with subparagraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.*
- (4) *The judgement of an arbitral body shall be final and conclusive and binding on all parties."*

It is proposed that the existing Article 185 be deleted in its entirety and replaced by the following:

*"The Company shall comply with the following principles for dispute resolution:*

- (1) *Whenever any disputes or claims of rights arise between: the Overseas Listed Shareholders and the Company; the Overseas Listed Shareholders and the Company's Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel; the Overseas Listed Shareholders and Domestic Shareholders, in relation to the affairs of the Company arising as a result of any rights or obligations under the Articles of Association, the Company Law or other relevant laws and administrative regulations, such disputes or claims of rights shall be referred by the relevant parties to arbitration.*

*Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim of rights or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall, where such person is the Company or the Company's shareholders, Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel, comply with the decisions made in the arbitration.*

*Disputes in respect of the definition of shareholders and disputes in relation to the shareholders register need not be resolved by arbitration.*

- (2) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must conduct the arbitration at the arbitration institution selected by the applicant.*

*If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.*

- (3) If any disputes or claims of rights arose under the situations as mentioned in paragraph (1) of this Article are to be settled by means of arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.*
- (4) The judgement of the arbitration institution shall be final and conclusive and binding on all parties.”*

## **(28) Article 186**

Existing Article 186 of the Articles of Association:

*“Unless otherwise stipulated in the Articles of Association, the notices, information or written statements to the H Shareholders shall be delivered by courier or by mail, according to the address registered in the shareholder register (including address outside Hong Kong), to such shareholders. The notices to H shareholders should be mailed in Hong Kong wherever possible. The newspapers and periodicals used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations. If announcements are issued to holders of foreign listed shares in accordance with the Articles of Association, the relevant announcements should also be posted on “newspapers and periodicals” specified or required by the listing rules of Hong Kong Stock Exchange pursuant to their definition contained in the said listing rules. The notices issued by the Company to domestic shareholders*

*should be posted on one or more newspapers and periodicals specified by the State securities administrative authorities in the form of announcements. Once the announcements have been posted, all domestic shareholders are deemed to have received the relevant notices.”*

It is proposed that the existing Article 186 be deleted in its entirety and replaced by the following:

*“Unless otherwise stipulated in the Articles of Association, the notices, information or written statements to the H Shareholders shall be delivered by courier or by mail, according to the address registered in the shareholders register (including address outside Hong Kong), to each H Shareholder. The notices to H Shareholders should be mailed in Hong Kong wherever possible. The newspapers and periodicals used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations. If the announcements are issued to Overseas Listed Shareholders in accordance with the Articles of Association, the relevant announcements should also be posted on newspapers and periodicals specified or required by the listing rules of Hong Kong Stock Exchange pursuant to the definition of “Newspaper Publication” contained in the said listing rules. The notices issued by the Company to Domestic Shareholders should be posted on one or more newspapers and periodicals specified by the securities regulatory authority of the State in the form of announcements. Once the announcements have been posted, all Domestic Shareholders are deemed to have received the relevant notices.”*

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

The shareholders (the “**Shareholders**”) of the Company 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.

## **ANNUAL GENERAL MEETING AND CLASS MEETINGS**

The proposed amendments to the Articles of Association and proposed adoption of the new Articles of Association are subject to the approval by the Shareholders by way of special resolutions at the forthcoming annual general meeting (the “**AGM**”) and class meetings (the “**Class Meetings**”) of the Company. A circular containing, among other things, further details of the proposed amendments to the Articles of Association and the notices of the AGM and Class Meetings will be despatched to the Shareholders in accordance with the GEM Listing Rules and the Articles of Association as soon as practicable.

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

Huzhou City, the PRC, 8 May 2020



*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 enquiries, 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*