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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, to the purchaser(s) or transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 APPOINTMENT OF AUDITOR  
AND  
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 31 October 2024 at 10:00 a.m. is set out on pages 8 and 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular, and such form of proxy is also published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the EGM, 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 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

This circular will remain on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) on the "Latest Listed Company Information" 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)).

10 October 2024

\* 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 generally 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:*

“AFRC”	the Accounting and Financial Reporting Council
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“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 (stock code: 8106)
“Confucius International”	Confucius International CPA Limited
“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
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 31 October 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolution contained in the Notice of 2024 First Extraordinary General Meeting which is set out on pages 8 and 9 of this circular, or any adjournment thereof
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	9 October 2024, 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)
“SHINEWING”	SHINEWING (HK) CPA Limited
“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

\* *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. Wang Feng (*Chairman and Chief Executive Officer*)  
Mr. Xu Jianfeng  
Ms. Wu Lihui

*Registered office:*

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

*Non-Executive Director:*

Mr. Chen Ping (*Vice Chairman*)

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

11th Floor, Building 1  
Xitou Innocentre  
239 Shuanglong Street  
Xihu District, Hangzhou City  
Zhejiang Province, the PRC

*Independent Non-Executive Directors:*

Mr. Cai Jiamei  
Ms. Huang Lianxi  
Ms. Huang Xuanzhen

*Principal place of business in Hong Kong:*

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

10 October 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding the resolution in respect of the appointment of the auditor of the Company to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the resolution at the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the Company's announcement dated 30 September 2024 (the "Announcement"). SHINEWING has tendered its resignation as the auditor of the Company with effect from 26 September 2024 as the Company and SHINEWING could not reach a mutual agreement on the audit fee in respect of the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2024.

SHINEWING has confirmed in its resignation letter that there are no matters or circumstances in relation to its resignation that need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, SHINEWING has not commenced any review or audit work on the consolidated financial statements of the Group for the year ending 31 December 2024. The Board and Audit Committee further confirmed that there are no disagreements or unresolved matters between the Company and SHINEWING and that there are no matters or circumstances in connection with the change of auditor of the Company that need to be brought to the attention of the Shareholders.

With the recommendation from the Audit Committee, the Company convened the seventh meeting of the ninth session of the Board on 30 September 2024, and reviewed and approved the appointment of Confucius International as the new auditor of the Company to fill the casual vacancy following the resignation of SHINEWING, which will be subject to the passing of the relevant resolution at the EGM pursuant to the Articles of Association. Confucius International will hold the office as the auditor of the Company, if approved by the Shareholders at the EGM, until the conclusion of the next annual general meeting of the Company.

Such recommendation was made by the Audit Committee after due consideration of, inter alia, (i) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the AFRC; (ii) the Guidance Notes on Change of Auditors published by the AFRC; and (iii) the relevant publications issued by the Stock Exchange.

#### **Key Factors Considered by the Audit Committee in Relation to Appointment of Auditor**

A summary of the key factors considered by the Audit Committee is set out below:

- a. the management of the Company and the Audit Committee considered there should be a decrease of the audit fee for the year ending 31 December 2024 for cost-efficiency;
- b. in considering the resignation of SHINEWING, the Audit Committee reviewed the resignation letter of SHINEWING and discussed with the management of the Company to understand the reasons for SHINEWING's resignation, based on which the Audit Committee noted that there were no unresolved audit issues or disagreement between SHINEWING and the management of the Company;

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## LETTER FROM THE BOARD

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- c. in the process of identifying a new auditor for the Group, the Company's management approached Confucius International and two other potential candidates to explore the possibility of their engagement by the Company;
- d. the Company's management and the Audit Committee considered (and as disclosed in the Announcement) the proposed fee of Confucius International to be fair and reasonable having regard to (i) its standard of business integrity from its track records and reputation in the market; (ii) its independence and objectivity; (iii) its industry knowledge, technical competence/expertise and performance capability in providing audit work for companies listed on the Stock Exchange; (iv) its familiarity with the requirements under the GEM Listing Rules and International Financial Reporting Standards; (v) its service proposal (including scope of work, fee and timeline), resources (including manpower), capability (including team size, structure, experience and expertise) and time commitment; (vi) its audit proposal, and its presentation to and communication with the Audit Committee; and (vii) its governance and corporate culture and team structure. The Audit Committee noted that the fee quotation of Confucius International was more competitive than others and engagement of Confucius International could save costs;
- e. from an audit quality perspective, based on the representations given by Confucius International, the Company's management and the Audit Committee took the view that Confucius International had experience in auditing listed companies in Hong Kong, had a reputation comparable with that of SHINEWING, would be able to cover the same scope of work, and could reserve manpower to timely complete the audit work. The Company's management and the Audit Committee considered that Confucius International would be in an appropriate position to provide the annual audit services to the Company after considering a range of factors, including but not limited to the following: (i) the experience, qualifications, profile and independence of the core team members of Confucius International who will be involved in the audit assignment for the Group; (ii) the description of Confucius International's quality control procedures to monitor audit quality as well as Confucius International's firm policies and procedures for monitoring and complying with relevant ethical requirements to which the firm and audit engagement are subject, including integrity, objectivity and independence requirements; (iii) Confucius International's audit experience of Hong Kong listed companies; and (iv) the audit proposal of Confucius International covering, among other things, the professional experience of its audit team, the scope covered by the fee and estimated timetable; and
- f. in the totality of the foregoing, the Audit Committee considered that the appointment of Confucius International as the Company's new auditor would be in the best interests of the Company and Shareholders as a whole.



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## LETTER FROM THE BOARD

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On the basis of the foregoing and after careful consideration, the Board and the Audit Committee are of the view that (i) Confucius International is eligible and suitable to act as the new auditor of the Company; (ii) the audit fee agreed with Confucius International is commensurate with the extent of audit work required by the Group with reference to the size of the Group's business operations and assets; (iii) the change of auditor would enable the Group to carry out effective cost control and reduce the overall operating expenses of the Group to better cope with the future business development of the Group; (iv) the change of auditor would not have any material impact on the Group; and (v) the appointment of Confucius International is in the best interests of the Company and Shareholders as a whole.

The proposed appointment of Confucius International is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM.

### **3. EGM AND PROXY ARRANGEMENT**

The notice of the EGM is set out on pages 8 and 9 of this circular. At the EGM, a resolution will be proposed to approve the proposed appointment of Confucius International.

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 resolution to be proposed at the EGM.

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, the resolution will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the EGM, 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 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

### **4. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 28 October 2024 to Thursday, 31 October 2024, both days inclusive, in order to determine the entitlement to attend the EGM. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar,

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## LETTER FROM THE BOARD

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Hong Kong 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 Friday, 25 October 2024.

### 5. 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.

### 6. RECOMMENDATION

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

Yours faithfully  
By order of the Board  
**Shenghua Lande Scitech Limited\***  
**Wang Feng**  
*Chairman and Chief Executive Officer*

\* For identification purposes only

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## NOTICE OF 2024 FIRST EXTRAORDINARY 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 OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “EGM”) of Shenghua Lande Scitech Limited\* (the “**Company**”) will be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Thursday, 31 October 2024 at 10:00 a.m. for the following purpose:

#### AS ORDINARY RESOLUTION

To consider and approve the appointment of Confucius International CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix their remuneration.

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

Hangzhou City, the PRC, 10 October 2024

*Notes:*

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Monday, 28 October 2024 to Thursday, 31 October 2024 (both days inclusive), during which no transfer of the shares of the Company will be registered. In order to be qualified to attend the EGM, all H shares transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 25 October 2024 in order to be registered as a Member.

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## NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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- (3) As regards the holders of the domestic shares of the Company 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 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) As regards the holders of the H shares of the Company 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- (5) Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (6) It is expected that the EGM will last not more than half day. Members and their proxies attending the EGM shall bear their own travel and accommodation expenses.

\* *For identification purposes only*