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上海芯雲智聯數據科技有限公司
Shanghai Xinyun Zhilian Data
Technology Co., Ltd.*

(incorporated in the PRC with limited liability)

芯化和雲(香港)數據科技有限公司
Chemcloud (HK) Data Technology
Limited

(incorporated in Hong Kong with limited liability)



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)

JOINT ANNOUNCEMENT

(1) COMPLETION OF THE DOMESTIC SHARES SALE AND PURCHASE AGREEMENT

(2) CONDITIONAL MANDATORY CASH OFFER BY FORTUNE (HK) SECURITIES LIMITED FOR AND ON BEHALF OF CHEMCLOUD (HK) DATA TECHNOLOGY LIMITED FOR ALL THE H SHARES IN SHENGHUA LANDE SCITECH LIMITED* AND

(3) CONDITIONAL MANDATORY CASH OFFER BY SHANGHAI XINYUN ZHILIAN DATA TECHNOLOGY CO., LTD.* FOR ALL THE DOMESTIC SHARES IN SHENGHUA LANDE SCITECH LIMITED*

Financial adviser to the Offerors



Independent Financial Adviser to the Independent Board Committee



Reference is made to the joint announcement jointly published by the Offerors and Shenghua Lande on 25 July 2025 regarding the Offers (the “**Rule 3.5 Announcement**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

COMPLETION OF THE DOMESTIC SHARES SALE AND PURCHASE AGREEMENT

On 28 July 2025, the sale and purchase of 193,316,930 Domestic Shares (representing approximately 38.16% of the total issued Shares of Shenghua Lande as at the date of this joint announcement) pursuant to the Domestic Shares Sale and Purchase Agreement was completed. According to the H Shares Sale and Purchase Agreement, the transfer of the Target H Shares via block trade facility of the Stock Exchange was executed on 29 July 2025, and thus, the Completion of the H Shares Sale and Purchase Agreement, following the “T+2” settlement arrangement, will be completed on 31 July 2025. The Offerors and Shenghua Lande will issue a further announcement in relation to the Completion of the H Shares Sale and Purchase Agreement in accordance with the Takeovers Code. Therefore, as at the date of this joint announcement, the Offerors and parties acting in concert with each of them are beneficially interested in a total of 193,316,930 Domestic Shares, representing approximately 38.16% of the total issued Shares of Shenghua Lande.

Set out below are the shareholding structures of Shenghua Lande (i) immediately before Completion of the Domestic Shares Sale and Purchase Agreement; and (ii) immediately after Completion of the Domestic Shares Sale and Purchase Agreement and as at the date of this joint announcement:

Shareholders	Immediately before Completion of the Domestic Shares Sale and Purchase Agreement		Immediately after Completion of the Domestic Shares Sale and Purchase Agreement and as at the date of this joint announcement	
	<i>Approximate % of total issued</i>		<i>Approximate % of total issued</i>	
	<i>No. of Shares</i>	<i>Shares (Note 1)</i>	<i>No. of Shares</i>	<i>Shares (Note 1)</i>
Domestic Shares				
Vendors				
– Zhejiang Shenghua	193,316,930	38.16	–	–
Offerors and parties acting in concert with each of them				
– Xinyun Zhilian	–	–	193,316,930	38.16
Existing substantial Shareholders				
– WU Menggen	21,000,000	4.15	21,000,000	4.15

Shareholders	Immediately before Completion of the Domestic Shares Sale and Purchase Agreement		Immediately after Completion of the Domestic Shares Sale and Purchase Agreement and as at the date of this joint announcement	
	<i>Approximate % of total issued</i>		<i>Approximate % of total issued</i>	
	<i>No. of Shares</i>	<i>Shares (Note 1)</i>	<i>No. of Shares</i>	<i>Shares (Note 1)</i>
Director				
– Chen Ping (Note 2)	27,294,240	5.39	27,294,240	5.39
Other Domestic Shareholders	<u>2,810,000</u>	<u>0.55</u>	<u>2,810,000</u>	<u>0.55</u>
Total Domestic Shares	<u>244,421,170</u>	<u>48.25</u>	<u>244,421,170</u>	<u>48.25</u>
H Shares				
Vendors				
– Rise Sea	117,600,000	23.22	117,600,000 (Note 4)	23.22
Offerors and parties acting in concert with each of them				
– Visionary Technology (Note 3)	–	–	–	–
Existing substantial Shareholders				
– WU Menggen	12,800,000	2.53	12,800,000	2.53
Other H Shareholders	<u>131,725,000</u>	<u>26.00</u>	<u>131,725,000</u>	<u>26.00</u>
Total H Shares	<u>262,125,000</u>	<u>51.75</u>	<u>262,125,000</u>	<u>51.75</u>
Total issued Shares held by Offerors and parties acting in concert with each of them	<u>–</u>	<u>–</u>	<u>193,316,930</u>	<u>38.16</u>
Total issued Shares	<u><u>506,546,170</u></u>	<u><u>100.00</u></u>	<u><u>506,546,170</u></u>	<u><u>100.00</u></u>

Note:

- (1) The calculation is based on the total number of 506,546,170 Shares in issue (comprising 262,125,000 H Shares and 244,421,170 Domestic Shares) as of the date of this joint announcement.
- (2) As at date of this joint announcement, Chen Ping is a non-executive Director and the vice chairman of Shenghua Lande.
- (3) Visionary Technology will be beneficially interested in 65,022,000 H Shares immediately upon the Completion of the H Shares Sale and Purchase Agreement. Visionary Technology is a party acting in concert with the Offerors due to the entering into to of the Acting in Concert Agreement between Shanghai Chemcloud and Visionary Technology. For more details, please refer to the section headed “E. GENERAL INFORMATION – Information on the Purchasers and Offerors” in the Rule 3.5 Announcement.
- (4) Upon the Completion of the H Shares Sale and Purchase Agreement, Rise Sea will hold 52,578,000 H Shares. For the avoidance of doubt, Rise Sea does not hold any Domestic Share as of the date of this joint announcement. Pursuant to the Irrevocable Undertaking provided by Rise Sea to the Offerors, Rise Sea has agreed not to accept the Offers and not to dispose of any Domestic Shares and H Shares or otherwise make any of the Domestic Shares and H Shares held by it available for acceptance under the Offers from the date of the irrevocable undertaking until the end of the offer period of the Offers.

CONDITIONAL MANDATORY CASH OFFERS

As the Completion of the Domestic Shares Sale and Purchase Agreement has taken place, pursuant to Rule 26.1 of the Takeovers Code, the Offerors (being Xinyun Zhilian and Chemcloud (HK)) are required to make mandatory conditional general offers in cash for all the issued Shares, including H Shares and Domestic Shares, not already owned or agreed to be acquired by the Offerors and Visionary Technology in accordance with the Takeovers Code. Having considered the H Shares Sale and Purchase Agreement will be completed on 31 July 2025, the Offers will become an unconditional general offer on 31 July 2025. The Offerors and Shenghua Lande will issue a further announcement in relation to the status of the Offers.

The principal terms of the Offers are set out in the section headed “B. POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS” in the Rule 3.5 Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Rule 3.5 Announcement, it is the intention of the Offerors and Shenghua Lande that the Composite Document comprising the offer document from the Offerors and the response document from the Board be jointly despatched by the Offerors and Shenghua Lande to the Shareholders in accordance with the requirements of the Takeovers Code. The Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers; and (iv) the Forms of Acceptance, is expected to be despatched within 21 days of the Rule 3.5 Announcement, i.e. on or before 15 August 2025. Further announcement(s) will be made by the Offerors and Shenghua Lande on the timing of despatch of the Composite Document.

WARNING

The Directors make no recommendation as to the fairness or reasonableness of the terms of the Offers or as to the acceptance of the Offers in this joint announcement, and Shareholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offers, before deciding whether or not to accept the Offers.

The Shareholders and potential investors are advised to exercise extreme caution when dealing in the securities of Shenghua Lande, and if they are in any doubt about their position, they should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional advisers.

By order of the sole director of
Shanghai Xinyun Zhilian Data Technology
Co., Ltd.*
Wang Zheng
Director

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

By order of the
board of directors of
Chemcloud (HK) Data Technology Limited
Wang Zheng
Director

Hangzhou City, the PRC, 29 July 2025

As at the date of this joint announcement, the Board comprises three executive Directors, being Mr. Wang Feng, Mr. Xu Jianfeng and Ms. Wu Lihui; one non-executive Director, being Mr. Chen Ping; and three independent non-executive Directors, being Mr. Cai Jiamei, Ms. Huang Lianxi and Ms. Huang Xuanzhen.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offerors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

This joint 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 Shenghua Lande. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief: (i) the information contained in this joint 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 joint announcement misleading.

As at the date of this joint announcement, the sole director of Xinyun Zhilian is Dr. WANG Zheng (王征).

The sole director of Xinyun Zhilian accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Shenghua Lande Group and the Vendors) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Shenghua Lande and the Vendors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of Chemcloud (HK) are Dr. WANG Zheng (王征) and Mr. MA Yuan (馬原).

The directors of Chemcloud (HK) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Shenghua Lande Group and the Vendors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Shenghua Lande and the Vendors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page on the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the day of its posting and on the website of Shenghua Lande at www.landpage.com.cn.

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