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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)*

SHLD
升華蘭德

**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
# (I) CLOSE OF
# (1) UNCONDITIONAL 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*;
# (2) UNCONDITIONAL MANDATORY CASH OFFER BY SHANGHAI XINYUN ZHILIAN DATA TECHNOLOGY CO., LTD.* FOR ALL THE DOMESTIC SHARES IN SHENGHUA LANDE SCITECH LIMITED*;
# (II) RESULTS OF THE OFFERS;
# (III) SETTLEMENT OF THE OFFERS; AND
# (IV) PUBLIC FLOAT OF SHENGHUA LANDE SCITECH LIMITED*

**Financial adviser to the Offerors**

中灣國際
CHINA HARBOUR

**Independent Financial Adviser to the Independent Board Committee**

Gram Capital Limited
嘉林資本有限公司

Reference is made to the composite document jointly published by Shanghai Xinyun Zhilian Data Technology Co., Ltd.* (上海芯雲智聯數據科技有限公司) and Chemcloud (HK) Data Technology Limited (collectively as the "**Offerors**") and Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司) ("**Shenghua Lande**") on 5 September 2025 regarding the Offers (the "**Composite Document**"). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

## CLOSE OF THE OFFERS

The Offerors and Shenghua Lande jointly announce that the Offers were closed at 4:00 p.m. on Friday, 26 September 2025. The Offers were not revised or extended by the Offerors.

## RESULTS OF THE OFFERS

As at 4:00 p.m. on Friday, 26 September 2025, being the latest time and date for acceptance of the Offers as set out in the Composite Document:

(i) Chemcloud (HK) had received valid acceptances in respect of a total of 70,000 H Shares under the H Share Offer (the "**Accepted H Shares**"), representing approximately 0.01% of the total issued Shares of Shenghua Lande as at the date of this joint announcement; and

(ii) Xinyun Zhilian had not received any valid acceptances in respect of any Domestic Shares under the Domestic Share Offer.

## SETTLEMENT OF THE OFFERS

Based on the valid acceptances in respect of 70,000 H Shares under the H Share Offer at the H Share Offer Price of HK$0.079 per H Share and the consideration for the Accepted H Shares is HK$5,530. No valid acceptances were received in respect of any Domestic Shares under the Domestic Share Offer as at 4:00 p.m. on Friday, 26 September 2025 and accordingly no settlements of consideration in relation thereto will be made by Xinyun Zhilian.

Payment in cash in respect of acceptances of the Accepted H Shares have been, or will be made as soon as possible but in any event no later than seven (7) business days after the date of receipt of duly completed and valid acceptance of the Accepted H Shares. Each cheque has been, or will be despatched by ordinary post to the address specified on the relevant Independent Shareholder's Form of Acceptance at his/her/its own risk. The latest date for posting of remittances for the amount due in respect of valid acceptances received under the H Share Offer is Thursday, 9 October 2025.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offers will be rounded up to the nearest cent.

## SHAREHOLDING STRUCTURE OF SHENGHUA LANDE

As at the date of this joint announcement, Shenghua Lande has a total of 506,546,170 Shares, comprising 262,125,000 H Shares and 244,421,170 Domestic Shares.

Immediately prior to the commencement of the Offers, the Offerors and parties acting in concert with each of them are beneficially interested in a total of 258,338,930 Shares, representing approximately 51.00% of the total issued Shares of Shenghua Lande immediately prior to the commencement of the Offers.

Immediately after the close of the Offers and taking into account the valid acceptances in respect of a total of 70,000 H Shares under the H Share Offer as at 4:00 p.m. on Friday, 26 September 2025 and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offerors and parties acting in concert with it would hold 258,408,930 Shares, representing approximately 51.01% of the total issued share capital of Shenghua Lande as at the date of this joint announcement.

Save for the aforesaid, neither the Offerors, nor any parties acting in concert with any of them had (i) held, controlled or directed any Shares or rights over the Shares immediately before the commencement of the Offer Period; (ii) acquired or agreed to acquire any Shares or other securities of Shenghua Lande or rights over the Shares during the Offer Period; or (iii) borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Shenghua Lande during the Offer Period.

Set out below is the shareholding structure of Shenghua Lande (i) immediately prior to the commencement of the Offers; and (ii) immediately after the close of the Offers and as at the date of this joint announcement:

| **Shareholders** | **Immediately prior to the commencement of the Offers** | | **Immediately after the close of the Offers and as at the date of this joint announcement** | |
|---|---|---|---|---|
| | *No. of Shares* | *Approximate % of total issued Shares* (Note 1) | *No. of Shares* | *Approximate % of total issued Shares* (Note 1) |
| **Domestic Shares** | | | | |
| **Offerors and parties acting in concert with each of them** | | | | |
| – Xinyun Zhilian | 193,316,930 | 38.16 | 193,316,930 | 38.16 |
| **Existing substantial Shareholders** | | | | |
| – WU Menggen | 21,000,000 | 4.15 | 21,000,000 | 4.15 |
| **Director** | | | | |
| – Chen Ping (Note 2) | 27,294,240 | 5.39 | 27,294,240 | 5.39 |
| Other Domestic Shareholders | 2,810,000 | 0.55 | 2,810,000 | 0.55 |
| **Total Domestic Shares** | 244,421,170 | 48.25 | 244,421,170 | 48.25 |
| **H Shares** | | | | |
| **Vendors** | | | | |
| – Rise Sea | 52,578,000 (Note 4) | 10.38 | 52,578,000 | 10.38 |
| **Offerors and parties acting in concert with each of them** | | | | |
| – Visionary Technology (Note 3) | 65,022,000 | 12.84 | 65,092,000 | 12.85 |
| **Existing substantial Shareholders** | | | | |
| – WU Menggen | 12,800,000 | 2.53 | 12,800,000 | 2.53 |
| Other H Shareholders (Note 5) | 131,725,000 | 26.00 | 131,655,000 | 25.99 |
| **Total H Shares** | 262,125,000 | 51.75 | 262,125,000 | 51.75 |
| **Total issued Shares held by Offerors and parties acting in concert with each of them** | 258,338,930 | 51.00 | 258,408,930 | 51.01 |
| **Total issued Shares** | 506,546,170 | 100.00 | 506,546,170 | 100.00 |

*Notes:*

(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 at the date of this joint announcement.

(2) As at the date of this joint announcement, Chen Ping is a non-executive Director and the vice chairman of Shenghua Lande.

(3) Visionary Technology is beneficially interested in 65,022,000 H Shares immediately after the Completion of the H Shares Sale and Purchase Agreement and immediately prior to the commencement of the Offers. Visionary Technology is a party acting in concert with the Offerors due to the entering into of the Acting in Concert Agreement between Shanghai Chemcloud and Visionary Technology. For more details, please refer to the section headed "INFORMATION ON THE PURCHASERS AND OFFERORS" in the "Letter from Fortune Securities and Xinyun Zhilian" in the Composite Document.

(4) 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 of Shenghua Lande 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.

(5) These other H Shareholders are members of the public (as provided in notes 2 and 3 to Rule 11.23 of the GEM Listing Rules).

As at the date of this joint announcement, save as disclosed above, none of the Directors holds any Shares and any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Shenghua Lande.

## PUBLIC FLOAT OF SHENGHUA LANDE

Immediately after the close of the Offers and as at the date of this joint announcement, assuming that the transfer to the Offerors of those Offer Shares acquired by the Offerors under the Offers has been completed in full, a total of 131,655,000 Shares, representing approximately 25.99% of the total issued Shares of Shenghua Lande, are held by the public (as defined in the Listing Rules).

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, 26 September 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 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 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.*

* *For identification purposes only*