THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the accompanying revised 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).



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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 1 APRIL 2022 IN RELATION TO THE PROPOSED APPOINTMENT OF DIRECTOR AT THE ANNUAL GENERAL MEETING AND REVISED NOTICE OF 2021 ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 1 April 2022 in connection with the 2021 AGM to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 6 May 2022 at 10:00 a.m. A revised notice of the 2021 AGM is set out on pages 8 to 11 of this supplemental circular. A revised form of proxy for the 2021 AGM, which shall supersede the form of proxy enclosed with the circular dated 1 April 2022, is also enclosed. Such revised form of proxy is also published on the GEM website (www.hkgem.com) and website of the Company (www.landpage.com.cn).

A revised form of proxy for use at the 2021 AGM is enclosed with this supplemental circular and such revised form of proxy is also published on the GEM website (www.hkgem.com) and website of the Company (www.landpage.com.cn). Whether or not you intend to attend the 2021 AGM, you are requested to complete the enclosed revised 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 less than 24 hours before the time appointed for holding the 2021 AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending the 2021 AGM and voting in person if you so wish.

This supplemental circular will remain on the GEM website (www.hkgem.com) on the "Latest Company Announcements" 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).

CHARACTERISTICS OF GEM

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 usually 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.

CONTENTS

Page

Definitions	1
Letter from the Board	3
Revised Notice of 2021 Annual General Meeting	8

In this supplemental circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company for the year 2021 to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 6 May 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Revised AGM Notice which is set out on pages 8 to 11 of this supplemental circular, or any adjournment thereof
"AGM Notice"	the notice of AGM dated 1 April 2022
"Announcement"	the announcement of the Company dated 13 April 2022 announcing, amongst others, the proposed appointment of Mr. Wang Feng (王鋒) as an executive Director and ceasation of Mr. Xu Yin (徐寅) to be nominated as a candidate for the proposed appointment as an executive Director at the AGM
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of the Directors
"СЕО"	the chief executive officer of the Company
"Chairman"	the chairman of the Board
"Circular"	the circular of the Company dated 1 April 2022
"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)
"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
"First Proxy Form"	the form of proxy sent together with the Circular
"GEM"	GEM of the Stock Exchange

DEFINITIONS

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"GEM website"	www.hkgem.com, being the internet website operated by the Stock Exchange for GEM
"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
"Latest Practicable Date"	13 April 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
"Nomination Committee"	the nomination committee of the Company
"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
"Revised AGM Notice"	the revised notice of AGM as set out on pages 8 to 11 of this supplemental circular
"Revised Proxy Form"	the revised form of proxy sent together with this supplemental circular
"Share(s)"	the Domestic Share(s) and/or the H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s)
"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
"%"	per cent.

* For identification purposes only



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. Guan Zilong Mr. Xu Jianfeng

Non-Executive Director: Mr. Chen Ping (*Vice Chairman*)

Independent Non-Executive Directors: Mr. Cai Jiamei Ms. Huang Lianxi Mr. Shen Haiying Registered office: No.9 Nanhu Road Zhongguan Town Deqing County, Huzhou City Zhejiang Province, the PRC

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

Principal place of business in Hong Kong: Room 1505, 15/F Fullerton Centre 19 Hung To Road Kwun Tong, Kowloon Hong Kong

20 April 2022

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 1 APRIL 2022 IN RELATION TO THE PROPOSED APPOINTMENT OF DIRECTOR AT THE ANNUAL GENERAL MEETING AND REVISED NOTICE OF 2021 ANNUAL GENERAL MEETING

This supplemental circular should be read together with the Circular and the Revised AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with (a) further information regarding the resolution to be proposed at the AGM for approving the proposed appointment of a new executive Director, Mr. Wang Feng $(\pm \beta)$ at the AGM in replacement of the original candidate, Mr. Xu Yin ($\hat{\kappa}$); (b) the Revised AGM Notice; and (c) the special arrangements about completion and submission of the Revised Proxy Form.

PROPOSAL FOR APPOINTMENT OF EXECUTIVE DIRECTOR IN REPLACEMENT OF THE ORIGINAL CANDIDATE

Subsequent to the dispatch of the Circular and as disclosed in the Announcement, Mr. Xu Yin (徐寅) ("Mr. Xu") tendered his resignation as the CEO with effect from 13 April 2022, due to his other work commitments in a subsidiary of the Company's controlling shareholder, Zhejiang Shenghua Holdings Group Company Limited* (浙江升華控股集團有限公司) ("Zhejiang Shenghua"), which require more of his time and dedication. As a result, Mr. Xu ceased to be nominated as a candidate for the proposed appointment as an executive Director at the AGM.

The Board received a notice from Zhejiang Shenghua, a Shareholder directly holding more than 3% interests in the total issued share capital of the Company as at the Latest Practicable Date, that it proposed a new resolution in respect of the approval of the appointment of Mr. Wang Feng $(\pm \hat{\mathbf{g}})$ ("Mr. Wang"), currently the CEO, as an executive Director of the eighth session of the Board, to be considered by the Shareholders at the AGM.

According to the Articles of Association, any Shareholder holding 3% or more voting rights of the Company is entitled to propose new resolutions to be considered by the Shareholders at the AGM.

The Board is pleased to announce that after due examination by the Nomination Committee, the Company convened the sixteen meeting of the eighth session of the Board on 13 April 2022, and reviewed and approved the proposed appointment of Mr. Wang as an executive Director. Mr. Wang is nominated as an executive Director candidate of the eighth session of the Board for a term commencing from the date of approval by the Shareholders at the AGM to the date of expiry of the term of office of the current Board. Mr. Wang has confirmed that he has no disagreement on such nomination. An ordinary resolution will be proposed at the AGM to appoint Mr. Wang as an executive Director.

The biographical details of Mr. Wang, which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, are set out below for the Shareholders' consideration.

Mr. Wang Feng (王鋒), the CEO since 13 April 2022, aged 56, a senior accountant, graduated from Nanjing Institute of Grain Economics* (南京糧食經濟學院) (currently known as Nanjing University Of Finance & Economics (南京財經大學)) with a bachelor's degree in economics in July 1988, majoring in accounting. From December 2003 to November 2019, Mr. Wang served various positions including as the audit department manager, finance manager, chief financial officer and vice president of Shenghua Group Holdings Limited* (升華集團控股有限公司). From June 2011 to May 2017, Mr. Wang served as a supervisor of Zhejiang Shenghua Biok Biology Co., Ltd.* (浙江升華拜克生物股份有限公司) (currently

known as Zhejiang Hugeleaf Co., Ltd.* (浙江翰葉股份有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 600226). From July 2015 to November 2019, Mr. Wang served as a director and vice president of Zhejiang Shenghua. Since December 2019, Mr. Wang has been serving as the chairman and general manager of Huzhou Shenghua Financial Services Co., Ltd.* (湖州升華金融服務有限公司). Mr. Wang has extensive experience in corporate management in the PRC.

Subject to the approval of the Shareholders at the AGM, Mr. Wang will enter into a service contract with the Company, and Mr. Wang will serve as an executive Director from the date of the AGM to the date of expiry of the term of the current Board. His remuneration as an executive Director will be determined based on the Company's remuneration policy and with reference to his workload and responsibilities.

As at the Latest Practicable Date, Mr. Wang does not have any interest in the Shares (as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong). As at the Latest Practicable Date, save as disclosed above, Mr. Wang (a) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) has not held any directorship in the last three years in a public company listed on any securities market in Hong Kong or overseas; and (c) does not hold any office with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Mr. Wang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

REVISED AGM NOTICE AND REVISED PROXY FORM

Since the AGM Notice and First Proxy Form sent together with the Circular contained the proposed resolution in relation to the proposed appointment of Mr. Xu as an executive Director and do not contain the proposed resolution in relation to proposed appointment of Mr. Wang as an executive Director as set out in this supplemental circular, a Revised AGM Notice is set out on pages 8 to 11 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form 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 to the office of 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 events, not less than 24 hours before the time appointed for holding the AGM (i.e. not later than Thursday, 5 May 2022 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.

The completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Company's mailing address or the Company's H Share registrar is required to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's mailing address or the Company's H Share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's mailing address or the Company's H Share registrar should take note of the following:

- (i) if no Revised Proxy Form is lodged with the Company's mailing address or the Company's H Share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Mr. Wang as an executive Director as set out in the Revised AGM Notice and Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Revised Proxy Form is lodged with the Company's mailing address or the Company's H Share registrar not less than 24 hours before the time fixed for the AGM (i.e. not later than Thursday, 5 May 2022 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof, the Revised Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's mailing address or the Company's H Share registrar less than 24 hours before the time fixed for the AGM (i.e. later than Thursday, 5 May 2022 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof, or if lodged not less than 24 hours before the time fixed for the AGM (i.e. not later than Thursday, 5 May 2022 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's mailing address or the Company's H Share registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's mailing address or the Company's H Share registrar by not less than 24 hours before the time fixed for the AGM (i.e. not later than Thursday, 5 May 2022 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Shareholders are reminded that submission of the First Proxy Form and/or the Revised Proxy Form shall not preclude them from attending and voting in person at the AGM should they so wish.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed resolution for the proposed appointment of Mr. Wang as an executive Director is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolution.

> Yours faithfully For and on behalf of the Board Shenghua Lande Scitech Limited* Xu Jianfeng Executive Director

* For identification purposes only



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)

REVISED NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the "AGM") 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 Friday, 6 May 2022 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

- 1. To consider and approve the report of the board (the "**Board**") of directors (the "**Director(s)**") of the Company for the year ended 31 December 2021;
- 2. To consider and approve the report of the supervisory committee of the Company (the "**Supervisory Committee**") for the year ended 31 December 2021;
- 3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the independent auditor's report for the year ended 31 December 2021;
- 4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2021;
- 5. To consider and approve the financial report for the year ended 31 December 2021 and the financial budget report for the year ending 31 December 2022;
- 6. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;
- 7. To consider and approve the appointment of Mr. Wang Feng (王鋒) as an executive Director for a term from the date of the AGM to the expiry date of the term of office of the current Board at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of his service contract;

8. To consider and approve the appointment of Mr. Song Zhiwei (宋志偉) as a supervisor of the Company for a term from the date of the AGM to the expiry date of the term of office of the current Supervisory Committee at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of his service contract;

AS SPECIAL RESOLUTIONS

- 9. To consider and approve the provision of guarantee for a wholly-owned subsidiary in 2022;
- 10. To consider and approve that, subject to the approval of the China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/ or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new domestic shares (the "**Domestic Shares**") and/or H shares (the "**H Shares**", together with the Domestic Shares, collectively, the "Shares"):
 - (1) the Board be and is hereby granted an unconditional general mandate to, separately or collectively, issue and deal with the Domestic Shares and/or H Shares and determine the terms and conditions of issuing in accordance with the status quo of the market during the period as permitted under the general mandate, including to decide on the class and number of the Shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the opening and closing date and time of such issue; the class and number of Shares to be issued to current shareholders of the Company; and/ or to make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise of the power mentioned above;
 - (2) the number of the Domestic Shares and/or H Shares, separately or collectively, issued and handled (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with (1) above shall not exceed 20% of each of the Domestic Shares or H Shares in issue as at the date of passing of this resolution at the AGM, respectively (the "20% Limit");
 - (3) the Board may within the relevant period make any proposals, enter into any agreements or grant any share options or conversion rights which need to or may need to exercise such rights after the expiry of the relevant period of this mandate;
 - (4) for the purposes of this resolution, the relevant period of this mandate means the period from the passing of this resolution at the AGM until the earliest of: (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required by

the articles of association (the "Articles of Association") of the Company or other applicable laws to be held; or (iii) the resolution is revoked or varied in general meeting;

- (5) the Board be and is hereby authorised to increase the registered share capital and duly make such amendments to the Articles of Association as it thinks fit so as to reflect the new registered share capital and capital structure of the Company by reference to the manner of the issuance, class and number of the Shares issued, as well as the actual situation of the capital structure of the Company after such issuance;
- (6) the Board be and is hereby authorised to execute and do or procure to be executed and done, all such things as it may consider necessary in connection with the issue of the Shares under the general mandate so long as the same does not contravene laws, rules or listing rules of the stock exchanges on which the Company is listed, and the Articles of Association; and
- (7) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC, regulations and/or listing rules of the stock exchanges on which the Company is listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant authorities are obtained.

For and on behalf of the Board Shenghua Lande Scitech Limited* Xu Jianfeng Executive Director

Hangzhou City, the PRC, 20 April 2022

Notes:

- (1) A member (the "Member(s)") of the Company entitled to attend and vote at the AGM 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 may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022 (both days inclusive), during which no transfer of the Shares will be registered. In order to be qualified to attend the AGM, 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, 29 April 2022 in order to be registered as a Member.
- (3) As regards the holders of the Domestic Shares and in order to be valid, the revised 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 AGM or any adjournment thereof.

- (4) As regards the holders of the H Shares and in order to be valid, the revised 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 AGM or any adjournment thereof.
- (5) Where there are joint holders of any Share, any one of such persons may vote at the AGM 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 AGM 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 AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.
- * For identification purposes only