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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)

- (1) POLL RESULTS OF 2022 ANNUAL GENERAL MEETING
HELD ON 29 JUNE 2023;**
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE OF MEMBERS OF BOARD COMMITTEES; AND
(4) RE-ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR

POLL RESULTS OF 2022 AGM

The Board is pleased to announce that all resolutions as set out in the notice of 2022 Annual General Meeting dated 30 May 2023 were duly passed by way of poll by the Shareholders at the AGM held on 29 June 2023.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that with effect from the close of the AGM on 29 June 2023:

- a. Mr. Shen Haiying (沈海鷹) has retired as an independent non-executive Director; and
- b. Ms. Huang Xuanzhen (黃軒珍) has been elected as an independent non-executive Director.

CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board announces that with effect from 29 June 2023:

- a. Mr. Shen Haiying has resigned as a member and the chairman of the Audit Committee and a member of the Remuneration Committee;
- b. Ms. Huang Lianxi (黃廉熙) has resigned as a member of the Audit Committee;

- c. Ms. Huang Xuanzhen has been appointed as a member and the chairman of the Audit Committee and a member of the Remuneration Committee; and
- d. Mr. Chen Ping (陳平) has been appointed as a member of the Audit Committee.

RE-ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR

The Board further announces that with effect from 29 June 2023, Ms. Shen Rujia (沈儒佳) has been re-elected as an employee representative Supervisor.

Reference is made to the circular dated 30 May 2023 (the “**Circular**”) issued by Shenghua Lande Scitech Limited* (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

THE AGM

The Board is pleased to announce that the AGM was held by the Company at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 29 June 2023 at 10:00 a.m.

I. ATTENDANCE OF THE AGM

As at the date of the AGM, the total number of the issued Shares was 506,546,170 Shares, comprising 244,421,170 Domestic Shares and 262,125,000 H Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions proposed at the AGM. No restriction was imposed on any Shareholders casting votes on any of the proposed resolutions at the AGM.

The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and Articles of Association. The Directors, Mr. Wang Feng, Mr. Guan Zilong, Mr. Xu Jianfeng, Mr. Chen Ping, Mr. Cai Jiamei and Ms. Huang Lianxi attended the AGM and the AGM was chaired by Mr. Wang Feng, an executive Director and the chairman of the Company.

II. POLL RESULTS OF THE AGM

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Ordinary Resolutions		Number of Votes (%) ^(Note)	
		For	Against
1.	To consider and approve the report of the Board for the year ended 31 December 2022.	289,271,170 (100%)	0 (0%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2022.	289,271,170 (100%)	0 (0%)
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 2022.	289,271,170 (100%)	0 (0%)
4.	To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2022.	289,271,170 (100%)	0 (0%)
5.	To consider and approve the financial report for the year ended 31 December 2022 and the financial budget report for the year ending 31 December 2023.	289,271,170 (100%)	0 (0%)
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.	289,271,170 (100%)	0 (0%)
7.	To consider and approve the re-election of Mr. Wang Feng (王鋒) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)
8.	To consider and approve the re-election of Mr. Guan Zilong (管子龍) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) ^(Note)	
		For	Against
9.	To consider and approve the re-election of Mr. Xu Jianfeng (徐劍鋒) as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)
10.	To consider and approve the re-election of Mr. Chen Ping (陳平) as a non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)
11.	To consider and approve the re-election of Mr. Cai Jiamei (蔡家楣) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)
12.	To consider and approve the re-election of Ms. Huang Lianxi (黃廉熙) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of her service contract.	289,271,170 (100%)	0 (0%)
13.	To consider and approve the election of Ms. Huang Xuanzhen (黃軒珍) as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of her service contract.	289,271,170 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) <i>(Note)</i>	
		For	Against
14.	To consider and approve the re-election of Mr. Song Zhiwei (宋志偉) as a Supervisor for a term of three years with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.	289,271,170 (100%)	0 (0%)
15.	To consider and approve the re-election of Ms. Shen Xiaofen (沈小芬) as a Supervisor for a term of three years with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of her service contract.	289,271,170 (100%)	0 (0%)
Special Resolution		Number of Votes (%) <i>(Note)</i>	
		For	Against
16.	To grant a general mandate to the Board to allot Shares subject to the 20% Limit (as defined in the notice of the AGM issued by the Company on 30 May 2023).	289,271,170 (100%)	0 (0%)

Note: The percentage of voting Shares is based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 15, all these resolutions were duly passed by the Shareholders as ordinary resolutions. As more than two-thirds of the votes were cast in favour of the resolution numbered 16, the said resolution was duly passed by the Shareholders as a special resolution.

SHINEWING (HK) CPA Limited, the auditor of the Company, has acted as the scrutineer for the vote-taking at the AGM and compared the poll results summary to the poll forms collected by the Company. The work performed by SHINEWING (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Shen Haiying, our independent non-executive Director, has retired at the conclusion of the AGM due to his expiration of terms of office. As disclosed in the announcement of the Company dated 15 May 2023 and as at the date of this announcement, Mr. Shen has confirmed with the Company that he has no disagreement with the Company and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders and Stock Exchange. The Company hereby expresses its sincere gratitude to Mr. Shen for his valuable contributions to the Company during his terms of office.

The Board announces that, with effect from the close of the AGM on 29 June 2023, Ms. Huang Xuanzhen, has been elected as an independent non-executive Director. For the biographical details and the terms of appointment of Ms. Huang Xuanzhen, please refer to the announcement of the Company dated 15 May 2023 and Circular. As at the date of this announcement, save as disclosed in this announcement, there has been no change in such information.

CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board announces that with effect from 29 June 2023:

- a. Mr. Shen Haiying has resigned as a member and the chairman of the audit committee (the “**Audit Committee**”) of the Company and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company;
- b. Ms. Huang Lianxi has resigned as a member of the Audit Committee;
- c. Ms. Huang Xuanzhen has been appointed as a member and the chairman of the Audit Committee and a member of the Remuneration Committee; and
- d. Mr. Chen Ping has been appointed as a member of the Audit Committee.

RE-ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR

The Board further announces that, with effect from 29 June 2023, Ms. Shen Rujia has been re-elected as an employee representative Supervisor at the employee representative meeting of the Company held by its employees on the even date in accordance with the relevant requirements of the Company Law of the PRC and Articles of Association. Ms. Shen Rujia’s biographical details are set forth below:

Ms. Shen Rujia (沈儒佳), aged 35, graduated from Jiaying University (嘉興學院) in June 2011 majoring in architecture and accounting (second degree), with a bachelor’s degree in engineering and a bachelor’s degree in management. Ms. Shen Rujia obtained the intermediate accounting professional and technical qualification certificate approved by the Ministry of Human Resources and Social Security and Ministry of Finance of the PRC. From July 2011 to July 2018, Ms. Shen Rujia worked as an accountant in Shenghua Estate Group Company Limited* (升華地產集團有限公司). Ms. Shen Rujia has worked as an accountant in the Company since August 2018 and was appointed as a Supervisor of the previous Supervisory Committee in June 2020.

Ms. Shen Rujia will enter into a service contract with the Company and the term of office of Ms. Shen Rujia as the employee representative Supervisor will be three years from the date of the AGM. The Company is not required to pay any supervisor's fee or emolument to Ms. Shen Rujia.

Saved as disclosed herein, as at the date of this announcement, Ms. Shen Rujia (i) has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other position with the Company or its subsidiaries; (iii) does not have any interests, deemed interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) does not have relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules in relation to Ms. Shen Rujia and there is no other matter in relation to her re-election that needs to be brought to the attention of the Shareholders and Stock Exchange.

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

Hangzhou City, the PRC, 29 June 2023

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Wang Feng, Mr. Guan Zilong and Mr. Xu Jianfeng; 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.

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 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 the Company at www.landpage.com.cn.

* For identification purposes only