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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)**

**ANNOUNCEMENT**

- (1) PROPOSED CHANGE OF DIRECTORS;**  
**(2) PROPOSED CHANGE OF COMPANY NAME;**  
**(3) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION; AND**  
**(4) PROPOSED CHANGE OF AUDITOR**

**PROPOSED CHANGE OF DIRECTORS**

The Board proposes to appoint Mr. Yu Zheng (余錚) as an executive Director and Mr. Zhang Mingbo (張明波) as an independent non-executive Director of the ninth session of the Board. These proposed appointments will take effect from the date of approval by the Shareholders at the EGM to the date of expiry of the term of the current Board.

Due to their respective personal work arrangements, Mr. Chen Ping (陳平) has tendered the resignation as a non-executive Director and Ms. Huang Lianxi (黃廉熙) has tendered the resignation as an independent non-executive Director with effect from the close of the EGM when the new Directors are elected and assume office.

**PROPOSED CHANGE OF COMPANY NAME**

Due to the change of control of the Company, the Board proposes to change the Chinese name of the Company from “浙江升華蘭德科技股份有限公司” to “浙江芯化蘭德科技股份有限公司” and the English name of the Company from “Shenghua Lande Scitech Limited” to “Xinhua Lande Scitech Co., Limited”.

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Taking into account the Proposed Change of Company Name, the Board proposes to make certain amendment to the Articles of Association.

## **PROPOSED CHANGE OF AUDITOR**

Confucius International has resigned as the auditor of the Company with effect from 21 November 2025 and HLB has been appointed as the new auditor of the Company to fill the casual vacancy and hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the EGM.

### **EGM**

The proposed appointments of Directors and the proposed appointment of auditor will be put forward for approval by the Shareholders by way of ordinary resolutions at the EGM, and the Proposed Change of Company Name and the proposed amendment to the Articles of Association will be put forward for approval by the Shareholders by way of special resolutions at the EGM.

A circular containing, among other things, the details of aforementioned resolutions and the notice of the EGM will be 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)) and despatched to the Shareholders who request the printed copies in due course.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Shenghua Lande Scitech Limited\* (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that it will propose, among others, the following resolutions at the forthcoming extraordinary general meeting of the Company (the “**EGM**”) to approve: (i) the proposed appointments of Directors; (ii) the Proposed Change of Company Name (as defined below); (iii) the proposed amendment to the articles of association of the Company (the “**Articles of Association**”); and (iv) the proposed change of auditor.

## **PROPOSED CHANGE OF DIRECTORS**

### **Proposed Appointments of Directors**

The Board proposes to appoint Mr. Yu Zheng (余錚) (“**Mr. Yu**”) as an executive Director and Mr. Zhang Mingbo (張明波) (“**Mr. Zhang**”) as an independent non-executive Director of the ninth session of the Board for a term commencing from the date of approval by the shareholders (the “**Shareholders**”) of the Company at the EGM to the date of expiry of the term of the current Board.

The Board is pleased to announce that after due examination by the nomination committee of the Company, which is of the view that the proposed appointments of Mr. Yu as an executive Director and Mr. Zhang as an independent non-executive Director are in compliance with the board diversity policy and needs of the Company, the Board convened a meeting on 21 November 2025, and reviewed and approved the proposed appointments.

The biographical details of Mr. Yu and Mr. Zhang pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) are set out as follows:

Mr. Yu Zheng (余錚), aged 37, is nominated as an executive Director of the Company. Since September 2025, Mr. Yu has been a director of Xinhua Lande (Shanghai) New Material Co., Ltd.\* (芯化蘭德(上海)新材料有限公司), a wholly owned subsidiary of the Company. Since December 2020, Mr. Yu has been the co-founder and chief operating officer of Shanghai Chemcloud Data Technology Co., Ltd.\* (上海芯化和雲數據科技有限公司). He is responsible for the overall planning of the platform’s technical architecture, research and development, sales systems and business operations, and leads the strategic implementation, resource coordination and integration of the Chemcloud platform. Mr. Yu worked in Shanghai Ruizhi Chemical Co., Ltd.\* (上海睿智化學有限公司) to handle gene drug research and development from July 2013 to September 2014. Mr. Yu served as the vice president in Shanghai Muku Data Technology Co., Ltd. (Molbase Group)\* (上海摩庫資料技術有限公司(摩貝集團)) from October 2014 to October 2020, during which he was fully in charge of the establishment of the product R&D system, the expansion of the sales network and the digital operations. He played a pivotal role in propelling Molbase.com (摩貝網) to become the first Chinese chemical e-commerce platform listed on the U.S. stock market. Mr. Yu graduated from Anhui University in June 2013 with a master’s degree in applied chemistry.

Mr. Zhang Mingbo (張明波), aged 34, is nominated as an independent non-executive Director of the Company. Mr. Zhang currently serves as a joint partner at Beijing DHH (Shanghai) Law Firm. From June 2018 to December 2023, he worked in Beijing DHH (Qingdao) Law Firm\* (北京德和衡(青島)律師事務所), holding positions of qualified solicitor and joint partner. Since December 2023, he has been with Beijing DHH (Shanghai) Law Firm as a joint partner, a member of the Committee on Domestic IPO & Refinancing (境內IPO及再融資專業委員會) and the Committee on M&A & Restructuring of Listed Companies (境內上市公司並購重組專業委員會). He has completed multiple IPO projects acting as the authorized representative or on-site manager. Mr. Zhang obtained a Bachelor of Laws in Border Control Management from Qingdao University in June 2015 and a Master of Laws in Procedural Law from Qingdao University in June 2018.

Subject to the approval of the Shareholders at the EGM, each of Mr. Yu and Mr. Zhang will enter into a service contract with the Company for a term commencing from the date of approval by the Shareholders at the EGM to the date of expiry of the term of the current Board. Their remuneration packages will be determined in strict accordance with the Company’s remuneration policy, with due consideration of a range of key factors, including their professional experience and track record in relevant fields, academic qualifications and professional certifications, the scope and

complexity of their assigned duties, the level of responsibilities entrusted to them, and the expected time, effort, and specialized contribution required to support the Company's key affairs, strategic initiatives, and day-to-day operations. The proposed remuneration packages will be subject to the approval of the Shareholders at the EGM. Mr. Yu's remuneration will be RMB240,000 per annum, including wages, bonuses and all other labour costs paid by the Company, including social insurance. Mr. Zhang's remuneration will be RMB84,000 per annum.

As at the date of this announcement, Mr. Yu and Mr. Zhang do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). As at the date of this announcement, save as disclosed above, each of Mr. Yu and Mr. Zhang (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 position with the Company or any of its subsidiaries.

Mr. Zhang has confirmed to the Company: (a) his independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to the appointments of Mr. Yu and Mr. Zhang as the Directors 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.

### **Resignations of Directors**

Mr. Chen Ping (陳平) ("**Mr. Chen**") has tendered the resignation as a non-executive Director and Ms. Huang Lianxi (黃廉熙) ("**Ms. Huang**") has tendered the resignation as an independent non-executive Director due to their personal work arrangements which require more time and dedication. The resignations of Mr. Chen and Ms. Huang will take effect from the close of the EGM when the new Directors are elected and assume office.

Each of Mr. Chen and Ms. Huang has confirmed that he/she has no disagreement with the Board and no matters concerning his/her resignation need to be brought to the attention of the Stock Exchange and the Shareholders. The Board has confirmed that there are no matters concerning Mr. Chen and Ms. Huang's resignations which are needed to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chen and Ms. Huang for their valuable contribution to the Group during their terms of office.

## **PROPOSED CHANGE OF COMPANY NAME**

Due to the change of control of the Company, the Board proposes to change the Chinese name of the Company from “浙江升華蘭德科技股份有限公司” to “浙江芯化蘭德科技股份有限公司” and the English name of the Company from “Shenghua Lande Scitech Limited” to “Xinhua Lande Scitech Co., Limited” (the “**Proposed Change of Company Name**”), subject to the conditions as set out in the paragraph headed “Conditions” below.

### **Conditions**

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of special resolutions by the Shareholders at the EGM to approve the Proposed Change of Company Name and the proposed amendment to the Articles of Association; and
- (ii) any necessary approval of the relevant authorities in the PRC in relation to the Proposed Change of Company Name being obtained.

The relevant filing with the relevant authorities in the PRC will be made after the passing of the relevant special resolutions at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of completion of the registration of change in company name with the relevant Municipal Administration for Market Regulation in the PRC. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the recent change of control of the Company. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and its Shareholders as a whole.

## Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and/or financial position. All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English stock short name and the Chinese stock short name for trading in the shares of the Company will also be changed after the Proposed Change of Company Name becomes effective.

## PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Taking into account the Proposed Change of Company Name, the Board proposes to make certain amendment to the Articles of Association. Details of the proposed amendment to the Articles of Association are set out as below:

| Before amendment   | After amendment   |
|--|---|
| 2. Registered Chinese name of the Company: 浙江升華蘭德科技股份有限公司<br>English name of the Company: Shenghua Lande Scitech Limited | 2. Registered Chinese name of the Company: 浙江 <u>芯化</u> 蘭德科技股份有限公司<br>English name of the Company: <b>Xinhua</b> Lande Scitech Co., Limited |

Save for the proposed amendment to the Articles of Association set out above, other provisions in the Articles of Association remain unchanged. The aforesaid proposed amendment to the Articles of Association is subject to the approval by the Shareholders by way of a special resolution at the EGM.

## **PROPOSED CHANGE OF AUDITOR**

### **Resignation of Auditor**

Confucius International CPA Limited (“**Confucius International**”) has tendered its resignation as the auditor of the Company with effect from 21 November 2025 as the Company and Confucius International could not reach a mutual agreement on the audit fee in line with the Company’s future business development and supporting service needs.

Confucius International 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 date of this announcement, Confucius International has not commenced any review or audit work on the consolidated financial statements of the Group for the year ending 31 December 2025. The Board and audit committee (the “**Audit Committee**”) of the Company further confirmed that there are no disagreements or unresolved matters between the Company and Confucius International and that there are no other matters or circumstances in connection with the change of auditor of the Company that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Confucius International for its professional and quality services rendered for the Group during its tenure of office.

### **Proposed Appointment of Auditor**

With the recommendation from the Audit Committee, the Board convened a meeting on 21 November 2025, and reviewed and approved the appointment of HLB Hodgson Impey Cheng Limited (“**HLB**”) as the new auditor of the Company to fill the casual vacancy following the resignation of Confucius International, which will be subject to the passing of the relevant resolution at the EGM pursuant to the Company’s Articles of Association. HLB 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.

The Audit Committee made the recommendation after due consideration of, inter alia, (i) the Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the “**AFRC**”); (ii) the Guidance Notes on Change of Auditors published by the AFRC; and (iii) the relevant publications issued by the Stock Exchange. In accordance with the aforementioned rules and requirements, the Audit Committee has considered a number of factors in assessing the appointment of HLB as the auditor of the Company, including but not limited 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.

On the basis of the foregoing and after careful consideration, the Board and the Audit Committee are of the view that (i) HLB is eligible and suitable to act as the new auditor of the Company; (ii) the audit fee agreed with HLB 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 HLB is in the best interests of the Company and the Shareholders as a whole.

## **EGM**

The proposed appointments of Directors and the proposed appointment of auditor will be put forward for approval by the Shareholders by way of ordinary resolutions at the EGM, and the Proposed Change of Company Name and the proposed amendment to the Articles of Association will be put forward for approval by the Shareholders by way of special resolutions at the EGM.

A circular containing, among other things, the details of aforementioned resolutions and the notice of the EGM will be 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)) and despatched to the Shareholders who request the printed copies in due course.

The Company will make further announcement(s) to inform the Shareholders of (i) the poll results of the EGM, (ii) the effective date of the Proposed Change of Company Name, the proposed change of Directors, the proposed amendment to the Articles of Association and the proposed change of auditor, (iii) the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange.

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

Hangzhou City, the People's Republic of China, 21 November 2025

*As at the date of this 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.*

*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 the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page on the Stock Exchange's website at [www.hkexnews.hk](http://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](http://www.landpage.com.cn).*

*\* For identification purposes only*