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浙江浙大網新蘭德科技股份有限公司
ZHEDA LANDE SCITECH LIMITED*
(a joint stock limited company incorporated
in the People's Republic of China)
(Stock Code: 8106)

RISE SEA LIMITED

陸洋有限公司

(a company incorporated in
Hong Kong with limited liability)

JOINT ANNOUNCEMENT

THE COMPLETION OF THE SHARE TRANSFER AGREEMENTS

Financial adviser to
Zhejiang Shenghua Holdings Company Limited* and Rise Sea Limited



COMPLETION OF THE SHARE TRANSFER AGREEMENTS

The Offeror and the Company announce that the Completion took place on 20 January 2017 after the completion of the share transfer registration in respect of the Sale Shares from the respective Vendors to the Purchaser at the China Securities Depository and Clearing Corporation Limited pursuant to the Share Transfer Agreements. Upon Completion, the Purchaser acquired 217,126,930 Domestic Shares from the Vendors at an aggregate consideration of HK\$82,508,233.40 (equivalent to RMB73,185,628.11 at the Agreement Exchange Rate) and the Offeror Group owns an aggregate of 266,126,930 Shares (comprising 217,126,930 Domestic Shares and 49,000,000 H Shares), representing approximately 52.54% of the total number of issued Shares as at the date of this joint announcement.

UNCONDITIONAL MANDATORY CASH OFFER

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror Group is required to make an unconditional mandatory general offer in cash for all the outstanding Domestic Shares and H Shares other than those already owned or agreed to be acquired by the Offeror and the Purchaser.

For the reasons as disclosed in the 7 December Joint Announcement, no Domestic Share Offer will be made by the Offeror Group. Guotai Junan Securities will make the H Share Offer on behalf of the Offeror for all the H Shares in issue and not already owned or agreed to be acquired by the Offeror and the Purchaser at the H Share Offer Price of HK\$0.38 for each H Share (if the Tendered Shareholders choose to receive the consideration in RMB, RMB0.3371 at the Agreement Exchange Rate).

Reference is made to the joint announcements of the Offeror and the Company dated 7 December 2016 and 28 December 2016, in relation to, among other things, the sale and purchase of the domestic shares in the Company, (the “**7 December Joint Announcement**” and the “**28 December Joint Announcement**”, respectively, and collectively the “**Joint Announcements**”). Unless otherwise defined herein or the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcements.

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Set out below is a table showing the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately upon Completion and as at the date of this joint announcement.

Name of Shareholder	Immediately before the Completion		Immediately upon Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Domestic Shares				
The Offeror Group				
– The Purchaser	–	–	217,126,930	42.86
– The Offeror	–	–	–	–
Insigma Technology Co., Ltd.* (浙大網新科技股份有限公司)	81,802,637	16.15	–	–
Shanghai Longtail Investment Management Co., Ltd.* (上海長尾投資管理有限公司)	34,117,808	6.74	–	–
Guoheng Fashion Media Technology Group Co., Ltd.* (國恒時尚傳媒科技集團股份有限公司)	34,117,800	6.74	–	–
Hangzhou Gongjia Investment Management Co., Ltd.* (杭州共佳投資管理有限公司)	33,961,432	6.70	–	–
Mr. Chen	36,392,320	7.18	27,294,240	5.39
Mr. Wang Leibo	7,505,910	1.48	–	–
Mr. Chen Guocai	5,311,473	1.05	–	–
Mr. Wang Jincheng	5,000,000	0.99	–	–
Mr. Jin Lianfu	3,411,790	0.67	–	–
Mr. Huo Zhonghui	2,800,000	0.55	–	–
Total number of Domestic Shares	<u>244,421,170</u>	<u>48.25</u>	<u>244,421,170</u>	<u>48.25</u>
H Shares				
The Offeror Group				
– The Purchaser	–	–	–	–
– The Offeror	49,000,000	9.67	49,000,000	9.67
Public Shareholders	<u>213,125,000</u>	<u>42.07</u>	<u>213,125,000</u>	<u>42.07</u>
Total number of H Shares	<u>262,125,000</u>	<u>51.75</u>	<u>262,125,000</u>	<u>51.75</u>
Total	<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>

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By Order of the Board
ZHEDA LANDE SCITECH LIMITED*
Chen Ping
Chairman

By Order of the Board
RISE SEA LIMITED
Qian Haiping
Sole director

Hangzhou City, the PRC, 20 January 2017

As at the date of this joint announcement, the Board comprises six executive Directors, being Mr. Chen Ping, Mr. Chao Hong Bo, Mr. Xia Zhen Hai, Mr. Xie Fei, Mr. Wang Linhua and Mr. Wang Yong Gui and three independent non-executive Directors, being Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Qian Haiping.

As at the date of this joint announcement, the ultimate parent company of the Offeror is Deqing Huisheng, the sole director of which is Mr. Xia Shilin.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information in relation to the Purchaser and the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.

The sole director of the Offeror and the sole director of Deqing Huisheng jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Company, the Vendors and their respective associates and parties acting in concert with them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 Company Announcement” page on the GEM website at www.hkgem.com for at least 7 days from its date of publication and on the website of the Company at www.landpage.com.cn.

* For identification purposes only