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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

DESPATCH OF COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED ON BEHALF OF RISE SEA LIMITED TO ACQUIRE ALL THE ISSUED H SHARES IN ZHEDA LANDE SCITECH LIMITED* (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY RISE SEA LIMITED AND ZHEJIANG SHENGHUA HOLDINGS COMPANY LIMITED*)

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



The Composite Document, together with the WHITE Form(s) of Acceptance, setting out, among other things, (i) the expected timetable of the H Share Offer, (ii) the detailed terms of the H Share Offer and procedures for acceptance in respect of the H Share Offer, (iii) the letter from Guotai Junan Securities, (iv) the letter from the Board, (v) the letter from the Independent Board Committee and (vi) the letter from the Independent Financial Adviser will be despatched to the Independent Shareholders on 26 January 2017 in accordance with the Takeovers Code.

The expected timetable of the H Share Offer is set out below in this joint announcement.

Independent Shareholders are strongly advised to read the Composite Document and the accompanying WHITE Form(s) of Acceptance before taking any action on the H Share Offer.

Shareholders and investors are strongly advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

INTRODUCTION

References are made to the joint announcements jointly issued by Rise Sea Limited (the “**Offeror**”) and Zheda Lande Scitech Limited* (the “**Company**”) dated 7 December 2016, 28 December 2016 and 20 January 2017, respectively (collectively, the “**Joint Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcements, unless the context herein requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the WHITE Form(s) of Acceptance, setting out, among other things, (i) the expected timetable of the H Share Offer, (ii) the detailed terms of the H Share Offer and procedures for acceptance in respect of the H Share Offer, (iii) the letter from Guotai Junan Securities, (iv) the letter from the Board, (v) the letter from the Independent Board Committee and (vi) the letter from the Independent Financial Adviser will be despatched to the Independent Shareholders on 26 January 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable of the H Share Offer in the Composite Document as reproduced below is indicative only and further announcement(s) will be made in the event of any changes when appropriate. Unless otherwise specified, all time and date contained in this joint announcement refer to Hong Kong time and dates.

Event	Time & Date
Despatch date of the Composite Document and the WHITE Forms of Acceptance and the commencement date of the H Share Offer (<i>Note 1</i>)	Thursday, 26 January 2017
Latest time and date for acceptance of the H Share Offer (<i>Note 2</i>)	4:00 p.m. on Thursday, 16 February 2017
Closing Date of the H Share Offer (<i>Note 2</i>)	Thursday, 16 February 2017
Announcement of the results of the H Share Offer as at the Closing Date to be posted on the website of the Stock Exchange (<i>Note 2</i>)	not later than 7:00 p.m. on Thursday, 16 February 2017
Latest date for posting of remittance for the amounts due under the H Share Offer in respect of valid acceptances received under the H Share Offer (<i>Note 3</i>)	Monday, 27 February 2017

Note 1: The H Share Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the H Share Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed “6. Right of Withdrawal” in Appendix I to the Composite Document.

Note 2: In accordance with the Takeovers Code, the H Share Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the H Share Offer is 4:00 p.m. on Thursday, 16 February 2017. An announcement will be jointly issued by the Offeror and the Company through the website of the Stock Exchange by 7:00 p.m. on Thursday, 16 February 2017 stating whether the H Share Offer has been extended, revised or expired. In the event that the Offeror decides to revise or extend the H Share Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the H Share Offer is closed to those Independent Shareholders who have not accepted the H Share Offer.

Note 3: Remittances in respect of the cash consideration payable for the H Shares tendered under the H Share Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible but in any event within 7 Business Days after the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.

Note 4: If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the H Share Offer, the latest time for acceptance of the H Share Offer will remain at 4:00 p.m. on the same Business Day;
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the H Share Offer, the latest time for acceptance of the H Share Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

IMPORTANT

Independent Shareholders are strongly advised to read the Composite Document and the accompanying WHITE Form(s) of Acceptance before taking any action on the H Share Offer.

Shareholders and investors are strongly advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

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, 25 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 <http://www.landpage.com.cn>.

** For identification purpose only*