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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zheda Lande Scitech Limited\* (the “Company”), you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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)**

- (1) PROPOSED CHANGE OF DIRECTORS;**
- (2) PROPOSED CHANGE OF SUPERVISORS;**
- (3) PROPOSED CHANGE OF COMPANY NAME;**
- (4) PROPOSED CHANGE OF REGISTERED ADDRESS;**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (6) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES;**
- AND**
- (7) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Monday, 8 May 2017 at 2:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Growth Enterprise Market (“GEM”) of the Stock Exchange ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares), or the office of 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 (for the holders of H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of H Shares) on or before Tuesday, 18 April 2017 in accordance with the instructions printed thereon.

This circular will remain on the GEM website with the domain name of [www.hkgem.com](http://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](http://www.landpage.com.cn)).

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Monday, 8 May 2017 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司), a joint stock limited company incorporated in the PRC and whose H Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	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
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“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
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for and traded in HK\$ and are listed on GEM
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 March 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of Chinese and English names of the Company, details of which are set out in the section headed “Proposed Change of Company Name” in this circular
“Proposed Change of Directors”	the proposed appointment of new Directors, details of which are set out in the section headed “Proposed Change of Directors” in this circular
“Proposed Change of Registered Address”	the proposed change of registered address of the Company, details of which are set out in the section headed “Proposed Change of Registered Address” in this circular
“Proposed Change of Supervisors”	the proposed appointment of new Supervisors, details of which are set out in the section headed “Proposed Change of Supervisors” in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor”	the supervisor(s) of the Company
“%”	per cent.

\* For identification purposes only

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LETTER FROM THE BOARD

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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)

*Chairman and Executive Director:*  
Mr. Chen Ping (陳平先生)

*Executive Directors:*  
Mr. Wang Linhua (王林華先生)  
Mr. Wang Yong Gui (王永貴先生)

*Independent Non-executive Directors:*  
Mr. Zhang De Xin (張德馨先生)  
Mr. Cai Xiao Fu (蔡小富先生)  
Mr. Gu Yu Lin (顧玉林先生)

*Registered Office in the PRC:*  
4th Floor  
108 Gu Cui Road  
Hangzhou City  
Zhejiang Province, the PRC

*Principal Place of Business  
in the PRC:*  
13/F., Block A  
No. 1 Xi Yuan Eight Road  
Xihu District  
Hangzhou City  
Zhejiang Province, the PRC

*Principal Place of Business  
in Hong Kong:*  
Room 1116-1119  
Sun Hung Kai Center  
30 Harbour Road  
Wanchai, Hong Kong

21 March 2017

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED CHANGE OF DIRECTORS;  
(2) PROPOSED CHANGE OF SUPERVISORS;  
(3) PROPOSED CHANGE OF COMPANY NAME;  
(4) PROPOSED CHANGE OF REGISTERED ADDRESS;  
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
(6) PROPOSED GRANTING OF THE GENERAL MANDATE TO  
ISSUE NEW SHARES**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF DIRECTORS

Due to the change of control of the Company, the Board resolved to propose that the current term of the Board shall prematurely expire upon the conclusion of the AGM and each of the Directors intends to resign voluntarily. The Board further resolved to propose the following candidates to be nominated for, and elected as members of the Board:

Proposed Director	Proposal
Mr. Chen Ping (陳平先生) ("Mr. Chen")	To be elected as an executive Director
Mr. Qi Jinsong (戚金松先生) ("Mr. Qi")	To be elected as an executive Director
Mr. Guan Zilong (管子龍先生) ("Mr. Guan")	To be elected as an executive Director
Mr. Xu Jianfeng (徐劍鋒先生) ("Mr. Xu")	To be elected as an executive Director
Mr. Cai Jiamei (蔡家楣先生) ("Mr. Cai")	To be elected as an independent non-executive Director
Ms. Huang Lianxi (黃廉熙女士) ("Ms. Huang")	To be elected as an independent non-executive Director
Mr. Shen Haiying (沈海鷹先生) ("Mr. Shen")	To be elected as an independent non-executive Director

Details of the above proposed Directors (the "**Proposed Directors**") are set out in the Appendix I to this circular.

### 3. PROPOSED CHANGE OF SUPERVISORS

Due to the change of control of the Company, the supervisory committee of the Company resolved to propose that the current term of the supervisory committee of the Company shall prematurely expire upon the conclusion of the AGM and each of the Supervisors intends to resign voluntarily. The supervisory committee of the Company further resolved to propose Mr. Chen Jian (陳劍先生) and Mr. Yu Hui (俞匯先生) (other than an employee representative Supervisor who will be nominated by the employees of the Company) to be nominated for, and elected as members of the supervisory committee of the Company.

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## LETTER FROM THE BOARD

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Details of the above proposed Supervisors (the “**Proposed Supervisors**”) are set out in Appendix II to this circular. The employee representative Supervisor will be elected by the employees of the Company in the form of democratic election. The results of such election and the biographical details of the employee representative Supervisor will be announced together with the poll results of the AGM.

#### **4. PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the Chinese name of the Company from “浙江浙大網新蘭德科技股份有限公司” to “浙江升華蘭德科技股份有限公司” and the English name of the Company from “Zheda Lande Scitech Limited” to “Shenghua Lande Scitech Limited”, 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:

- (1) the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and
- (2) 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 resolution at the AGM. 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 industry and commerce bureau 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



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## LETTER FROM THE BOARD

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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.

### **5. PROPOSED CHANGE OF REGISTERED ADDRESS**

The Board proposed to change the registered address of the Company from “108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC” to “No.9 Nanhu Road, Zhongguan Town, Deqing County, Huzhou City, Zhejiang Province, the PRC”, subject to the conditions as set out in the paragraph headed “Conditions” below.

#### **Conditions**

The Proposed Change of Registered Address will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Registered Address; and
- (2) any necessary approval of the relevant PRC authorities in relation to the Proposed Change of Registered Address being obtained.

The relevant filing with relevant PRC authorities will be made after the passing of the relevant special resolution at the AGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Registered Address will take effect from the date of completion of the registration of change in its registered address with the relevant industry and commerce bureau in the PRC. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Taking into account, among others, the Proposed Change of Company Name, the Proposed Change of Registered Address and the actual conditions of the Company, the Board proposed to make certain amendments to the Articles of Association.

Details of the proposed amendments to the Articles of Association are set out in Appendix III to this circular.

Save for the proposed amendments to the Articles of Association set out in Appendix III to this circular, other provisions in the Articles of Association remain unchanged.

The Company confirms that the amendments to the Articles of Association will not affect the existing businesses and operations of the Group and the Directors confirm that there is nothing unusual about the proposed amendments to the Articles of Association for

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## LETTER FROM THE BOARD

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the Company. Based on the confirmation made by the Company's Hong Kong legal adviser, the proposed amendments to the Articles of Association are in compliance with the GEM Listing Rules. Based on the confirmation made by the Company's PRC legal adviser, the proposed amendments of the Articles of Association comply with the PRC laws. The aforesaid proposed amendments to the Articles of Association and the proposed adoption of the new Articles of Association are subject to the approval by the Shareholders by way of special resolutions at the AGM. Shareholders are advised that the Articles of Association are available in English and Chinese. The English translation of the Articles of Association is for reference only. In case of any inconsistency, the Chinese version shall prevail.

### **7. PROPOSED GRANTING OF THE GENERAL MANDATE TO ISSUE NEW SHARES**

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Board proposed to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had in issue 506,546,170 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 101,309,234 Shares on the basis that no further Shares will be issued by the Company prior to the AGM.

### **8. AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the Proposed Change of the Directors, the Proposed Change of the Supervisors, the Proposed Change of Company Name, the Proposed Change of Registered Address, the proposed amendments to the Articles of Association and the proposed granting of the General Mandate to issue new Shares.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's mailing address at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares), or to the office of 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 (for the holders of H Shares) as soon as possible and in any event, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the mailing address of the Company as detailed above (for the holders of Domestic Shares), or to the office of the Company's H Share registrar, Hong Kong Registrars Limited, as detailed above (for the holders of H Shares) on or before Tuesday, 18 April 2017 in accordance with the instructions printed thereon.

### **9. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Saturday, 8 April 2017 to Monday, 8 May 2017, both days inclusive, in order to determine the entitlement to attend the AGM. All properly completed H Shares transfer forms 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 for registration not later than 4:30 p.m. on Friday, 7 April 2017.

### **10. RESPONSIBILITY STATEMENT**

This 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 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 circular misleading.

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## LETTER FROM THE BOARD

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### 11. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the AGM as set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Zheda Lande Scitech Limited\***  
**Chen Ping**  
*Chairman*

\* *For identification purposes only*

The following are the particulars of the Proposed Directors proposed to be appointed at the AGM:

**Executive Directors**

**(1) Mr. Chen Ping (陳平先生)**

Mr. Chen, aged 52, is the chairman, the executive Director, the compliance officer and the authorised representative of the Company. Mr. Chen is also a director of 杭州群思特通信服務有限公司, a 55% owned subsidiary of the Company, and a director of Zheda Lande Scitech Information Limited, a wholly-owned subsidiary of the Company. Mr. Chen is an advisor to students seeking their master degree and an associate professor at Zhejiang University (浙江大學). Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor degree and a master degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in the research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize in 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for seven years up to 1997. Mr. Chen published two computers networking academic textbooks and a number of academic research papers in the PRC. Mr. Chen has joined the Company since May 1997 and has been appointed as an executive Director since September 2001.

Subject to the Shareholders' approval at the AGM, Mr. Chen will enter into a service contract with the Company and the term of office of Mr. Chen as the executive Director will be three years from the date of the AGM. His remuneration as the 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, save for 27,294,240 Domestic Shares held by him, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Chen (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Chen 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.

**(2) Mr. Qi Jinsong (戚金松先生)**

Mr. Qi, aged 52, completed a two-year online professional course for economics offered by China University of Geosciences (Wuhan) (中國地質大學(武漢)) in April 2005. Mr. Qi has been appointed as general manager and president of the board of Zhejiang Shenghua Qiang Ci Material Company Limited\* (浙江升華強磁材料有限公司) (currently known as Zhejiang Long Hua Shu Furniture Company Limited\* (浙江龍華樹家具有限公司)) from January 2009 to February 2012. From February 2012 to April 2013, he was the deputy general manager and later the general manager of Shenghua Estate Group Company Limited\* (升華地產集團有限公司). From April 2013 to July 2013, he was appointed as the deputy general manager of Zhejiang Shenghua Biok Biology Co., Ltd (浙江升華拜克生物股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600226). From July 2013 to June 2014, he was the deputy general manager of Meidu Group Company Limited\* (美都集團股份有限公司). Mr. Qi has been appointed as the executive vice president (from June 2014 to July 2016) and the director (from May 2015 to July 2016) of Meidu Energy Company Limited\* (美都能源股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600175). Since July 2016, he is the general manager and president of the board of Shenghua Estate Group Company Limited\* (升華地產集團有限公司). Since February 2017, Mr. Qi has been appointed as the chief executive officer of the Company.

Subject to the Shareholders' approval at the AGM, Mr. Qi will enter into a service contract with the Company and the term of office of Mr. Qi as the executive Director will be three years from the date of the AGM. His remuneration as the 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. Qi does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Qi (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Qi 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.

**(3) Mr. Guan Zilong (管子龍先生)**

Mr. Guan, aged 29, joined the Company in 2016 and has been appointed as the financial controller of the Company since February 2017. He graduated from China Jiliang College\* (中國計量學院) (currently known as China Jiliang University (中國計量大學)) and obtained a bachelor degree in management with major in financial management in June 2011. Mr. Guan obtained the Certificate for Passing All the Required Subjects of the National Uniform CPA Examination (註冊會計師全國統一考試全科合格証) issued by The Certified Public Accountants Examination Committee to The Ministry of Finance, PRC (中國財政部註冊會計師考試委員會). Between July 2011 and May 2016, he was with Pan-China Certified Public Accountants LLP\* (天健會計師事務所(特殊普通合夥)) and mainly handled annual audit works for listed companies and initial public offering works for proposed listing applicants.

Subject to the Shareholders' approval at the AGM, Mr. Guan will enter into a service contract with the Company and the term of office of Mr. Guan as the executive Director will be three years from the date of the AGM. His remuneration as the 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. Guan does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Guan (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Guan 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.

**(4) Mr. Xu Jianfeng (徐劍鋒先生)**

Mr. Xu, aged 30, graduated from Jiangxi University of Finance and Economics (江西財經大學) majoring in tourism management and finance (second degree) in July 2009 and obtained a bachelor degree in management and a bachelor degree in economics. Since July 2009 till present, Mr. Xu has been appointed as the secretary to the president (總裁秘書) of Shenghua Group Holdings Co., Ltd\* (升華集團控股有限公司).

Subject to the Shareholders' approval at the AGM, Mr. Xu will enter into a service contract with the Company and the term of office of Mr. Xu as the executive Director will be three years from the date of the AGM. His remuneration as the 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. Xu does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Xu (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Xu 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.

### **Independent Non-executive Directors**

#### **(1) Mr. Cai Jiamei (蔡家楣先生)**

Mr. Cai, aged 70, graduated from the Physics Department of Fudan University (復旦大學) majoring in semiconductor in August 1970.

From May 2010 to January 2015, Mr. Cai was appointed as an independent non-executive director of Hangzhou New Century Information Technology Co., Ltd\* (杭州新世紀信息技術股份有限公司) (currently known as Hangzhou Liaison Interactive Information Technology Co., Ltd\* (杭州聯絡互動信息技術股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 002280). He has been appointed as an independent non-executive director of B-soft Company Limited\* (創業軟件股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300451), since August 2011, Sunwave Telecommunication Company Limited\* (三維通信股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002115), since July 2013 and Hangzhou Xianlin Sanwei Technology Company Limited\* (杭州市先臨三維科技股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 830978), since January 2014.

Mr. Cai was elected as the chairman of the second and third session of the council of Zhejiang Software Industry Association\* (浙江省軟件行業協會) in 2008 and 2012. Mr. Cai was appointed as the dean of the College of Information Engineering\* (信息工程學院) (from October 2000 to August 2004), the College of Software\* (軟件學院) (from April 2002 to May 2006) and the College of Software Vocational Skills\* (軟件職業技術學院) (from April 2002 to May 2006) of Zhejiang University of Technology (浙江工業大學).

Subject to the Shareholders' approval at the AGM, Mr. Cai will enter into a service contract with the Company and the term of office of Mr. Cai as the independent non-executive Director will be three years from the date of the AGM. His remuneration as the independent non-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. Cai does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Cai (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any



directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Cai 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.

**(2) Ms. Huang Lianxi (黃康熙女士)**

Ms. Huang, aged 54, graduated from East China College of Political Science and Law (華東政法學院) (currently known as East China University of Political Science and Law (華東政法大學)) in August 1983 majoring in law. Ms. Huang furthered her legal study at Shanghai College of International Business and Economics (上海對外貿易學院) (currently known as Shanghai University of International Business and Economics (上海對外貿易大學)) in 1984 and graduated in July 1986. From 1991 to 1992, Ms. Huang attended a one-year course in United Kingdom Practical Training Scheme for Lawyers of the People's Republic of China at the University of London and obtained a certificate of completion.

From September 1984 to September 2003, Ms. Huang worked at Zhejiang Economy Law Firm\* (浙江省經濟律師事務所, currently known as Zhejiang Zhe Jing Law Firm\* (浙江浙經律師事務所)) as a lawyer, deputy head officer (副主任) and partner successively. Ms. Huang is a partner of Zhejiang Tiance Law Firm\* (浙江天冊律師事務所) and she joined the firm since September 2003. In October 2008, Ms. Huang was recognized as Outstanding Lawyer (全國優秀律師) for the years 2005 to 2007 by All China Lawyers Association\* (中華全國律師協會). In February 2013, Ms. Huang was appointed as a member of the twelfth National Committee for Chinese People's Political Consultative Conference\* (中國人民政治協商會議第十二屆全國委員會). Ms. Huang is an arbitrator of the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會). Ms. Huang is the vice-president of the Lawyers Association of Zhejiang\* (浙江省律師協會). Ms. Huang was an independent non-executive director of Zhejiang Zhenyuan Company Limited (浙江震元股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000705), from June 2008 to August 2014. From April 2008 to April 2014, Ms. Huang was appointed as an independent non-executive director of Sunny Loan Top Company Limited (香溢融通控股集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600830). From April 2009 to April 2015, Ms. Huang was appointed as an independent non-executive director of Zhejiang Shenghua Biok Biology Co., Ltd (浙江升華拜克生物股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600226). She was an independent non-executive director of China Calxon Group Company Limited\* (嘉凱城集團股份有限公司, formerly known as Hunan Yahua Holdings Group Company Limited\* (湖南亞華控股集團股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000918), from August 2009 to March 2016. She has been an independent non-executive director of Zhejiang Kangsheng Co., Ltd. (浙江康盛股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002418), since July 2013, Zhejiang Youpon Ceiling Company Limited\* (浙江友邦吊頂股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002718), since March 2016 and Zuoli Kechuang Micro-finance Company Limited (佐力科創小額貸款股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 6866), since April 2014.

Subject to the Shareholders' approval at the AGM, Ms. Huang will enter into a service contract with the Company and the term of office of Ms. Huang as the independent non-executive Director will be three years from the date of the AGM. Her remuneration as the independent non-executive Director will be determined based on the Company's remuneration policy and with reference to her workload and responsibilities.

As at the Latest Practicable Date, Ms. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Ms. Huang (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Ms. Huang 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.

**(3) Mr. Shen Haiying (沈海鷹先生)**

Mr. Shen, aged 45, completed a two-year professional course for accounting jointly offered by The Broadcast and Television University of China\* (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) and Beijing Technology and Business University (北京工商大學) in January 2005. From November 1999 to March 2007, Mr. Shen was a director of Deqing Tianqin Accountants' Firm Company Limited\* (德清天勤會計師事務所有限公司). From April 2007 to March 2011, Mr. Shen was the executive director and the general manager of Huzhou Tianqin Assets Appraisal Company Limited\* (湖州天勤資產評估有限公司). From June 2008 to May 2014, he was appointed as an independent non-executive director of Zhejiang Shenghua Biok Biology Co., Ltd (浙江升華拜克生物股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600226). Since April 2011 till present, Mr. Shen is the general manager, vice-chairman of the board and legal representative of Zuo Li Group Holdings Company Limited\* (佐力控股集團有限公司). Since October 2007 till present, Mr. Shen is a director of Zhejiang Top Medicine Co., Ltd. (浙江拓普藥業股份有限公司), a company listed on National Equities Exchange and Quotations (stock code: 837631).

Mr. Shen is a senior accountant (高級會計師) awarded by the Review Committee of Senior Accountant Qualification of Zhejiang Province\* (浙江省高級會計師資格評審委員會). He is also a certified tax agent of Zhejiang Province (浙江省註冊稅務師).

Subject to the Shareholders' approval at the AGM, Mr. Shen will enter into a service contract with the Company and the term of office of Mr. Shen as the independent non-executive Director will be three years from the date of the AGM. His remuneration as the independent non-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. Shen does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Shen (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Shen 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.

The following are the particulars of the Proposed Supervisors proposed to be appointed at the AGM:

**(1) Mr. Chen Jian (陳劍先生)**

Mr. Chen, aged 33, graduated from University of Science and Technology of China (中國科學技術大學) majoring in finance and obtained a bachelor degree in economics in July 2005. From May 2006 to July 2012, Mr. Chen was the head of the account department of Zhejiang Shenghua Qiang Ci Material Company Limited\* (浙江升華強磁材料有限公司) (currently known as Zhejiang Long Hua Shu Furniture Company Limited\* (浙江龍華樹家具有限公司)). Since August 2012 till present, Mr. Chen has been appointed as the head of the audit and supervision department of Shenghua Group Holdings Co., Ltd\* (升華集團控股有限公司).

Subject to the Shareholders' approval at the AGM, Mr. Chen will enter into a service contract with the Company and the term of office of Mr. Chen as the Supervisor will be three years from the date of the AGM. His remuneration as the Supervisor 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. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Chen (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Chen 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.

**(2) Mr. Yu Hui (俞匯先生)**

Mr. Yu, aged 28, graduated from Zhejiang Gongshang University (浙江工商大學) majoring in financial management and obtained a bachelor degree in management in June 2011. Mr. Yu is a certified public accountant of the PRC. From September 2011 to March 2013, Mr. Yu was a senior auditor of BDO China Shu Lun Pan CPAs (立信會計師事務所). Since April 2014 till present, Mr. Yu has been appointed as the security investment specialist of the strategic investment department of Shenghua Group Holdings Co., Ltd\* (升華集團控股有限公司).

Subject to the Shareholders' approval at the AGM, Mr. Yu will enter into a service contract with the Company and the term of office of Mr. Yu as the Supervisor will be three years from the date of the AGM. His remuneration as the Supervisor 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. Yu does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Yu (a) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (c) does not hold any positions with the Company or other members of the Group.

Other than those disclosed above, there are no other matters concerning Mr. Yu 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.

Please note that the proposed amendments to the Articles of Association are prepared in Chinese language. The English translation of the proposed amendments to the Articles of Association in this appendix is for information only and is not an official translation of the Chinese version. In case of any discrepancy, the Chinese version shall prevail. The full text of the proposed amendments to the Articles of Association is set out as follows:

#### Article 1

Existing Article 1 of the Articles of Association:

*“Zheda Lande Scitech Limited (hereinafter referred to as the “Company”) is a joint stock limited company incorporated as per the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Interim Provisions on Setting Foreign Invested Joint Stock Company and other relevant laws and administrative regulations.*

*The Company, as approved by the document Check and Approval on the Agreement to Change the Establishment of Zheda Lande Scitech Limited (Zhe Shang Shi [2001] No. 64) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology Co., Ltd. Registration for the Company was completed in Zhejiang Administration of Industry and Commerce, and its business license was acquired on September 20, 2001 with number: 3300001008170.*

*The domestic shareholders of the Company: Chen Ping, Insignia Technology Co., Ltd., Guoheng Fashion Media Technology Group Co., Ltd., Hangzhou Gongjia Information Technology Co., Ltd., Chen Guocai, Wang Jincheng, Wang Leibo, Huo Zhonghui, Jin Lianfu and Shanghai Longtail Investment Management Co., Ltd.*

*Note:*

1. “MP” refers to “The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses”.
2. “A” refers to “Appendix for Rules of Listing in Hong Kong Stock Exchange”.

It is proposed that the existing Article 1 be deleted in its entirety and replaced with the following:

*“Shenghua Lande Scitech Limited (hereinafter referred to as the “Company”) is a joint stock limited company incorporated as per the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as “Special Provisions”) and Interim Provisions on Setting Foreign Invested Joint Stock Company and other relevant laws and administrative regulations.*

*The Company, as approved by the document Check and Approval on the Agreement to Change the Establishment of Zheda Lande Scitech Limited (Zhe Shang Shi [2001] No. 64) issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology*

*Co., Ltd. Registration for the Company was completed in Zhejiang Administration of Industry and Commerce, and its business license was acquired with the uniform social credit code: 91330000143203737M.*

*The domestic shareholders of the Company: Zhejiang Shenghua Holdings Company Limited\* (浙江升華控股有限公司) and Chen Ping.*

*Note:*

1. “MP” refers to “The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses”.
2. “A” refers to “Appendix for Rules of Listing in Hong Kong Stock Exchange”.

## **Article 2**

Existing Article 2 of the Articles of Association:

*“Registered Chinese name of the Company: 浙江浙大網新蘭德科技股份有限公司  
English name of the Company: Zheda Lande Scitech Limited”*

It is proposed that the existing Article 2 be deleted in its entirety and replaced with the following:

*“Registered Chinese name of the Company: 浙江升華蘭德科技股份有限公司  
English name of the Company: Shenghua Lande Scitech Limited”*

## **Article 3**

Existing Article 3 of the Articles of Association:

*“Company address: 108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC  
Postal code: 310012  
Telephone No.: 86-571-88480000  
Fax No.: 86-571-88480108”*

It is proposed that the existing Article 3 be deleted in its entirety and replaced with the following:

*“Company address: No.9 Nanhu Road, Zhongguan Town, Deqing County, Huzhou City, Zhejiang Province, the PRC  
Postal code: 313220  
Telephone No.: 86-572-8358333  
Fax No.: 86-572-8361222”*



**Article 7**

Existing Article 7 of the Articles of Association:

*“On September 20, 2002, the Company held the extraordinary general meeting. In accordance with the factual status of overseas listed foreign share, the Company made amendments to the original Articles of Association (the “original Articles of Association”) and formulated the current Articles of Association (the “Articles of Association”) at the extraordinary general meeting held on April 20, 2002.*

*After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.”*

It is proposed that the existing Article 7 be deleted in its entirety and replaced with the following:

*“These Articles of Association come into effect by the passing of the relevant resolutions at the annual general meeting of the Company held on 8 May 2017. After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.”*

**Article 12**

Existing Article 12 of the Articles of Association:

*“Provided that all applicable laws and administrative regulations of the People’s Republic of China (“PRC”) are complied with, the Company has the power to raise capital and borrow money by way of, among other means, the issue of debentures, the charging or pledging of part or whole of the Company’s business or assets and other rights permitted by PRC laws and administrative regulations.”*

It is proposed that the existing Article 12 be deleted in its entirety and replaced with the following:

*“Provided that all applicable laws and administrative regulations of the People’s Republic of China (“PRC”) are complied with, the Company has the power to raise capital and borrow money by way of, among other means, the issue of debentures, the charging or pledging of part or whole of the Company’s business or assets, provide security for the debt of a third party (including but not limited to the subsidiaries or the associated companies of the Company) and other rights permitted by PRC laws and administrative regulations, provided that the exercise of the aforesaid rights shall not prejudice or forfeit the rights of the shareholders of the Company.”*



**Article 22**

Existing Article 22 of the Articles of Association:

*“The share capital structure of the Company is 506,546,170 ordinary shares, of which 244,421,170 shares are Renminbi ordinary shares subject to trading restriction, accounting for 48.25% of the issued capital of the Company; 262,125,000 shares are tradable shares without selling restriction, accounting for 51.75% of the issued capital of the Company.”*

It is proposed that the existing Article 22 be deleted in its entirety and replaced with the following:

*“The share capital structure of the Company is 506,546,170 ordinary shares, of which 244,421,170 shares are Renminbi ordinary shares and are not listed, accounting for 48.25% of the issued capital of the Company; 262,125,000 shares are tradable shares without selling restriction, accounting for 51.75% of the issued capital of the Company.”*

**Article 43**

It is proposed that the following paragraph be inserted to the beginning of the existing Article 43:

*“The Domestic Shares issued by the Company shall registered and be in the custody of China Securities Depository and Clearing Corporation Limited, pursuant to the relevant regulations relating to the non-overseas listed shares of the overseas listed companies.”*

**Article 50**

Existing Article 50 of the Articles of Association:

*“... ..*

*Application by a holder of A Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 150 of the Company Law.*

*... ..”*

It is proposed that the existing Article 50 be amended as following:

*“... ..*

*Application by a holder of Domestic Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of the Company Law.*

*... ..”*

**Article 55**

It is proposed that the following paragraph be inserted to the end of the existing Article 55:

*“The shareholder of the Company, who holds no less than 5% of the voting rights of the Company, shall notify the Company in writing on the day when he/she/it pledges his/her/its Share(s).”*

**Article 69**

It is proposed that the following sentence to be inserted to the end of the existing Article 69:

*“The number of Shares represented by a proxy shall clearly be stated in the proxy form.”*

**Article 75**

It is proposed that the following paragraph be inserted to the end of the existing Article 75:

*“When a connected transaction is subject to the approval of the shareholders’ meeting, the connected shareholders of the Company shall abstain from voting; any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. The announcement relating to the poll results of the shareholders’ meeting shall fully disclose the poll results of the non-connected shareholders.”*

**Article 96**

Existing Article 96 of the Articles of Association:

*“The Company sets the Board of Directors which consists of 9 directors, and 1 chairman and 2 vice-chairmen are elected. External directors (directors not taking post in the Company) shall be more than 1/2 of the total number of the Board of Directors, and there shall be 3 independent directors (Directors who are independent from the members of the Company and do not hold any office in the Company).”*

It is proposed that the existing Article 96 be deleted in its entirety and replaced with the following:

*“The Company sets the Board of Directors which consists of 7 directors, and 1 chairman and 1 vice-chairman are elected. There shall be 3 independent non-executive directors (Directors who are independent from the members of the Company and do not hold any office in the Company).”*

**Article 98**

Existing Article 98 of the Articles of Association:

*“The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers:*

- (1) to be responsible for convening shareholders’ general meetings and to report on its work to the shareholders’ general meeting;*

*... ..*

- (8) to decide on the establishment of the Company’s internal management organisation;*

- (9) to appoint or remove the Company’s General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and other senior management personnel (including the financial officers) based on the recommendations of the General Manager, and to decide on their emolument;*

- (10) to formulate the Company’s basic management system;*

- (11) to formulate proposals for any amendment of the Articles of Association;*

- (12) other functions and powers as authorised in a general meeting and as stipulated in the Articles of Association.*

*... ..”*

It is proposed that the existing Article 98 be amended as following:

*“The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers:*

- (1) to be responsible for convening shareholders’ general meetings and to report on its work to the shareholders’ general meeting;*

*... ..*

- (8) to decide on the establishment of the Company’s internal management organisation;*

- (9) within the authorisation obtained from the shareholders’ meeting, to decide on the matters relating to, among others, the external financing, external investment, acquisition/disposal of assets, provision of security, financial management and connected transactions;*

*(10) to appoint or remove the Company's General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and other senior management personnel (including the financial officers) based on the recommendations of the General Manager, and to decide on their emolument;*

*(11) to formulate the Company's basic management system;*

*(12) to formulate proposals for any amendment of the Articles of Association;*

*(13) other functions and powers as authorised in a general meeting and as stipulated in the Articles of Association.*

*... ..."*

#### **Article 108**

Existing Article 108 of the Articles of Association:

*"The secretary to the board of directors shall be a natural person with the necessary professional knowledge and experience. He shall be appointed by the board of directors. His main duties shall be as set forth below:*

- (1) to guarantee that the Company has complete organizational documents and records;*
- (2) to ensure that the Company prepares and submits according to law the documents and reports required by relevant authorities;*
- (3) to guarantee that the Company's register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner."*

It is proposed that the existing Article 108 be deleted in its entirety and replaced with the following:

*"The secretary to the board of directors shall be a natural person with the necessary professional knowledge and experience. He shall be appointed by the board of directors. His main duties shall be as set forth below:*

- (1) to guarantee that the Company has complete organizational documents and records;*
- (2) to ensure that the Company prepares and submits according to law the documents and reports required by relevant authorities;*

- (3) *to guarantee that the Company's register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner;*
- (4) *subject to the authorisation from the Board, to coordinate and organise the disclosure of the information of the Company and to liaise with the investors, securities regulatory institutions and the media."*

**Article 116**

The first paragraph of the existing Article 116 of the Articles of Association:

*"The Supervisory Committee consists of five supervisors. The Supervisory Committee shall have one (1) Chairman."*

It is proposed that the first paragraph of the existing Article 116 be deleted in its entirety and replaced with the following:

*"The Supervisory Committee consists of three supervisors. The Supervisory Committee shall have one (1) Chairman"*

**Article 117**

Existing Article 117 of the Articles of Association:

*"The members of the Supervisory Committee shall comprise one representative of shareholders, two independent supervisors (supervisors independent from corporate shareholders and not taking post in the Company) and two representatives of staff and workers. The election and removal of the representatives of shareholders shall be decided by shareholders in Shareholders' General Meeting, while the representative of staff and workers shall be elected and removed by staff and workers of the Company in a democratic way. External supervisors (supervisor not taking post in the Company) shall account for more than 1/2 of the number of the Supervisory Committee. External supervisors who are not employees of the Company shall constitute 1/2 of the total number of supervisors."*

It is proposed that the existing Article 117 be deleted in its entirety and replaced with the following:

*"The members of the Supervisory Committee shall comprise two representative of shareholders and one representative of staff and workers. The election and removal of the representatives of shareholders shall be decided by shareholders in Shareholders' General Meeting, while the representative of staff and workers shall be elected and removed by staff and workers of the Company in a democratic way."*

**Article 118**

Existing Article 118 of the Articles of Association:

*“Directors, General Manager and financial officers may not act concurrently as supervisors.”*

It is proposed that the existing Article 118 be deleted in its entirety and replaced with the following:

*“Directors, General Manager, secretary to the Board and financial officers may not act concurrently as supervisors.”*

**Article 124**

Existing Article 124 of the Articles of Association:

*“A person may not serve as a Director, Supervisor, General Manager or other senior management personnel of the Company if any of the following circumstances apply:*

*... ...”*

It is proposed that the existing Article 124 be amended as the following:

*“A person may not serve as a Director, Supervisor, General Manager or other senior management personnel (including secretary to the Board and the financial officers, similarly hereinafter) of the Company if any of the following circumstances apply:*

*... ...”*

**Article 171**

The second paragraph of the existing Article 171 of the Articles of Association:

*“To overseas shareholders, the aforesaid document should be sent by prepaid mail, or the electronic announcement through the official website or Company website or any means of corporate communication.”*

It is proposed that the second paragraph of the existing Article 171 be deleted in its entirety and replaced with the following:

*“The resolutions relating to the merger or division of the Company shall be made into a special document available for the inspection of the shareholders of the Company. To overseas shareholders, the aforesaid document should be sent by prepaid mail to such address of the shareholders registered in the register of members of the Company.”*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Zheda Lande Scitech Limited\* (the “**Company**”) will be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Monday, 8 May 2017 at 2:00 p.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 2016;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016;
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 2016;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2016;
5. To consider and approve the financial report for the year ended 31 December 2016 and the financial budget report for the year ending 31 December 2017;
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 early termination of the office term of the current session of the Board and the supervisory committee of the Company and the election of the 7th session of the Board and the supervisory committee of the Company, the office term of which will be three years with effect from the date of the AGM, i.e. 7 May 2020;

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8. To consider and approve the appointment of Mr. Chen Ping 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;
9. To consider and approve the appointment of Mr. Qi Jinsong 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;
10. To consider and approve the appointment of Mr. Guan Zilong 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;
11. To consider and approve the appointment of Mr. Xu Jianfeng 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;
12. To consider and approve the appointment of Mr. Cai Jiamei 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;
13. To consider and approve the appointment of Ms. Huang Lianxi 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;
14. To consider and approve the appointment of Mr. Shen Haiying 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;
15. To consider and approve the appointment of Mr. Chen Jian as a supervisor of the Company 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;



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16. To consider and approve the appointment of Mr. Yu Hui as a supervisor of the Company 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;

### AS SPECIAL RESOLUTIONS

17. To consider and approve the Chinese name of the Company be changed from “浙江大網新蘭德科技股份有限公司” to “浙江升華蘭德科技股份有限公司” and its English name from “Zheda Lande Scitech Limited” to “Shenghua Lande Scitech Limited”, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company;
18. To consider and approve the change of the registered address of the Company from “108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC” to “No.9 Nanhu Road, Zhongguan Town, Deqing County, Huzhou City, Zhejiang Province, the PRC”, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of registered address of the Company;
19. To consider and approve the amendments to the Articles of Association of the Company (the “**Articles of Association**”) (details of which are set out in the Appendix III to the circular of the Company issued on 21 March 2017), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association of the Company;
20. To consider and approve that, subject to the approval of 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 H shares (the “**H Shares**”) and/or domestic shares (the “**Domestic Shares**”, together with the H Shares, collectively, the “**Shares**”):
- (1) the Board be and is hereby granted an unconditional general mandate to issue and deal with 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 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;

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- (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 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 new capital structure of the Company and the new registered share capital by reference to the manner of the issuance, class and number of 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 such Shares 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, the Securities Law of the PRC, regulations or the 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 other relevant authorities are obtained.

For and on behalf of the Board  
**Zheda Lande Scitech Limited\***  
**Chen Ping**  
*Chairman*

Hangzhou City, the PRC, 21 March 2017

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*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 proxy to attend and vote in his stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Saturday, 8 April 2017 to Monday, 8 May 2017 (both days inclusive), during which no transfer of 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, 7 April 2017 in order to be registered as a Member.
- (3) Members who intend to attend the AGM must complete the reply slip enclosed for use at the AGM, and return to the Company’s mailing address at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares) or to the office of 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 (for the holders of H Shares) on or before Tuesday, 18 April 2017. The reply slip may be returned to the Company or its H Share registrar by hand or by post.
- (4) As regards the holders of Domestic Shares and in order to be valid, the 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 13/F., Block A, No. 1 Xi Yuan Eight Road, 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.
- (5) As regards the holders of H Shares and in order to be valid, the 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 Shops 1712-1716, 17th 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.
- (6) 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 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.
- (7) 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*