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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 OF ANNUAL GENERAL MEETING

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;
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;

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 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;
 - (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

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.

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Chen Ping, 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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page on the GEM website at www.hkgem.com for at least 7 days from the day of its posting and on the website of the Company at www.landpage.com.cn.

** For identification purposes only*