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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the 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)**

### PROPOSED RE-APPOINTMENT OF DIRECTORS AND SUPERVISORS AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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A notice convening the extraordinary general meeting (the “EGM”) of the Company to 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 on Monday, 19 December 2016 at 2:00 p.m. is set out on pages 18 to 20 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and is also published on the websites of the Growth Enterprise Market (the “GEM”) of the Stock Exchange ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

A reply slip for the EGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed reply slip in accordance with the instructions printed thereon not later than Monday, 28 November 2016.

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

1 November 2016

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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:*

“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
“EGM”	the extraordinary 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, 19 December 2016 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the EGM which is set out on pages 18 to 20 of this circular, or any adjournment thereof
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	<a href="http://www.hkgem.com">http://www.hkgem.com</a> , being the internet website operated by the Stock Exchange for GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 October 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“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
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	Domestic Share(s) and H Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the supervisory committee 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)**

*Executive Directors:*

Mr. Chen Ping (陳平先生)  
Mr. Chao Hong Bo (曹鴻波先生)  
Mr. Xia Zhen Hai (夏振海先生)  
Mr. Xie Fei (謝飛先生)  
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

1 November 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-APPOINTMENT OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

At the EGM, ordinary resolutions will be proposed to approve (i) the re-appointment of the Directors; and (ii) the re-appointment of the Supervisors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above proposed resolutions at the EGM.

### **PROPOSED RE-APPOINTMENT OF DIRECTORS**

According to Article 97 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, the appointment of each of Mr. Chen Ping, Mr. Chao Hong Bo, Mr. Xia Zhen Hai, Mr. Xie Fei, Mr. Wang Linhua, Mr. Wang Yong Gui, Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin expired on 20 September 2016. All of them will offer themselves for re-appointment at the EGM. Ordinary resolutions will be proposed at the EGM to re-appoint Mr. Chen Ping, Mr. Chao Hong Bo, Mr. Xia Zhen Hai, Mr. Xie Fei, Mr. Wang Linhua and Mr. Wang Yong Gui as executive Directors.

As each of Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin has served as an independent non-executive Director for more than nine years, separate ordinary resolutions in relation to their re-appointments will be proposed at the EGM pursuant to Code Provision A.4.3 of Appendix 15 to the GEM Listing Rules.

The Board has confirmed with each of Mr. Zhang, Mr. Cai and Mr. Gu that they still meet the independence requirement set out in Rule 5.09 of the GEM Listing Rules. As such, the Board believes that all of them will continue to bring independent and objective perspectives to the Company's affairs. In addition, each of Mr. Zhang, Mr. Cai and Mr. Gu possesses relevant accounting or industrial experience and has a deep understanding of the Group's operations, which is quite unique and rare in both the PRC and Hong Kong. Based on the aforesaid, the Board is of the view that the re-appointments of Mr. Zhang, Mr. Cai and Mr. Gu are in the best interests of the Group and the Shareholders.

Details of each of the proposed Directors are set out in Appendix I to this circular.

### **PROPOSED RE-APPOINTMENT OF SUPERVISORS**

According to Article 116 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, each Supervisor's appointment expired on 20 September 2016. All of the five existing Supervisors, namely Mr. Xie Jian Ping, Mr. Wang Li Jun, Ms. Liu Chun Fang, Mr. Feng Pei Xian and Ms. Wang Xiao Li will offer themselves for re-appointment at the EGM. Ordinary resolutions will be proposed at the EGM to re-appoint Mr. Xie Jian Ping, Mr. Wang Li Jun, Ms. Liu Chun Fang, Mr. Feng Pei Xian and Ms. Wang Xiao Li as Supervisors.

Details of each of the proposed Supervisors are set out in Appendix II to this circular.

### **EGM AND PROXY ARRANGEMENT**

A notice convening the EGM is set out on pages 18 to 20 of this circular.

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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 EGM.

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 EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and 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 EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

A reply slip for the EGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the EGM) and return the signed reply slip in accordance with the instructions printed thereon not later than Monday, 28 November 2016.

### **CLOSURE OF REGISTERS OF MEMBERS**

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Saturday, 19 November 2016 to Monday, 19 December 2016, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Monday, 19 December 2016 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Hong Kong Registrars Limited of Rooms 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, 18 November 2016.

### **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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### RECOMMENDATION

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

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 Directors proposed to be re-appointed at the EGM:

**Executive Directors**

**Mr. Chen Ping**, aged 51, is the chairman, the chief executive 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. 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.

Save as disclosed above, Mr. Chen has not held any position with the Company or any of its subsidiaries. Mr. Chen did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Chen as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, Mr. Chen will enter into a service contract with the Company, and his emolument and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Save as 36,392,320 Domestic Shares directly held by Mr. Chen and 33,961,432 Domestic Shares indirectly held by Mr. Chen through Shanghai Aifusheng Information Technology Co., Ltd.\* (上海艾孚生信息科技有限公司) and Hangzhou Gongjia Information Technology Co., Ltd.\* (杭州共佳信息技術有限公司), Mr. Chen does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Chen has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Chen that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter in relation to the re-appointment of Mr. Chen that needs to be brought to the attention of the Shareholders.

**Mr. Chao Hong Bo**, aged 52, is the compliance officer of the Company. Mr. Chao obtained a bachelor degree of engineering from Beijing University of Posts and Telecommunications in 1985 and a master degree of economics from Renmin University of China in 1987. After graduation, Mr. Chao worked as a research assistant in State Bureau of Commodity Prices of the PRC until 1993. During the period between 1993 and 1999, Mr. Chao was the vice editorial director of National Development and Reform Commission of the PRC (previously known as State Planning Commission of the PRC). He then became an assistant to director in China Government Securities Depository Trust and Clearing Co., Ltd. from 1999 to 2001. Since 2001, he has been serving as the executive director of Guoheng Fashion Media Technology Group Co., Ltd.\* (國恒時尚傳媒科技集團股份有限公司), a Shareholder holding approximately 6.74% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Chao has been appointed as an executive Director since July 2007.

Save as disclosed above, Mr. Chao has not held any position with the Company or any of its subsidiaries. Further, Mr. Chao has not held any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Chao as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Chao does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Chao has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Chao that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Chao that needs to be brought to the attention of the Shareholders.

**Mr. Xia Zhen Hai**, aged 42, is a senior member of International Financial Management Association. Mr. Xia graduated from Zhejiang University with a PhD degree in engineering. From 2001 to 2005, Mr. Xia served at the Shanghai office of JS Cresvale Securities International Limited. From 2005 to 2007, he was the representative of Samsung Securities Co., Ltd., Shanghai office. Mr. Xia is now the legal representative and executive director of Shanghai Longtail Investment Management Co., Ltd.\* (上海長尾投資管理有限公司), a

Shareholder holding approximately 6.74% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Xia has been appointed as an executive Director since September 2007.

Save as disclosed above, Mr. Xia has not held any position with the Company or any of its subsidiaries. Mr. Xia did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Xia as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Xia does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Xia has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Xia that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Xia that needs to be brought to the attention of the Shareholders.

**Mr. Xie Fei**, aged 46, is a Certified Public Accountant and a Certified International Internal Auditor in the PRC. Mr. Xie graduated from Zhejiang University of Finance and Economics with an associate degree in international accounting and a bachelor degree in accounting. Mr. Xie served in the finance department of Zhejiang Machinery and Equipment Import and Export Co., Ltd.\* (浙江省機械設備進出口公司) between 1991 and 1999 and in the finance department of Hangzhou Alcatel Communication System Co., Ltd.\* (杭州阿爾卡特通訊系統有限公司) between 1999 and 2001. Since 2001, Mr. Xie has been serving at Insigma Technology Co., Ltd.\* (浙大網新科技股份有限公司), a substantial Shareholder holding approximately 16.15% of the issued share capital of the Company as at the Latest Practicable Date and a company listed on the Shanghai Stock Exchange. Mr. Xie is the manager of audit department of Insigma Technology Co., Ltd.\* (浙大網新科技股份有限公司). Mr. Xie has been appointed as an executive Director since November 2011.

Save as disclosed above, Mr. Xie has not held any position with the Company or any of its subsidiaries, nor did Mr. Xie hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Xie as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Xie does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Xie has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Xie that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Xie that needs to be brought to the attention of the Shareholders.

**Mr. Wang Linhua**, aged 40, is the Company's financial controller and vice president and is responsible for the whole spectrum of corporate finance. Mr. Wang is also a director of Zheda Lande Scitech Information Limited, a wholly-owned subsidiary of the Company. Mr. Wang graduated from the Xian University of Finance and Economics in accounting, and is a graduate of master in professional accounting in Zhongnan University of Economics and Law, and he has many years of experience in corporate finance management. Mr. Wang joined the Company in January 2008 and has been appointed as an executive Director since November 2011.

Save as disclosed above, Mr. Wang has not held any position with the Company or any of its subsidiaries. Mr. Wang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Wang as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Wang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Wang has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Wang that needs to be brought to the attention of the Shareholders.

**Mr. Wang Yong Gui**, aged 42, graduated from the Institute of Managerial Economics in the Industrial University of Shenyang, with a bachelor degree in international finance. He has abundant experience in corporate governance of listed companies, investment and financing. Mr. Wang served in the securities department of Wafangdian Bearing Company Limited\* (瓦房店轴承有限公司). Mr. Wang joined the Company in July 2002 and has been appointed as an executive Director since December 2012.

Save as disclosed above, Mr. Wang has not held any position with the Company or any of its subsidiaries. Mr. Wang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Wang as an executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Wang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Wang has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Wang that needs to be brought to the attention of the Shareholders.

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

**Mr. Zhang De Xin**, aged 86, is the chairman of the nomination committee of the Company. Professor Zhang graduated from the faculty of Electrical and Mechanical Engineering at Zhejiang University in July 1953 and from Tsing Hua University in June 1956, respectively. He attended Illinois Institute of Technology in the United States from June 1982 to May 1984 and served as senior research associate in department of Electrical and Mechanical Engineering as well as department of Computer Engineering. Professor Zhang has served as a professor at Zhejiang University's faculties of Electrical and Mechanical Engineering, Wireless Engineering and Computer Science for thirty-seven years since 1956. He had also been a committee member of Zhejiang Political Consultative Conference for two terms in 1988 and 1993. Moreover, Professor Zhang has been involved in numerous research projects and studies in computing networks. Professor Zhang was

awarded winner of the Zhejiang Province Science and Technology Advancement in 1989, 1991 and 1993 for three times. Professor Zhang has been appointed as an independent non-executive Director since September 2001.

Save as disclosed above, Mr. Zhang has not held any position with the Company or any of its subsidiaries. Mr. Zhang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Zhang as an independent non-executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Zhang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Zhang has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Zhang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Zhang that needs to be brought to the attention of the Shareholders.

**Mr. Cai Xiao Fu**, aged 76, is a senior engineer and the chairman of Zhejiang Province Software Industry Association, inspecting and monitoring the development of Zhejiang Province IT industry. Mr. Cai graduated from Tsing Hua University's faculty of Control Automation in July 1963. He attended the Polytechnic of Cranfield in the United Kingdom during October 1981 to January 1984 to research aeronautics and computer simulation devices. Mr. Cai has been appointed as an independent non-executive Director since September 2001.

Save as disclosed above, Mr. Cai has not held any position with the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Cai as an independent non-executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Cai does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).



Save as disclosed above, Mr. Cai has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Cai that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Cai that needs to be brought to the attention of the Shareholders.

**Mr. Gu Yu Lin**, aged 46, is the chairman of the audit committee and the remuneration committee of the Company. Mr. Gu graduated from the faculty of Finance and Accounting of Fudan University in June 1997. Mr. Gu is an assistant accountant and is currently working in the general office of Zhejiang University. He was the independent Supervisor and has been appointed as an independent non-executive Director since September 2004.

Save as disclosed above, Mr. Gu has not held any position with the Company or any of its subsidiaries. Mr. Gu did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Gu as an independent non-executive Director to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Gu does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Gu has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Gu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Gu that needs to be brought to the attention of the Shareholders.

\* For identification purposes only



The following are the particulars of the Supervisors proposed to be re-appointed at the EGM:

### Supervisors

**Mr. Xie Jian Ping**, aged 54, graduated from Shanghai College of Railway Public Security\* (上海鐵路公安專科學校) majoring in public order management. Between 1984 and 1998, he served as a public security officer in Hangzhou Railway Public Security Bureau. In 1999, Mr. Xie joined the Company as an office manager. He was then promoted as the manager of the procurement department and is currently the manager of data communication product department of the Company. Mr. Xie has been appointed as a Supervisor since September 2010.

Save as disclosed above, Mr. Xie has not held any position with the Company or any of its subsidiaries. He did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Xie as a Supervisor to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Xie does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Xie has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Xie that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Xie that needs to be brought to the attention of the Shareholders.

**Mr. Wang Li Jun**, aged 44, graduated from Hangzhou Shipping Industrial College\* (杭州船舶工業學校) in 1991 majoring in computer science. Prior to joining the Group, Mr. Wang served in a number of information technology and software companies and was responsible for corporate operations and technology development. In June 2007, Mr. Wang joined the Company as a product manager. He is currently the product director and assistant to general manager of 浙江蘭創通信有限公司, a 85% owned subsidiary of the Company. Mr. Wang has been appointed as a Supervisor since September 2010.

Save as disclosed above, Mr. Wang has not held any position with the Company or any of its subsidiaries. He did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Wang as a Supervisor to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Wang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Wang has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Wang that needs to be brought to the attention of the Shareholders.

**Ms. Liu Chun Fang** aged 50, graduated from Central University of Finance and Economics in 1995 majoring in finance and accounting. Ms. Liu was an accountant in the Technology Service Company under the Administrative Bureau of Chinese Academy of Sciences. She is currently a deputy manager of the finance department of Guoheng Fashion Media Technology Group Co., Ltd.\* (國恒時尚傳媒科技集團股份有限公司), a Shareholder holding approximately 6.74% of the issued share capital of the Company as at the Latest Practicable Date. Ms. Liu has been appointed as a Supervisor since September 2010.

Save as disclosed above, Ms. Liu has not held any position with the Company or any of its subsidiaries. She did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Ms. Liu as a Supervisor to hold office for a term of three years from 21 September 2016. Subject to the Shareholders' approval at the EGM, her remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to her responsibilities and performance of duties to the Company.

Ms. Liu does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Liu has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Ms. Liu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Ms. Liu that needs to be brought to the attention of the Shareholders.

**Independent Supervisors**

**Mr. Feng Pei Xian**, aged 78, is the Chief Secretariat of Zhejiang Computing User Association and senior reporter of the China Computing News in Zhejiang Province. Mr. Feng graduated from Shantong Industrial Institute. Mr. Feng was the assistant chief engineer of the 52nd Research Institute of the Ministry of Information Industry of the PRC and Chief Editor of “External Computer Equipment”. Mr. Feng has been appointed as an independent Supervisor since October 2001.

Save as disclosed above, Mr. Feng has not held any position with the Company or any of its subsidiaries. Mr. Feng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Feng as an independent Supervisor to hold office for a term of three years from 21 September 2016. Subject to the Shareholders’ approval at the EGM, his remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to his responsibilities and performance of duties to the Company.

Mr. Feng does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Feng has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Feng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Feng that needs to be brought to the attention of the Shareholders.

**Ms. Wang Xiao Li**, aged 48, graduated from Zhejiang Finance Institute in 1996 majoring in accounting. Ms. Wang obtained the certificate of intermediate accounting and has more than fifteen years of experience in financial management. Ms. Wang is currently the head of finance in 浙江浩天信息科技有限公司. Ms. Wang has been appointed as an independent Supervisor since September 2010.

Save as disclosed above, Ms. Wang has not held any position with the Company or any of its subsidiaries. Ms. Wang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Ms. Wang as an independent Supervisor to hold office for a term of three years from 21 September 2016. Subject to the Shareholders’ approval at the EGM, her remuneration and the terms of service contract will be determined by the Board under the authority granted by the Shareholders at the EGM with reference to her responsibilities and performance of duties to the Company.

Ms. Wang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Wang has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to Ms. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Ms. Wang that needs to be brought to the attention of the Shareholders.

\* *For identification purposes only*

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## NOTICE OF EGM

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Zheda Lande Scitech Limited\* (the “**Company**”) will be held at 2:00 p.m. on Monday, 19 December 2016 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**”) for the purpose of considering and, if thought fit, passing, the following resolutions:

#### ORDINARY RESOLUTIONS

1. “THAT the following directors of the Company be and are re-appointed for a term of three years at the remuneration to be determined by the board (the “**Board**”) of directors of the Company with reference to their respective responsibilities and performance of duties to the Company with effect from the date after their respective expiry dates as follows and the Board be and is authorised to implement the terms of their respective service contracts:

Name of Director	Office	Expiry Date
Mr. Chen Ping	Executive director	20 September 2016
Mr. Chao Hong Bo	Executive director	20 September 2016
Mr. Xia Zhen Hai	Executive director	20 September 2016
Mr. Xie Fei	Executive director	20 September 2016
Mr. Wang Linhua	Executive director	20 September 2016
Mr. Wang Yong Gui	Executive director	20 September 2016”

2. “THAT Mr. Zhang De Xin be and is hereby re-appointed as an independent non-executive director 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 21 September 2016 and the Board be and is authorised to implement the terms of his service contract.”
3. “THAT Mr. Cai Xiao Fu be and is hereby re-appointed as an independent non-executive director of the Company for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities

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## NOTICE OF EGM

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and performance of duties to the Company with effect from 21 September 2016 and the Board be and is authorised to implement the terms of his service contract.”

4. “THAT Mr. Gu Yu Lin be and is hereby re-appointed as an independent non-executive director 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 21 September 2016 and the Board be and is authorised to implement the terms of his service contract.”
5. “THAT the following members of the supervisory committee of the Company be and are re-appointed for a term of three years at the remuneration to be determined by the Board with reference to their respective responsibilities and performance of duties to the Company with effect from the date after their respective expiry dates as follows and the Board be and is authorised to implement the terms of their respective service contracts:

Name of Supervisor	Office	Expiry Date
Mr. Xie Jian Ping	Supervisor	20 September 2016
Mr. Wang Li Jun	Supervisor	20 September 2016
Ms. Liu Chun Fang	Supervisor	20 September 2016
Mr. Feng Pei Xian	Independent supervisor	20 September 2016
Ms. Wang Xiao Li	Independent supervisor	20 September 2016”

For and on behalf of the Board  
**ZHEDA LANDE SCITECH LIMITED\***  
**Chen Ping**  
*Chairman*

Hangzhou City, the PRC, 1 November 2016

\* For identification purposes only

*Notes:*

1. A member (the “**Member(s)**”) of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the EGM is enclosed herewith. In the case of the joint holders of any share of the Company, only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the EGM, and this notice shall be deemed to be given to all joint holders of such share.
2. To be valid, in the case of holders of H shares of the Company, 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 that power of attorney or authority must be deposited with the Company’s H Share registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in the case of holders of domestic shares of the Company, 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, not later than 24 hours before the time appointed for holding the EGM or the time appointed for passing the

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## NOTICE OF EGM

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resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the EGM.
4. The register of Members in Hong Kong will be closed from Saturday, 19 November 2016 to Monday, 19 December 2016, both days inclusive, in order to determine the entitlement to attend the EGM. 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18 November 2016, for registration.
5. The holders of domestic shares of the Company who intend to attend the EGM shall complete the enclosed reply slip for the EGM and return it, by hand or by post, 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 on or before Monday, 28 November 2016.
6. The holders of H shares of the Company who intend to attend the EGM shall complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company's H Share registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Monday, 28 November 2016.
7. It is expected that the EGM will last not more than half day. Members and their proxies attending the EGM shall bear their own travel and accommodation expenses.