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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 CLASS MEETING OF THE HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting (the “**Meeting**”) of the holders of foreign invested shares (the “**H Shares**”) of nominal value of RMB0.10 each in 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**”) at 3 p.m. on Tuesday, 17 November 2015 (or immediately after the conclusion or adjournment of the class meeting of the holders of domestic invested shares of nominal value of RMB0.10 each in the Company which has been convened to be held at the same place and on the same date) to consider and, if thought fit, pass the following resolutions:

### **AS A SPECIAL RESOLUTION**

**“THAT:**

- (a) the placing agreement dated 9 September 2015 (the “**Placing Agreement**”) entered into between the Company as issuer and Guotai Junan Securities (Hong Kong) Limited as placing manager (information relating to the Placing Agreement is set out in a circular dated 30 September 2015 despatched to the shareholders of the Company (the “**Circular**”) in relation to the placing, on a best effort basis, of up to 150,000,000 New H Shares (as defined in the Circular) to be allotted and issued pursuant to the proposed Specific Mandate (as defined in the Circular) proposed to be granted to the directors of the Company (the “**Directors**”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the Directors be and are hereby granted the Specific Mandate (information relating to the Specific Mandate is set out in the Circular) for a term of 12 months to allot, issue and deal in the Placing Shares (as defined in the Circular) in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:
- (i) such Specific Mandate shall not extend beyond the Placing Period (as defined in the Circular), save that the Directors may during the Placing Period make or grant offers or options or enter into agreements which might require the exercise of such powers, and to allot, issue and deal in the Placing Shares, after the end of the Placing Period in accordance with the terms of the Placing Agreement;
  - (ii) subject to the fulfilment of the conditions in respect of the Placing (as defined in the Circular) as set out in the Circular, the aggregate number of New H Shares to be issued and allotted by the Directors shall not be more than 150,000,000 New H Shares;
  - (iii) the board of Directors be at liberty to allot and issue the Placing Shares under the Specific Mandate at a placing price not less than HK\$0.30 but not more than HK\$0.40 and the board of Directors be and is hereby authorised to determine the placing price within such price range aforementioned; and
  - (iv) the board of Directors will only exercise its power under the Specific Mandate in accordance with the PRC Company Law and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and only if the necessary approvals if required from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities have been obtained;
- (c) the Directors be and are hereby authorized to take any action and execute any document as it thinks necessary or fit to effect and implement the Placing, including but not limited to (i) determining the timetable and terms and conditions of the Placing; (ii) obtaining and/or procuring all the relevant approvals, registration, filing, sanction and permission; and (iii) to do all other acts and things, take all steps and execute all such further documents which in their opinion may be necessary, desirable or expedient for the implementing of and giving effect to the Placing and the transactions contemplated thereunder;
- (d) all transactions contemplated thereunder or incidental to or in connection with the proposed Specific Mandate, and all actions taken or to be taken by the Company pursuant to the Placing, be and are hereby generally and unconditionally approved, ratified and confirmed; and

- (e) the Directors be and are hereby authorized to amend the Articles of Association of the Company and complete all relevant registration and filing procedures as the Directors think fit so as to reflect the new capital structure of the Company upon the exercise of power to allot, issue and deal with the New H Shares as conferred under paragraph (b) above.”

By order of the board of Directors of  
**Zheda Lande Scitech Limited\***  
**Chen Ping**  
*Chairman*

Hangzhou City, the PRC, 30 September 2015

\* *For identification purposes only*

*Notes:*

1. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting 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 Meeting is enclosed herewith. In the case of the joint holders of any share, 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 Meeting, and this notice shall be deemed to be given to all joint holders of such share.
2. To be valid, the form of proxy of the holder of H Shares 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 not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting 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 meeting.
4. The register of Members in Hong Kong will be closed from Friday, 16 October 2015 to Tuesday, 17 November 2015, both days inclusive, during which no transfer of shares will be registered. 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 Thursday, 15 October 2015 for registration.
5. Holders of H Shares who intend to attend the Meeting shall complete the enclosed reply slip for the Meeting 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 Tuesday, 27 October 2015.
6. It is expected that the Meeting will last not more than half day. Members and their proxies attending the Meeting shall bear their own travel and accommodation expenses.

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

*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 enquires, 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](http://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](http://www.landpage.com.cn).*