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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)**

## **COMPLETION OF PLACING OF NEW H SHARES**

**Placing Manager**



**Guotai Junan Securities (Hong Kong) Limited**

References are made to the announcements of Zheda Lande Scitech Limited\* (the “**Company**”) dated 9 September 2015, 30 September 2015, 16 November 2015 and 23 November 2015 and the circular of the Company dated 30 September 2015 relating to, among other things, (i) the placing of not more than 150,000,000 new overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company (the “**New H Shares**”) pursuant to the conditional placing agreement entered into between the Company and Guotai Junan Securities (Hong Kong) Limited dated 9 September 2015; and (ii) the proposed amendments to the Articles of Association of the Company (the “**Placing Announcements and Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Placing Announcements and Circular.

## COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions precedent to the Placing, as set out in the Placing Agreement, have been satisfied (including the granting of a listing of and permission to deal in the Placing Shares from the Stock Exchange), and completion of the Placing took place on 1 December 2015. An aggregate of 150,000,000 Placing Shares, representing approximately 29.61% of the issued share capital of the Company as at the date of this announcement immediately after the completion of the Placing, have been successfully placed to four Placees, namely, Rise Sea Limited (陞洋有限公司), Mr. Wong Nga Chi (黃雅智先生), Ms. Ko Chiu Yu (高肖瑜女士) and Ms. Gao Jie (高潔女士) at HK\$0.32 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, (i) each of the Placees and their ultimate beneficial owners is an Independent Third Party; and (ii) none of the Placees becomes a substantial Shareholder upon the completion of the Placing.

The net proceeds from the Placing are approximately HK\$47,000,000.

## PLACING PRICE

The Board is pleased to announce that the Placing Price has been fixed at HK\$0.32 per Placing Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee). The Placing Price was negotiated on an arm's length basis between the Company and the Placing Manager which has taken into account the recent market prices of the H Shares and the current market condition.

The Placing Price represents:

- (i) a discount of approximately 48.39% to the closing price of HK\$0.620 per H Share as quoted on the Stock Exchange on the date of this announcement;
- (ii) a discount of approximately 39.28% to the average closing price of approximately HK\$0.527 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the date of this announcement;
- (iii) a discount of approximately 18.99% to the closing price of HK\$0.395 per H Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (iv) a premium of approximately 23.08% over the audited consolidated net assets value per Share of approximately RMB0.21 (equivalent to approximately HK\$0.26) as at 31 December 2014.

## EFFECT ON THE SHAREHOLDING OF THE COMPANY UPON COMPLETION OF THE PLACING

As a result of the completion of the Placing, the total number of issued Shares of the Company increased from 356,546,170 Shares to 506,546,170 Shares. The total number of issued H Shares increased from 112,125,000 H Shares to 262,125,000 H Shares and the number of Domestic Shares has remained unchanged at 244,421,170 Domestic Shares. All of the 150,000,000 New H Shares have been fully placed pursuant to the terms and conditions set out in the Placing Agreement.

Set out below is the change of the shareholding structure of the Company as a result of the completion of the Placing:

Class of Shares	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	Approximate % of the Company's issued Shares (Note 3)	Number of Shares	Approximate % of the Company's issued Shares (Note 3)
<b>Domestic Shares</b>	<b>244,421,170</b>	<b>68.55</b>	<b>244,421,170</b>	<b>48.25</b>
Insigma Technology Co., Ltd.* (浙大網新科技股份有限公司)	81,802,637	22.94	81,802,637	16.15
Mr. Chen Ping	36,392,320	10.21	36,392,320	7.18
Shanghai Longtail Investment Management Co., Ltd.* (上海長尾投資管理有限公司)	34,117,808	9.57	34,117,808	6.74
Guoheng Fashion Media Technology Group Co., Ltd.* (國恒時尚傳媒科技集團股份有限公司)	34,117,800	9.57	34,117,800	6.74
Hangzhou Gongjia Information Technology Co., Ltd. * (杭州共佳信息技術有限公司)	33,961,432	9.53	33,961,432	6.70
Mr. Wang Lei Bo	7,505,910	2.10	7,505,910	1.48
Mr. Chen Guo Cai	5,311,473	1.49	5,311,473	1.05
Mr. Wang Jin Cheng	5,000,000	1.40	5,000,000	0.99
Mr. Jin Lian Fu	3,411,790	0.96	3,411,790	0.67
Mr. Huo Zhong Hui	2,800,000	0.78	2,800,000	0.55

Class of Shares	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	Approximate % of the Company's issued Shares (Note 3)	Number of Shares	Approximate % of the Company's issued Shares (Note 3)
<b>H Shares</b>	<b>112,125,000</b>	<b>31.45</b>	<b>262,125,000</b>	<b>51.75</b>
<b>Public Shareholders</b>	<b>112,125,000</b>	<b>31.45</b>	<b>262,125,000</b>	<b>51.75</b>
Other public holders	112,125,000	31.45	112,125,000	22.14
<b>Placees (Note 1)</b>	—	—	<b>150,000,000</b>	<b>29.61</b>
Rise Sea Limited ( 陞洋有限公司 ) (Note 2)	—	—	49,000,000	9.67
Mr. Wong Nga Chi (黃雅智先生)	—	—	47,000,000	9.28
Ms. Ko Chiu Yu (高肖瑜女士)	—	—	36,500,000	7.21
Ms. Gao Jie (高潔女士)	—	—	17,500,000	3.45
<b>Total</b>	<b>356,546,170</b>	<b>100</b>	<b>506,546,170</b>	<b>100</b>

*Notes:*

- To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, each of the Placees and their ultimate beneficial owners is an Independent Third Party and the Placees and their ultimate beneficial owners are independent with each other save for Ms. Ko Chiu Yu (高肖瑜女士) and Ms. Gao Jie (高潔女士) who are cousins. None of the Placees (a) has been financed directly or indirectly by any promoter or core connected person of the Company; or (b) is accustomed to taking instructions from any promoter or core connected person of the Company in relation to the acquisition of the Placing Shares; therefore the Placees shall be regarded as public Shareholders.
- The entire issued share capital of Rise Sea Limited ( 陞洋有限公司 ) is wholly-owned by Zhejiang Shenghua Holdings Company Limited\* (浙江升華控股有限公司), which in turn is owned as to approximately 69.54% by Deqing Huisheng Investment Company Limited\* (德清匯升投資有限公司) (“**Deqing Huisheng**”), 10.8% by Deqing Shengying Investment Partnership\* (德清升盈投資合夥企業) (“**Deqing Shengying**”), 9.15% by Mr. Wu Menggen (吳夢根先生), 5.76% by Mr. Qian Haiping (錢海平先生), 2.01% by Mr. Bao Xinan (鮑希楠先生) and 0.92% each by Mr. Luo Batang (羅壩塘先生), Mr. Wang Feng (王鋒先生) and Ms. Wang Juping (王菊平女士), respectively. The entire issued share capital of Deqing Huisheng is owned as to 25% by Ms. Qian Xiaomei (錢小妹女士) and 75% by Mr. Xia Shilin (夏士林先生). The entire issued share capital of Deqing Shengying is owned as to 80% by Mr. Xia Shilin (夏士林先生) and 10% each by Mr. Wu Menggen (吳夢根先生) and Mr. Qian Haiping (錢海平先生), respectively. Please also refer to Note 3 below.

3. Certain percentage figures included in this table and the notes to this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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

Hangzhou, the PRC, 1 December 2015

\* For identification purposes only

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

*This announcement, 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 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.*

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