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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)**

**ANNOUNCEMENT  
PLACING OF NEW H SHARES AND  
PROPOSED SPECIFIC MANDATE TO ISSUE NEW H SHARES AND  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

**Placing Manager**



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

On 9 September 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Manager pursuant to which the Placing Manager agreed to act as an agent for the Company to place, during the Placing Period, on a best effort basis, the Placing Shares comprising up to 150,000,000 New H Shares at the Placing Price, on behalf of the Company to not less than six Placees who will be Independent Third Parties. The Placing Shares represent approximately 133.78% of the existing total issued H Shares and approximately 42.07% of the total issued Shares of the Company as at the date of this announcement, and approximately 57.22% of the total issued H Shares and approximately 29.61% of the total issued Shares of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares will be RMB15,000,000. The Placing Shares are to be issued under the proposed Specific Mandate to be sought at the EGM and the Class Meetings.

The issue of the New H Shares pursuant to the Placing Agreement is subject to, among other things, the approval by the Shareholders at the EGM and the Class Meetings by poll and the Stock Exchange granting the listing of and permission to deal in the Placing Shares. The Company obtained the approval from CSRC for the issue of the New H Shares on 8 December 2014.

The Articles will be amended subject to the Shareholders' approval at the EGM and the Class Meetings, to reflect the changes in the number of the issued H Shares pursuant to the proposed issue of the New H Shares.

**Shareholders and potential investors should note that the proposed Placing and the proposed Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the proposed Placing and the proposed Specific Mandate are approved and granted to the Board, the Placing may or may not proceed as the completion of the Placing is subject to fulfillment of the terms and conditions of the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the H Shares.**

The EGM and the Class Meetings will be convened and held for the purposes of considering and, if thought fit, approving, among other things, the Placing and the Specific Mandate to issue the Placing Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has a material interest in the transactions contemplated under the Placing Agreement and therefore, none of the Shareholders is required to be abstained from voting at the EGM or the Class Meetings in respect of the resolution(s) relating to the Placing and the Specific Mandate.

Reference is made to the 2014 Announcements and the 2014 Circular. As disclosed in the 2014 Announcements, the Company entered into a placing agreement with a placing agent for the placing of 150,000,000 H Shares. The Company obtained approval for the 2014 Specific Mandate on 25 April 2014 and the CSRC Approval on 8 December 2014. Due to the fact that placees could not be located by the placing agent pursuant to the 2014 Placing Agreements, the 2014 Placing Agreements together with the 2014 Specific Mandate lapsed on 24 April 2015.

The CSRC Approval was granted for a period of 12 months and shall be valid until 7 December 2015. According to the advices from the legal advisers to the Company as to the PRC laws, the CSRC Approval is valid for a period of 12 months and the Company is not required to apply for further approval from the CSRC for the issue of the New H Shares pursuant to the Placing Agreement.

## **THE PLACING AGREEMENT**

### **Date**

9 September 2015 (after trading hours)

### **Parties**

(1) Issuer: The Company

(2) Placing Manager: Guotai Junan Securities (Hong Kong) Limited

To the best information, knowledge and belief of the Directors having made all reasonable enquiries, the Placing Manager is Independent Third Party.

### **Placing**

The Company has conditionally agreed to place through the Placing Manager, on a best effort basis, up to 150,000,000 New H Shares to not less than six Placees who will be Independent Third Parties. The New H Shares to be placed under the Placing Agreement will be allotted and issued by the Company pursuant to the Specific Mandate to be sought at the EGM and the Class Meetings.

### **Number of Placing Shares**

The maximum number of the Placing Shares of up to 150,000,000 New H Shares represents approximately 133.78% of the existing total issued H Shares and approximately 42.07% of the total issued Shares of the Company as at the date of this announcement, and approximately 57.22% of the total issued H Shares and approximately 29.61% of the total issued Shares of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares will be RMB15,000,000.

### **Placing Price**

It is agreed that the Placing Price shall be not less than HK\$0.30 but not more than HK\$0.40 per Placing Share (exclusive of brokerage (if any), the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees). The final Placing Price will be announced in the announcement of the Company relating to completion of the Placing.

Assuming the Placing Price is fixed at HK\$0.35 per Placing Share, being the mid-point of the Placing Price range of HK\$0.30 to HK\$0.40 per Placing Share, the assumed Placing Price of HK\$0.35 represents:

- (a) a discount of approximately 11.39% to the closing price of HK\$0.395 per H Share as quoted on the Stock Exchange on 9 September 2015, being the date of the Placing Agreement and the publication of this announcement;
- (b) a discount of approximately 11.39% to the average closing price of approximately HK\$0.395 per H Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement;
- (c) a discount of approximately 13.15% to the average closing price of approximately HK\$0.403 per H Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the date of the Placing Agreement; and
- (d) a premium of approximately 34.62% over the audited consolidated net assets value per Share of approximately RMB0.21 (equivalent to HK\$0.26) as at 31 December 2014.

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 Directors consider that the terms of the Placing, including the Placing Price and the placing commission, are fair and reasonable based on the current market condition and that the Placing is in the interests of the Company and the Shareholders as a whole.

### **Placing Commission**

A placing commission, in Hong Kong dollars of one (1)% of the amount which is equal to the Placing Price multiplied by the number of the Placing Shares actually placed by the Placing Manager in accordance with the Placing Agreement during the Placing Period will be payable by the Company to the Placing Manager. The Placing commission was negotiated on arm's length basis between the Company and the Placing Manager and determined with reference to, among other things, the prevailing market rate of placing commission and the size and scale of the Placing.

### **Placees**

The Placing Shares will be placed to not less than six Placees who will be Independent Third Parties. If any of the Placees will become a substantial Shareholder upon completion of the Placing, and/or if the total number of the Placees is less than six, further announcement will be made by the Company.

## **Conditions to the Placing**

The completion of the Placing will be conditional upon, inter alia:

- (a) the grant of the proposed Specific Mandate by the Shareholders to the Board having been obtained at the EGM and the Class Meetings;
- (b) the Stock Exchange granting or agreeing to grant a listing of and permission to deal in the Placing Shares;
- (c) the Placing Agreement not being terminated in accordance with its terms;
- (d) the Company having obtained all necessary written consents and approvals (if any) from the relevant authorities in respect of the transactions contemplated under the Placing Agreement and which remaining in full force and effect on the Closing Date, if applicable;
- (e) there shall not have occurred any material breach of, or any event rendering untrue or inaccurate in any material respect, any of the representations, warranties or undertakings under the Placing Agreement;
- (f) trading generally not having been suspended or materially limited on, or by, the Stock Exchange;
- (g) trading of the H Shares not being suspended on the Stock Exchange for more than 10 consecutive trading days (save for such suspension pending the issue by the Company of this announcement pursuant to the GEM Listing Rules); and
- (h) a material disruption in securities settlement, payment or clearance services in Hong Kong have not occurred.

In the event that any of the conditions (a) to (d) above are not fulfilled by 8:00 a.m. on or before 7 December 2015 or such later date as the parties may agree in writing and if any other conditions are not satisfied or met, the Placing will lapse, the obligations of the Placing Manager and of the Company under the Placing Agreement shall cease and determine and neither of the parties shall be under any liability to any other for costs, damages, charges, compensation or otherwise under the Placing Agreement.

## **Completion of the Placing**

Completion of the Placing will take place at or before 5:00 p.m. at the offices of the Placing Manager from time to time but no later than the Closing Date.

**Shareholders and potential investors should note that the proposed Placing and the proposed Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the proposed Placing and the proposed Specific Mandate are approved and granted to the Board, the Placing may or may not proceed as the completion of the Placing is subject to fulfillment of the terms and conditions of the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the H Shares.**

## **Termination**

The Placing Manager may terminate the Placing Agreement upon the occurrence of, inter alia, the following force majeure events by giving written notice at any time prior to 8:00 a.m. (Hong Kong time) on the Closing Date:

- (a) there develops, occurs or comes into force:
  - (i) any new law or regulation or any change in existing laws or regulations which in the opinion of the Placing Manager has a material adverse effect on the financial position of the Group as a whole; or
  - (ii) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions, securities market conditions or currency exchange rates or exchange controls, including without limitation, any outbreak or escalation of hostilities, declaration by Hong Kong or elsewhere of a national emergency or other calamity or crisis, the effect of which in the opinion of the Placing Manager is or would be materially adverse to the success of the Placing, or makes it impracticable or inadvisable or inexpedient to proceed therewith; or
  - (iii) the declaration of a banking moratorium by Hong Kong authorities, or any moratorium, suspension or material restriction on trading in shares or securities generally, or the establishment of minimum prices, on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (b) there is any material breach of any of the representations, warranties and undertakings given by the Company in the Placing Agreement comes to the knowledge of the Placing Manager or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Closing Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations, warranties and undertakings untrue or incorrect or there has been a material breach of, or failure to perform, any other provision of the Placing Agreement on the part of the Company; or

- (c) there is any change or any development involving a prospective change in the general affairs, prospects, earnings, business, properties, stockholders' equity or in the financial or trading position of the Group (other than those already disclosed to the public on or before the date of the Placing Agreement) as a whole which in the opinion of the Placing Manager is so material and adverse as to make it impractical or inadvisable to proceed with the Placing.

The Placing Manager shall have the right (but not obligation) exercisable at any time by written notice to the Company to terminate the Placing Agreement if any of the Placing Shares are not delivered by or on behalf of the Company in accordance with the terms and conditions of the Placing Agreement.

In the event that the Placing Manager terminates the Placing Agreement in accordance with the terms of the Placing Agreement, all obligations of each of the Company and the Placing Manager under the Placing Agreement shall cease and determine and no party shall be under any liability to any other for costs, damages, charges, compensation or otherwise under the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement; liabilities and indemnity liabilities specified under the Placing Agreement.

### **Ranking of the Placing Shares under the proposed Specific Mandate**

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects with the H Shares then in issue.

### **Lock-up Undertaking**

The Company has undertaken to the Placing Manager that it will not, before the completion of the Placing, (i) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe for (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares; or (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above, without first having obtained the written consent of the Placing Manager, such consent not to be unreasonably withheld.

### **SPECIFIC MANDATE AND APPROVAL OF CSRC TO ISSUE THE PLACING SHARES**

The issue of the Placing Shares pursuant to the proposed Specific Mandate is subject to, among other things, the approval by the Shareholders at the EGM and the Class Meetings by poll, the obtaining of the necessary approvals from the relevant PRC regulatory authorities.

The Company obtained the CSRC Approval on 8 December 2014. The CSRC Approval was granted for a period of 12 months and shall be valid until 7 December 2015. According to the advices from the legal advisers to the Company as to the PRC laws, the CSRC Approval is valid for a period of 12 months and the Company is not required to apply for further approval from the CSRC for the issue of the New H Shares pursuant to the Placing Agreement.

## EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

Reference is made to the 2014 Announcements and 2014 Circular. The Company has entered into the 2014 Placing Agreements for the 2014 Placing and which lapsed on 24 April 2015.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there being no other changes in the share capital of the Company from the date of this announcement up to the date of issue of the Placing Shares, the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after the issue of the 150,000,000 Placing Shares will be as follows:

<i>Class of Shares</i>	<b>As at the date of this announcement</b>		<b>Immediately after the issue of the 150,000,000 Placing Shares pursuant to the Specific Mandate</b>	
	<i>Number of Shares</i>	<i>Approximate % of the Company's issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of the Company's issued Shares</i>
<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
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.* (國恆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
Wang Lei Bo	7,505,910	2.10	7,505,910	1.48
Chen Guo Cai	5,311,473	1.49	5,311,473	1.05
Wang Jin Cheng	5,000,000	1.40	5,000,000	0.99
Jin Lian Fu	3,411,790	0.96	3,411,790	0.67
Huo Zhong Hui	2,800,000	0.78	2,800,000	0.55

<i>Class of Shares</i>	<b>As at the date of this announcement</b>		<b>Immediately after the issue of the 150,000,000 Placing Shares pursuant to the Specific Mandate</b>	
	<i>Number of Shares</i>	<i>Approximate % of the Company's issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of the Company's issued Shares</i>
<b>H Shares</b>	<b>112,125,000</b>	<b>31.45</b>	<b>262,125,000</b>	<b>51.75</b>
Fong For	21,735,000	6.10	21,735,000	4.29
Other existing public holders	90,390,000	25.35	90,390,000	17.85
Placees	–	–	150,000,000	29.61
<b>Total</b>	<b>356,546,170</b>	<b>100</b>	<b>506,546,170</b>	<b>100</b>

As at the date of this announcement, there is no outstanding option, warrant or other instrument convertible or exchangeable into the Shares.

## **APPLICATION FOR LISTING**

Application will be made to the Stock Exchange for the listing of and permission to deal in the Placing Shares, being up to 150,000,000 New H Shares to be issued pursuant to the proposed Placing and the proposed Specific Mandate, on the GEM.

## **REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS**

The Company is principally engaged in the provision of telecommunication solutions, trading of hardware and computer software, provision of telecommunication value-added services and investment holding.

The Directors consider that the Placing represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company and strengthen the financial position of the Group. The Placing will replenish the capital of the Company timely and facilitate the long term development and expansion of its business.

The Company intends to apply the net proceeds from the Placing in the following manners:

- approximately 12.5% for the investments in the Group's research and development efforts in relation to telecommunication solutions and telecommunication value-added services, such as the technologies in data mining and online business or marketing platform. In this respect, the Directors expect that more resources will be placed on research and development facilities, equipment, as well as recruitment of technical personnel;

- approximately 12.5% for expansion of the Group’s business network and markets in respect of its businesses in the provision of telecommunication solutions and telecommunication value-added services in the PRC, for the development of mobile Internet industry services, including community O2O services and the possible setting up of representative offices in various provinces or cities in the PRC and recruitment of personnel;
- approximately 25% for future investments in any assets and projects which offer growth potentials. The Directors expect that these possible investments in assets and projects will be made in relation to, and for the strengthening of, the Group’s existing businesses in the provision of telecommunication solutions and telecommunication value-added services. As at the date of this announcement, the Company has not identified any potential assets or projects to be invested in; and
- approximately 50% as general working capital to enhance the cash flow of the Company as to cover expenses in the ordinary course of business such as administrative expenses.

## **PROPOSED AMENDMENTS TO THE ARTICLES**

The existing capital structure of the Company is set out in the Articles. The provisions in the Articles concerning the capital structure of the Company are as follows:

1. Article 21 sets out the total issued share capital of the Company and the respective number of the Domestic Shares and the H Shares;
2. Article 22 sets out the capital structure of the Company; and
3. Article 25 sets out the registered capital of the Company.

The capital structure of the Company will be altered upon completion of the proposed issue of New H Shares pursuant to the Placing.

Accordingly, the Directors will seek from the Shareholders at the EGM and the Class Meetings the approval and authority to amend the Articles to reflect the new capital structure of the Company as a result of the number of New H Shares to be issued under the Placing.

Subject to obtaining the approval and authority to make the proposed amendments to the Articles as described above, the Directors will amend the Articles accordingly.

## GENERAL

The Placing will be subject to Shareholders' approval. The EGM and the Class Meetings will be convened and held for the purposes of considering and, if thought fit, approving, among other things, the Placing and the Specific Mandate to issue the Placing Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has a material interest in the transactions contemplated under the Placing Agreement and therefore, none of the Shareholders is required to be abstained from voting at the EGM or the Class Meetings in respect of the resolution(s) relating to the Placing and the Specific Mandate.

A circular, containing further details of, among other things, the Placing and the proposed Specific Mandate and the notices to convene the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Business Day”	any date (excluding a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Class Meetings”	the respective meetings of the holders of Domestic Shares and holders of H Shares to be convened and held for the purposes of approving, among other things, the proposed Specific Mandate, the Placing and the proposed amendments to the Articles
“Closing Date”	the date falling three Business Days immediately after the date on which all the conditions of the Placing are satisfied (or such other date as agreed by the parties to the Placing Agreement in writing)
“Company”	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 PRC with limited liability, the H Shares of which are listed on the GEM (Stock code: 8106)

“CSRC”	China Securities Regulatory Commission ( 中國證券監督管理委員會 )
“CSRC Approval”	the approval granted from CSRC for the issue of the New H Shares on 8 December 2014
“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 holders of Domestic Shares and holders of H Shares to be convened and held for the purpose of approving, among other things, the proposed Specific Mandate, the Placing and the proposed amendments to the Articles
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested 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 the GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party or parties who/which are independent of the Company and its connected persons (as defined under the GEM Listing Rules)
“New H Share(s)”	the new H Shares proposed to be allotted and issued under the Specific Mandate
“Placee(s)”	any person(s) or entity(ies) whom the Placing Manager or its agent(s) has procured to subscribe for any of the Placing Shares
“Placing”	the placing, on a best effort basis, of up to 150,000,000 New H Shares to be allotted and issued pursuant to the proposed Specific Mandate to be granted by the Shareholders and pursuant to the terms of the Placing Agreement

“Placing Agreement”	the conditional placing agreement dated 9 September 2015 entered into between the Company and the Placing Manager in relation to the Placing
“Placing Manager”	Guotai Junan Securities (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability
“Placing Period”	the period commencing upon the date of the Placing Agreement and ending on the completion of the Placing
“Placing Price”	the subscription price for each Placing Share, being a price not less than HK\$0.30 but not more than HK\$0.40 (exclusive of brokerage (if any), the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees)
“Placing Shares”	up to 150,000,000 New H Shares to be allotted and issued by the Company under the Specific Mandate and to be placed by the Placing Manager pursuant to the terms and conditions of the Placing Agreement
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“Shares”	the Domestic Shares and the H Shares
“Shareholders”	holders of the Domestic Shares and the H Shares
“Specific Mandate”	the specific mandate proposed to be granted to the Directors by the Shareholders at the EGM and the Class Meetings to issue up to 150,000,000 New H Shares at any time during the period specified in the relevant resolution(s) set out in the notices of the EGM and the Class Meetings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“2014 Announcements”	the announcements of the Company dated 22 January 2014, 20 January 2015 and 30 March 2015 in respect of the 2014 Placing Agreements and the announcement of the Company dated 24 April 2015 in respect of the lapse of the 2014 Placing Agreements

“2014 Circular”	the circular of the Company dated 6 March 2014 in respect of the 2014 Placing Agreements
“2014 Placing”	the proposed placing of 150,000,000 H Shares pursuant to the 2014 Placing Agreements
“2014 Placing Agreements”	the placing agreement dated 22 January 2014 and two supplemental agreements dated 20 January 2015 and 30 March 2015, all entered into between the Company and Pinestone Securities Limited in respect of the placing of 150,000,000 H Shares
“2014 Specific Mandate”	the specific mandate obtained from the Shareholders at the extraordinary general meeting and the class meetings held on 25 April 2014 in respect of the issue of up to 150,000,000 H Shares
“%”	per cent

For the purpose of this announcement, unless otherwise indicated, the conversion of RMB into HK\$ is based on the exchange rate of RMB1.00 = HK\$1.22. Such rate is for the purpose of illustration only and does not constitute a representation that any amount in question in RMB or HK\$ has been or could have been or may be converted at such or another rate or at all.

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

Hangzhou City, the PRC, 9 September 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.*

*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).*