
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of **Zheda Lande Scitech Limited***.

If you are in any 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***, you should at once hand this circular, the forms of proxy and the reply slips to the purchasers or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or the transferees.

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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)

(1) PLACING OF NEW H SHARES
AND
(2) PROPOSED SPECIFIC MANDATE TO ISSUE NEW H SHARES
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICES OF THE EGM AND THE CLASS MEETINGS

PLACING MANAGER



Guotai Junan Securities (Hong Kong) Limited

Notices convening the EGM of the shareholders of the Company and the Class Meetings of the holders of Domestic Shares and the holders of H Shares to be held at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC at 2 p.m., 2:30 p.m. and 3 p.m. respectively on Tuesday, 17 November 2015 are set out on pages 22 to 30 of this circular.

Whether or not you are able to attend the meetings, you are reminded to complete the forms of proxy enclosed with this circular in accordance with the instructions printed thereon and send the relevant forms of proxy to the Company's mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares), or to the office of the Company's H Share Registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as practicable and in any event not later than 24 hours before the respective time appointed for the holding of the EGM and the respective Class Meetings of the holders of Domestic Shares and the holders of H Shares.

Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

Reply slips for each of the EGM and the Class Meetings have also been enclosed. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed reply slips to the mailing address of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Hong Kong Registrars Limited as detailed above (for the holders of H Shares) on or before Tuesday, 27 October 2015 in accordance with the instructions printed thereon.

This circular will remain on the GEM website with the domain name of 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).

* For identification purposes only

CHARACTERISTICS OF GEM

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

In this circular, unless otherwise specified or required by the context, the following terms shall have the following meanings:

“Announcement”	announcement of the Company dated 9 September 2015 in relation to the Placing, proposed Specific Mandate and proposed amendments to the Articles
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday or public holiday) on which licensed banks are generally opened 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 Placing, the proposed Specific Mandate 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)
“Connected Person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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

DEFINITIONS

“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 Placing, the proposed Specific Mandate 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
“Latest Practicable Date”	25 September 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“New H Share(s)”	the new H Shares proposed to be allotted and issued under the proposed 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

DEFINITIONS

“Placing Manager”	Guotai Junan Securities (Hong Kong) Limited, a licensed person registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to engage in Type 1 (dealing in securities) activity and Type 4 (advising on securities) activity
“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 proposed 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, but for the purpose of this circular, 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
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the 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 Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“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 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 circular, 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.

LETTER FROM THE BOARD



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)

Registered Office:

4th Floor
108 Gu Cui Road
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

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)

30 September 2015

To the Shareholders,

Dear Sir/Madam,

**(1) PLACING OF NEW H SHARES
AND
(2) PROPOSED SPECIFIC MANDATE TO ISSUE NEW H SHARES
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICES OF THE EGM AND THE CLASS MEETINGS**

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, (i) details regarding the special resolution to be proposed at the EGM and the Class Meetings to approve the Placing, the proposed Specific Mandate and the proposed amendments to the Articles and (ii) notices convening the EGM and the Class Meetings.

LETTER FROM THE BOARD

(1) PLACING OF NEW H SHARES

THE PLACING AGREEMENT

Reference is made to the Announcement in relation to the placing of not more than 150,000,000 New H Shares pursuant to the Placing Agreement entered into between the Company and the Placing Manager dated 9 September 2015, pursuant to which the Company has conditionally agreed to place through the Placing Manager, 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, to not less than six Placees who will be Independent Third Parties. The Placing Shares are to be issued under the proposed Specific Mandate to be sought at the EGM and the Class Meetings.

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.

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 as at the Latest Practicable Date, and approximately 57.22% of the total issued H Shares and approximately 29.61% of the total issued Shares as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares will be RMB15,000,000.

Ranking of the Placing Shares

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

Placing Price

Under the Placing Agreement, 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 the completion of the Placing.

Assuming the Placing Price is fixed at HK\$0.30 per Placing Share, being the lower limit of the Placing Price range of HK\$0.30 to HK\$0.40 per Placing Share, the assumed Placing Price of HK\$0.30 represents:

- (a) a discount of approximately 33.33% to the closing price of HK\$0.450 per H Share as quoted on the Stock Exchange as at the Latest Practicable Date;

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- (b) a discount of approximately 24.05% 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;
- (c) a discount of approximately 24.05% 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;
- (d) a discount of approximately 25.56% 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
- (e) a premium of approximately 15.38% over the audited consolidated net assets value per Share of approximately RMB0.21 (equivalent to approximately HK\$0.26) as at 31 December 2014.

The legal advisers to the Company as to the PRC laws confirmed there is no mandatory legal requirement under the relevant PRC rules and regulations as to the mechanism in determining the Placing Price. 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.

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;

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- (d) the Company having obtained all necessary written consents and approvals (if any) from the relevant authorities (including the CSRC) 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, or any event rendering untrue or inaccurate in any material respect, of 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 the 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.

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,

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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.

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

LETTER FROM THE BOARD

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.

REASONS FOR THE PLACING AND USE OF PROCEEDS

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

For illustrative purpose only, assuming the Placing Price is approximately 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, and all 150,000,000 New H Shares under the proposed Specific Mandate are issued and successfully placed, the gross proceeds of the Placing will amount to approximately HK\$52,500,000. The net proceeds from the Placing, after the deduction of the placing commission and other related expenses, are estimated to be approximately HK\$51,000,000 (equivalent to approximately RMB42,000,000).

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 intended use of the net proceeds from the Placing by the Company is summarized in the following table:–

No.	Nature of projects	Activities	Intended amount of net proceeds to be used (in RMB)	Allocation of the net proceeds
(a)	Investments in research and development in relation to telecommunication solutions and telecommunication value-added services, developing data mining technologies and online business and its application or marketing platform, creating business platforms for corporate mobile Internet, with a view to transforming towards “Internet +”	(i) set up a new research and development center	Approximately 3,000,000	– recruitment of 20 technical personnel and technology research and development
		(ii) set up a new product innovation center	Approximately 2,000,000	– recruitment of 12 product managers and industry analysts and market research costs

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No.	Nature of projects	Activities	Intended amount of net proceeds to be used (in RMB)	Allocation of the net proceeds
(b)	Expansion of the Group's business network and markets in respect of its business in the provision of telecommunication solutions and telecommunication value-added services in the PRC; development of mobile Internet industry services	<p>(i) development of community O2O business</p> <p>(ii) expanding marketing and sales personnel of existing products</p> <p>(iii) setting up representative offices at Jiangxi Province, Anhui Province and Fujian Province</p>	<p>Approximately 1,000,000 (excluding the expenses for development of online platforms and application of community O2O business, which has been included in the budget for setting up new research and development center)</p> <p>Approximately 1,500,000</p> <p>Approximately 3,500,000</p>	<p>– recruitment of 15 marketing and business personnel</p> <p>– recruitment of 20 marketing and promotion personnel</p> <p>– recruitment of 20 personnel and rental payment for new representative offices</p>
(c)	Future investments	investing in potential assets and projects in relation to the Group's existing business in providing telecommunication solutions and telecommunication value-added services and transformation towards the mobile "Internet +"	Approximately 10,000,000	– acquisition of potential corporations engaging in the business of provision of telecommunication solutions and telecommunication value-added services and community O2O services
(d)	General working capital	<p>(i) procurement of office equipment</p> <p>(ii) rental payment</p>	<p>Approximately 1,500,000</p> <p>Approximately 2,000,000</p>	<p>– Procurement of tables, chairs and computers for additional personnel</p> <p>– Rental payment for leased properties (exclusive of new representative offices)</p>

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No.	Nature of projects	Activities	Intended amount of net proceeds to be used (in RMB)	Allocation of the net proceeds
		(iii) expenses for the purpose of maintaining the listing status of the Company on GEM	Approximately 2,000,000	<p>(a) approximately RMB250,000 for annual listing fees and annual share registration retainer fees for share registrar;</p> <p>(b) approximately RMB600,000 for auditors' remuneration;</p> <p>(c) approximately RMB250,000 for printers expenses;</p> <p>(d) approximately RMB200,000 for cost and expenses of the Board (including, among other things, the remuneration of Directors and supervisors and expenses incurred for holding Board meetings); and</p> <p>(e) approximately RMB700,000 for other professional parties' remuneration (including Hong Kong and PRC legal advisers and valuer, etc.)</p>
		(iv) administrative expenses	Approximately 10,000,000	– Remuneration, social insurance, benefits of administrative staff and other administrative expenses
		(v) reserved capital	Approximately 5,500,000	– to be used in case for future needs (if necessary)

LETTER FROM THE BOARD

Details of each of the intended use of the net proceeds from the Placing by the Company as set out in the above table are elaborated as follows:–

- (a) approximately 12% for the investments in the Group’s research and development in relation to telecommunication solutions and telecommunication value-added services, developing the data mining technologies and online business and its application or marketing platform, creating business platforms for corporate mobile Internet, with a view to transforming towards “Internet +”.

As disclosed in the Company’s 2014 annual report, the Company planned to streamline the product lines, aimed at making strong promotion and research and development of the major products. Based on the development plans of the Company, in 2015, the Company commences to adjust the current industry orientation and product structure by increasing investment in research and development and promotion of new technologies and products.

From the perspective of adjustment of industry orientation, while maintaining and stabilizing existing products, the Company, in reliance of the customers and data bases accumulated from the telecommunication value-added services, is working to develop from telecommunication value-added industry to corporate mobile “Internet +” and starts the development of corporate mobile “Internet +” and business platforms. From the perspective of product development, the Company is working to integrate existing products in accordance with the adjustment of industry orientation. The Company, by assembling the corporations and enterprises customers of existing products, such as “SMS Business Cards* (短信名片)”, “114 Business Information* (114商情業務)”, “Bai Shi Tong Alliance* (號碼百事通)”, intends to implement e-commerce services for enterprises, i.e. business platforms providing various kinds of mobile “Internet +” services including “Weixin Public Platform* (微信公眾平臺)” and research and development of App; such services involve basic functions like mega data analysis, data processing, clients management and maintenance, etc. By adjusting the product structure, there will be different operation and marketing strategies from previous telecommunication value-added services, formulating a direct point-to-point cooperation between the Company and enterprises without the linkage of telecommunication operators as intermediaries. The Company is also planning to expand community O2O services. From the perspective of technological research and development, the Company is developing enterprises business platforms, creating a brand product, “Lande Enterprises Qi Ye Bao Big Data Cloud Platform* (蘭德企業寶大數據雲平臺)”. The major technologies of such business platforms are data mining, data collection, data analysis, data processing and intelligent association, forming a practical application for enterprises. The featured modules of business platforms include CRM (client relationship management system); ERP (enterprises resources planning system); OA collaboration (collaboration of office administration system); customer evaluation system; order management system; logistics management system and cloud computing* (雲計算) and such other open-ended integrated data processing platforms, providing intelligent solutions to enterprises. According to the current plans of the Company, the trial version of the business platforms providing “Internet +” services are estimated to be available in the first

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quarter of 2016. The trial version, which will comprise the functions of client data collection, data analysis and processing, CRM (client relationship management system) and OA collaboration (collaboration of office administration system), will be used internally for testing purpose and for enhancing and improving their functions. It is estimated that the business platforms will be launched to the market in around late June 2016 after the completion of the structure of cloud computing* (雲計算) together with the completion of perfecting and optimizing the functions of the business platforms. The Company is also developing online platforms for community O2O services. Based on the aforesaid planning, the Company decides to set up a new research and development center and a new product innovation center, for provision of technical support and innovation to the existing and new products.

In this respect, the Directors expect that additional resources will be placed on research and development facilities, equipment, as well as recruitment of technical personnel. The Company is undergoing the process of establishing the new research and development center and the new product innovation center and plans to complete the planning of the centers and recruitment of personnel by end of 2015. The two centers are estimated to commence operation in early 2016. The two centers will be established at the headquarter of the Company and the estimated initial investment in the two centers will be approximately RMB5,000,000, for (i) initially applying approximately RMB3,000,000 in recruiting 20 technical personnel and technology research and development for the new research and development center; and (ii) initially applying approximately RMB2,000,000 for recruitment of a total of 12 product managers and industry analysts, who will be responsible for the development of the business platforms and community O2O services, and market research costs for the new product innovation center.

The Directors consider that the use of the net proceeds for the establishment of the new research and development center and new product innovation center is in line with the Company's current need of new products development and matches up with the development plans of the Company; and the initial investment of approximately RMB5,000,000 are sufficient for the operation of the two centers at their initial stages for the current need of the Company;

- (b) approximately 14% 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, promoting business platforms for corporate mobile "Internet +", including community O2O services and the possible setting up of representative offices in various provinces or cities in the PRC and recruitment of personnel.

O2O business is one of the product innovation projects of the Company at the trial stage. The Company integrates the data analysis from the enterprises customers of "114 Business Information* (114商情業務)" and creates a product, mainly positioning its services to community, through a combination and

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classification of community enterprises which provide daily necessities such as food and groceries. After the community O2O services have been launched, they can provide online ordering and payment functions for the enterprises. Customers can pay directly through their mobile phones without paying any cash and can place orders at home and enjoy delivery services by the enterprises to their homes. The Company will also integrate the sources of different products and supply products to the enterprises of O2O platforms, creating a united supply, merchandise and delivery channel for the community enterprises for reducing their purchase cost. The Directors expect more resources are needed due to the large size of the O2O services project, including numerous sales personnel to approach offline community enterprises and numerous marketing and business personnel for integrating online supply resources and negotiating with suppliers. Based on the current condition of the Company, the Company attempts to operate the O2O services by way of cooperation with third parties, which will be responsible for lining up offline community enterprises; while the Company will be responsible for developing online platforms (including payment functions, positioning function and App applications) and coordinating the resources of suppliers. Save for the expenses for the development of online platforms and application, which have been included in the budget of establishing the new research and development center as mentioned above; and the expenses for recruiting offline promotion personnel which be borne by the third parties, part of the net proceeds of the Placing will be applied by the Company for recruiting marketing and business personnel for integrating online suppliers based on their different product types and districts classification. The Company targets to apply approximately RMB1,000,000 to recruit 15 marketing and business personnel. The Company expects to carry out the O2O service in its headquarter and has no planning for setting up representative offices at present. The Company plans to start developing the online platform applications, completing product designs, resolving online orders and payment functions and completing internal testing in the first quarter of 2016. The community O2O services are estimated to be launched in late June 2016, when the Company will first approach offline community enterprises. In around year-end of 2016, the Company will then link the online supply resources and the offline customers and to further promote the operation of the community O2O services to the market.

The Company intends to apply part of the net proceeds in setting up representative offices and recruitment of personnel for the provision of telecommunication solutions and telecommunication value-added services, with an aim to stabilizing the revenue from the telecommunication value-added services, which amounts to approximately 50% of the revenue of the Company. The Company intends to strengthen the cooperation with telecommunication operators and to expand the marketing and sales personnel of existing products and to have a better understanding of the clients' needs in existing products market. The Company intends to apply approximately RMB1,500,000 for the recruitment of 20 marketing and promotion personnel. The Company also intends to set up representative offices at Jiangxi Province, Anhui Province and Fujian Province for

LETTER FROM THE BOARD

establishing new market channels at the expenses of approximately RMB3,500,000, for recruiting 20 more personnel and rental payment for the new representative offices;

- (c) approximately 24% 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 the Group's existing businesses in the provision of telecommunication solutions and telecommunication value-added services as well as its transforming towards the mobile "Internet +". The Company has been contacting and examining potential corporations (i) with considerable advanced technologies and operational resources in the business of telecommunication value-added services; and (ii) with the business of community O2O services. However, no definite agreement and/or memorandum of understanding for acquiring any of those potential corporations has been finalized as at the Latest Practicable Date. The Directors consider that business development and transformation is necessary. The Company has been continuously seeking new business opportunities and potential assets or projects for acquisition. If such opportunities come, with such reserved capital, the Company will not need to incur higher cost for financing within short period of time or lose the business opportunities;
- (d) approximately 50% as general working capital to enhance the cash flow of the Company as to cover expenditures in the ordinary course of business such as capital expenditure and administrative expenses. For the coming 12 months, the Company intends to apply (i) approximately RMB1,500,000 for procurement of office equipment (such as tables, chairs and computers) for additional personnel; (ii) approximately RMB2,000,000 for rental payment for leased properties (exclusive of new representative offices); (iii) approximately RMB2,000,000 for the expenses for the purpose of maintaining the listing status of the Company on GEM (including approximately RMB250,000 for annual listing fees and annual share registration retainer fees for share registrar; approximately RMB600,000 for auditors' remuneration; approximately RMB250,000 for printers expenses; approximately RMB200,000 for the cost and expenses of the Board (including, among other things, the remuneration of Directors and supervisors and expenses incurred for holding Board meetings); and approximately RMB700,000 for other professional parties' remuneration (including Hong Kong and PRC legal advisers and valuer, etc.); and (iv) approximately RMB10,000,000 for remuneration, social insurance, benefits of administrative staff and other administrative fees. The balance of approximately RMB5,500,000 will be retained as reserved capital for the Company to use in case for future needs (if necessary).

As at the Latest Practicable Date, the Directors have not, and have no intention to, set a specific timeline for the application of the net proceeds of the Placing.

The Board is of the view that the Placing will strengthen the financial position of the Group. Considering the uncertainties in the financial market, the Directors are of the view that it is reasonable for the Company to enhance the capital base by the Placing with a view to creating more buffers for the Company to mitigate the business and financial risk and to

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enhance the financial flexibility of the Group. In addition, as the Company is actively exploring business opportunities and possible acquisitions, sufficient financial resources is crucial for the development of the Company. The cash reserve is able to foster the on-going business operations in telecommunication solutions, trading of hardware and computer software, provision of telecommunication value-added services and transforming towards the “Internet +”, integrate its capital resources and contribute to the strength in the investment holding business of the Company.

Apart from the Placing, the Company has also considered other fund raising alternatives such as pre-emptive issues or debt financing. However, the Directors are of the view that the ability of the Group to issue debt securities or obtain bank borrowings will depend on the Group’s profitability, financial position and the then prevailing market conditions, such alternatives may be subject to lengthy due diligence and negotiations with financial institutions and will increase financial interest expenses on the Group. As such, the Directors consider that debt financing is not a preferred fund raising method for the Group.

The Directors are also of the view that pre-emptive issues such as rights issue or open offer is more time consuming and often attracts a steeper discount to its then market price than the placing of New H Shares. In addition to the approval of relevant authorities, rights issue would also involve, among other things, the preparation and the issue of a prospectus, the appointment of reporting accountants to report on any unaudited pro forma financial information that would be required to be included in the prospectus, a longer acceptance process by potential investors and the handling of application forms, excess applications and opening of nil-paid trading window. In contrast, a placing of the New H Shares would not involve the above procedures, and is therefore less costly and the process involved is less lengthy. Taking into account also the fact that the Company is a H share listed company, the relevant PRC rules and regulations may add complications to these financing alternatives, if not render them not infeasible. Having assessed the costs, benefits, and feasibility of such alternatives, the Directors are of the view that the Placing is the preferred means of fund raising.

The Directors also consider that the Placing is an opportunity to enlarge the Shareholder base of the Company in respect of its H Shares, with the maximum number of the Placing Shares of up to 150,000,000 New H Shares which constitute approximately 42.07% of the total issued Shares as at the Latest Practicable Date and only approximately 29.61% of the total issued Shares as enlarged by the allotment and issue of the Placing Shares.

Taking into account the abovementioned factors, the Directors consider that the Placing is in the interest of the Company and the Shareholders as a whole.

(2) PROPOSED SPECIFIC MANDATE AND APPROVAL OF CSRC TO ISSUE NEW H 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.

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The Placing Shares will be allotted and issued by the Company pursuant to the proposed Specific Mandate. Pursuant to the proposed Specific Mandate, the Directors are authorized to allot and issue up to 150,000,000 New H Shares. The resolutions relating to the allotment and issue of the New H Shares pursuant to the Placing Agreement will be valid for 12 months, commencing from the date of passing of the relevant resolutions by the Shareholders at the EGM and the Class Meetings. Completion of the allotment and issue of the New H Shares shall take place within such 12-month validity period.

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.

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.

EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

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 2014 Placing. 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.

EFFECT ON THE SHAREHOLDING OF THE COMPANY

Assuming there being no other changes in the share capital of the Company from the Latest Practicable Date up to the date of issue of the Placing Shares, the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) upon completion of the Placing are as follows:

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Class of Shares	As at the Latest Practicable Date		Immediately after the issue of the 150,000,000 Placing Shares pursuant to the proposed Specific Mandate	
	Number of Shares	Approximate % of the Company's issued Shares	Number of Shares	Approximate % of the Company's issued Shares
Domestic Shares	244,421,170	68.55	244,421,170	48.25
Inigma 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
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
H Shares	112,125,000	31.45	262,125,000	51.75
Fong For	21,735,000	6.10	21,735,000	4.29
Public Shareholders	90,390,000	25.35	240,390,000	47.46
Placees	—	—	150,000,000	29.61
Other public holders	90,390,000	25.35	90,390,000	17.85
Total	356,546,170	100	506,546,170	100

GENERAL

Investors should note that the final amount of funds raised under the Placing may vary from the above estimate as the actual number of New H Shares to be placed and the actual Placing Price have not been fixed as at the Latest Practicable Date.

Investors should be aware that the proposed Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the proposed Specific Mandate is granted to the Board, the Placing may or may not proceed. If the Company proceeds with the Placing, it will be subject to the satisfaction of a number of conditions which are more particularly set out in the sections headed “Conditions to the Placing” above. There is no assurance that any of the conditions to the Placing will be satisfied. Therefore, the Placing may or may not proceed. Investors should therefore exercise caution when dealing in the H Shares.

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(3) 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.

(4) NOTICES OF THE EGM AND CLASS MEETINGS

The EGM and the Class Meetings will be convened and held to consider and, if thought fit, to approve, among other things, (i) the Placing; (ii) the proposed Specific Mandate; (iii) the transactions contemplated under the Placing; and (iv) the proposed amendments to the Articles. Any vote of Shareholders at the EGM and the Class Meetings will be taken by poll.

As no Shareholder or his/her respective associates has any material interests in the Placing, no Shareholder is required to abstain from voting at the EGM and the Class Meetings under the GEM Listing Rules.

Notices of the EGM, the Class Meeting of the holders of Domestic Shares and the Class Meeting of the holders of H Shares to be held at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC at 2 p.m., 2:30 p.m. and 3 p.m. respectively on Tuesday, 17 November 2015 are set out on pages 22 to 30 of this circular.

The respective reply slips and forms of proxy for use at each of the EGM and the Class Meetings are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slips and forms of proxy in accordance with the instructions printed thereon and return them to the Company's mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares), or to the office of the Company's H Share Registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as possible and in any event for the reply slips, on or before Tuesday, 27

LETTER FROM THE BOARD

October 2015 and the forms of proxy not later than 24 hours before the respective time appointed for holding the relevant meeting. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

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.

LANGUAGE

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the terms of the Placing, the proposed Specific Mandate in relation to the Placing and the proposed amendments to the Articles are fair and reasonable and that the Placing is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors, including the independent non-executive Directors, recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM and the relevant Class Meetings.

Yours faithfully,
By order of the Board
Zheda Lande Scitech Limited*
Chen Ping
Chairman

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 the holders of domestic invested shares (the “**Domestic Shares**”) of nominal value of RMB0.10 each and 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 2 p.m. on Tuesday, 17 November 2015 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;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company (the “**Members**”) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The register of Members 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. In order to be qualified to attend the above meeting, all transfer documents accompanied by 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 in order to be registered as a Member.
3. Shareholders who intend to attend the EGM must complete the reply slip enclosed for use at the EGM, and return to the Company’s mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of Domestic Shares) or to the office of the Company’s H Share Registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) 20 days before the meeting, that is, on or before Tuesday, 27 October 2015. The reply slip may be returned to the Company or its H Share Registrar by hand or by post.
4. As regards to the holders of H Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s H Share Registrar, Hong Kong Registrars Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM 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.
5. As regards to the holders of Domestic Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the EGM 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.
6. Where there are joint holders of any share, any one of such persons may vote at the EGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES



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 DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting (the “**Meeting**”) of the holders of domestic invested shares (the “**Domestic 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 2:30 p.m. on Tuesday, 17 November 2015 (or immediately after the conclusion or adjournment of the extraordinary general meeting of the holders of Domestic Shares and foreign 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;

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

- (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 authorised 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

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

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 Domestic 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 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 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.
5. Holders of Domestic Shares who intend to attend to the Meeting shall complete the enclosed reply slip for the Meeting 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 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.

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES



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;

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

- (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*

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

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.