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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a 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, together with the enclosed form of proxy and the reply slip, to the purchasers or transferees or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchasers or 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)**

**PROPOSED GRANTING OF THE GENERAL MANDATE  
TO ISSUE NEW SHARES;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 20 June 2014 at 2:00 p.m. is set out on pages 8 to 10 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed slip 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 30 May 2014 in accordance with the instructions printed thereon.

This circular will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and will be posted on the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)).

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Friday, 20 June 2014 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 8 to 10 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“GEM website”	<a href="http://www.hkgem.com">http://www.hkgem.com</a> , being the internet website operated by the Stock Exchange for GEM
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the related resolution
“H Share(s)”	overseas listed foreign 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 dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 terms of the Placing Agreement
“Placing Agent”	Pinestone Securities 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
“Placing Agreement”	the conditional placing agreement dated 22 January 2014 entered into between the Company and the Placing Agent in relation to the Placing
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

\* For identification purposes only

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LETTER FROM THE BOARD

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浙江浙大網新蘭德科技股份有限公司

**ZHEDA LANDE SCITECH LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8106)**

*Chairman and Chief Executive Officer:*

Mr. Chen Ping (陳平先生)

*Executive Directors:*

Mr. Chao Hong Bo (曹鴻波先生)

Mr. Xia Zhen Hai (夏振海先生)

Mr. Xie Fei (謝飛先生)

Mr. Wang Linhua (王林華先生)

Mr. Wang Yong Gui (王永貴先生)

*Independent Non-executive Directors:*

Mr. Zhang De Xin (張德馨先生)

Mr. Cai Xiao Fu (蔡小富先生)

Mr. Gu Yu Lin (顧玉林先生)

*Registered Office:*

4th Floor

108 Gu Cui Road

Hangzhou City

Zhejiang Province, the PRC

*Principal Place of Business  
in the PRC:*

13/F., Block A

No. 1 Xi Yuan Eight Road

Xihu District

Hangzhou City

Zhejiang Province, the PRC

*Principal Place of Business  
in Hong Kong:*

Room 1116-1119,

Sun Hung Kai Centre

30 Harbour Road

Wanchai, Hong Kong

30 April 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF THE GENERAL MANDATE  
TO ISSUE NEW SHARES;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE GENERAL MANDATE TO ISSUE NEW SHARES

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had in issue 356,546,170 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 71,309,234 Shares on the basis that no further Shares will be issued by the Company prior to the AGM.

On 22 January 2014, the Company announced that it entered into the Placing Agreement with the Placing Agent whereby it was agreed between the parties that the Placing Agent shall place, on a best effort basis, 150,000,000 new H Shares on behalf of the Company. For further details in relation to the Placing, please refer to the announcement and the circular of the Company dated 22 January 2014 and 6 March 2014, respectively. In the circumstance where completion of the Placing takes place before the convening of the AGM, the number of issued Shares will be increased to 506,546,170 Shares and the General Mandate will enable to the Board to allot, issue and deal with a maximum of 101,309,234 Shares.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As announced by the Company on 15 April 2014, the Company has proposed to change its existing registered office to Room 1109, 1st Floor, Tower 1, No.63 Jiuhuan Road, Jianggan District, Hangzhou City, Zhejiang Province, the PRC (中國浙江省杭州市江干區九環路63號1幢1樓1109室).

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## LETTER FROM THE BOARD

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The Company proposes to make certain amendments to the Articles of Association in relation to the aforesaid proposed change of registered office of the Company, details of which are set out as follows:

Article No.	Original version	Amended version
Article 3	Company address: 108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC Postal code: 310012 Telephone No.: 86-571-88480000 Fax No.: 86-571-88480108	Company address: Room 1109, 1st Floor, Tower 1, No.63 Jiuhuan Road, Jiangan District, Hangzhou City, Zhejiang Province, the PRC Postal code: 310019 Telephone No.: 86-571-88480000 Fax No.: 86-571-88480108

*(The English version of the Articles of Association and the proposed amendments thereto are unofficial translations of the Chinese version prepared for reference only. In case of discrepancy between the two versions, the Chinese version shall prevail.)*

Save for the above proposed amendments to the Articles of Association, other provisions in the Articles of Association remain unchanged. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing the special resolution at the AGM and all necessary approvals, authorisations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities.

Each of the legal counsels of the Company as to Hong Kong and PRC laws has confirmed that the amendments to the Articles of Association and the amended Articles of Association are in compliance with the provisions of the GEM Listing Rules and do not violate the applicable laws of the PRC, respectively. The Company also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

#### 4. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 8 to 10 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the granting of the General Mandate to issue new Shares and the amendments to the Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.



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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.landpage.com.cn](http://www.landpage.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

A reply slip for the AGM has also been enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed slip 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 30 May 2014 in accordance with the instructions printed thereon.

### **5. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 21 May 2014 to 20 June 2014, both days inclusive, in order to determine the entitlement to attend the AGM. 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 for registration not later than 4:30 p.m. on 20 May 2014.

### **6. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

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

Yours faithfully,  
For and on behalf of the Board  
**Zheda Lande Scitech Limited\***  
**Chen Ping**  
*Chairman*

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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浙江浙大網新蘭德科技股份有限公司

**ZHEDA LANDE SCITECH LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8106)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of 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”) on Friday, 20 June 2014 at 2:00 p.m. for the following purposes:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the Report of the Board (the “Board”) of directors (the “Director(s)”) of the Company for the year ended 31 December 2013;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2013;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Independent Auditors' Report for the year ended 31 December 2013;
4. To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year ended 31 December 2013;
5. To consider and approve the Financial Report for the year ended 31 December 2013 and the Financial Budget Report for the year ending 31 December 2014;
6. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;

### **AS SPECIAL RESOLUTIONS**

7. To consider and resolve that, subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new H shares (the “H Shares”) and/or domestic shares (the “Domestic

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## NOTICE OF ANNUAL GENERAL MEETING

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Shares”, together with the H Shares, collectively, the “Shares”), the Board be authorised:

- (1) to place and/or issue H Shares and/or Domestic Shares within a period until the conclusion of the next annual meeting or their resolution is revoked or varied in general meeting, whichever is the earliest, from the date of this resolution, provided that the total number of H Shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “20% Limit”) of the number of H Shares and/or Domestic Shares in issue on the date of passing this resolution respectively;
  - (2) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new Shares mentioned above;
  - (3) to amend, in accordance with the increase in the registered capital of the Company, the relevant articles contained in the articles of association of the Company (the “Articles of Association”) in relation to the registered capital of the Company and other articles that require corresponding amendments; and
  - (4) if any chronological variation of the wordings or numbering of the articles contained in the Articles of Association is necessary upon application to the companies examination and approval authority by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the Articles of Association as required by such authority and China Securities Regulatory Commission.
8. To consider and approve the proposed amendments to the Articles of Association (details of which are set out in the letter from the Board in the circular of the Company dated 30 April 2014), and that any one Director be and is hereby authorised to modify the wordings of such amendments as appropriate and execute all such documents and/or take all such actions as the Director may, in his or her absolute discretion, consider necessary or appropriate in respect of the amendments pursuant to the requirements (if any) under the relevant PRC authorities or the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed and/or in order to deal with other related issues arising from the amendments to the Articles of Association accordingly.

For and on behalf of the Board  
**Zheda Lande Scitech Limited\***  
**Chen Ping**  
*Chairman*

Hangzhou City, the PRC, 30 April 2014

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A member of the Company (the “Member(s)”) entitled to attend and vote at the AGM 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 AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from 21 May 2014 to 20 June 2014 (both days inclusive), during which no transfer of Shares will be registered. In order to be qualified to attend the AGM, 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 20 May 2014 in order to be registered as a Member.
- (3) Members who intend to attend the AGM must complete the reply slip enclosed for use at the AGM, 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 the holders of H Shares) on or before 30 May 2014. 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 AGM or any adjournment thereof.
- (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 AGM or any adjournment thereof.
- (6) Where there are joint holders of any Share, any one of such persons may vote at the AGM 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 AGM 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.
- (7) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.