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**浙江浙大網新蘭德科技股份有限公司**

**ZHEDA LANDE SCITECH LIMITED\***

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

**(Stock Code: 8106)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**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 (the “Stock Exchange”) for the proposed issue, listing and dealing of new H shares (the “H Shares”) and/or domestic shares (the “Domestic 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 this 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*

*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.

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and on the website of the Company at [www.landpage.com.cn](http://www.landpage.com.cn).*