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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 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 accompanying 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) PROPOSED PLACING OF NEW H SHARES
AND
(2) PROPOSED SPECIFIC MANDATE TO ISSUE NEW H SHARES
AND
(3) PROPOSED AMENDMENTS OF THE ARTICLES
AND
(4) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

Financial Advisor



China Everbright Capital Limited

Placing Agent



Pinestone Securities 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 People's Republic of China at 2:00 p.m., 2:30 p.m. and 3:00 p.m. respectively on Friday, 25 April 2014, are set out on pages 16 to 24 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 People's Republic of China (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 separate 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 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 5 April 2014 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

6 March 2014

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 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 22 January 2014 in relation to the proposed Placing, proposed Specific Mandate and proposed amendments to the Articles
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Board Meeting”	the meeting of the Board held on 22 January 2014 approving the Placing and the transactions contemplated thereunder
“Business Day”	any day (not being 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 class meeting 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 and the proposed Specific Mandate
“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, the H Shares of which are listed and traded 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)
“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 of the Company to be convened and held for the purpose of approving, among other things, the Placing, the proposed Specific Mandate and the proposed amendments to 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”	party or parties who/which are independent of and not connected with any of the directors, chief executives, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates as defined in the GEM Listing Rules
“Latest Practicable Date”	3 March 2014, 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 Shares”	the new H Shares proposed to be issued and allotted under the Specific Mandate
“Placee(s)”	any professional institutional and/or individual or corporate investors and is independent of and not connected with the Company and its Connected Persons, procured by the Placing Agent on behalf of the Company to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement

DEFINITIONS

“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 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
“Placing Period”	the period of 180 Business Days after the Company has obtained all necessary PRC regulatory approval for the Placing, being the approval from CSRC, as well as the Specific Mandate and approval by the Board
“Placing Price”	the subscription price for each Placing Share, being a price representing up to 20% discount of the 20 days trading average closing price prior to and including the day of the Board Meeting
“Placing Shares”	up to 150,000,000 New H Shares to be allotted and issued and to be placed by the Placing Agent pursuant to the terms and conditions of the Placing Agreement
“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)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of Shares
“Specific Mandate”	the specific mandate proposed to be granted to the Directors by the Shareholders at the EGM and 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 EGM and Class Meetings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

* *For identification purposes only*

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)

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 Hong Kong:*

Room 1116-1119,
Sun Hung Kai Center
30 Harbour Road
Wanchai, Hong Kong

6 March 2014

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED PLACING OF NEW H SHARES
AND
(2) PROPOSED SPECIFIC MANDATE TO ISSUE NEW H SHARES
AND
(3) PROPOSED AMENDMENTS OF THE ARTICLES
AND
(4) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND 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) PROPOSED PLACING OF NEW H SHARES

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 Agent dated 22 January 2014, pursuant to which the Placing Agent agreed to place, during the Placing Period, on a best effort basis, the Placing Shares comprising up to 150,000,000 New H Shares at the Placing Price, on behalf of the Company to the 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 individual, corporate and/or institutional investors, and will be Independent Third Parties. Upon completion of the Placing, it is expected that none of the Placees will become a Substantial Shareholder. If any of the Placees will become a Substantial Shareholder after 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 Placing Shares of up to 150,000,000 New H Shares represents approximately 133.78% of the existing issued H Shares in the share capital of the Company and 42.07% of the total issued share capital of the Company as at the Latest Practicable Date.

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 a price determined and agreed by the Company and the Placing Agent and representing up to 20% discount of the 20 days trading average closing price prior to and including the date of the Board Meeting. Since the 20 days trading average closing price prior to and including the day of Board Meeting is approximately HK\$0.34, the indicative price of approximately HK\$0.27, being the 20% discounted price of the 20 days trading average closing price prior to and including the date of the Board Meeting, represents the minimum Placing Price which may be determined under the above pricing mechanism.

LETTER FROM THE BOARD

For illustrative purpose only, assuming the Placing Price is the indicative minimum price of approximately HK\$0.27, it represents a discount of approximately 15.63% to the consolidated net asset value of approximately RMB0.25 (equivalent to approximately HK\$0.32) per Share based on the audited consolidated accounts of the Company for the year ended 31 December 2012.

As the completion of Placing is subject to obtaining of the CSRC approval which would take a relatively long period, the Company intends to determine the Placing Price based on the prevailing market conditions after fulfillment of all conditions precedent which will be close to the time of completion of the Placing. The actual Placing Price will be determined by taking into account the interests of the Company and the existing Shareholders and with reference to the then market price and the trend of the market price of the H Shares prior to the issuance of the Placing Shares, the trading performance and trading multiples of comparable listed companies engaged in similar businesses. The Company considers that instead of stipulating a fixed price with reference to the current market conditions, which might have changed when the completion of Placing takes place, the above pricing mechanism is more reasonable, and, together with the prescribed minimum Placing Price of approximately HK\$0.27, is in the interest of the Company and the Shareholders as a whole.

The Placing Price shall be negotiated on an arm's length basis between the Company and the Placing Agent. 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.

As advised by the PRC legal adviser engaged by the Company in relation to the Placing (the "PRC Legal Adviser"), there is no mandatory legal requirement under the relevant PRC rules and regulations as to the mechanism in determining the minimum Placing Price. Therefore, the mechanism in determining the minimum Placing Price is not inconsistent with the relevant PRC rules and regulations.

Placing commission

A placing commission of 3% of the amount which is equal to the Placing Price multiplied by the number of the Placing Shares actually placed by the Placing Agent in accordance with the Placing Agreement during the Placing Period will be payable by the Company to the Placing Agent. The placing commission was negotiated on arm's length basis between the Company and the Placing Agent 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;

LETTER FROM THE BOARD

- (b) the approval of the proposed issue of the New H Shares pursuant to the proposed Specific Mandate by the CSRC;
- (c) the Placing Agreement not being terminated in accordance with its terms (or otherwise as may be agreed between the relevant parties); and
- (d) the Stock Exchange granting listing of, and permission to deal in, all of the Placing Shares pursuant to the Placing.

In the event that any of the conditions above are not fulfilled on or before 21 January 2015 or such later date as the parties may agree in writing, the Placing will lapse and neither of the parties shall have any claim against the other in respect of the Placing.

As advised by the PRC Legal Adviser, it is expected that the Company is required to take two to three months for the obtaining of approval from CSRC. Also, as the Placing is conditional upon the CSRC approval for the issue of New H Shares, any procurement of Placees by the Placing Agent will only take place after CSRC approval is obtained. As such, the Directors consider that it would be reasonable to provide for a longer period for fulfilment of the conditions to the Placing and set the long stop date as 21 January 2015.

Completion of the Placing

Completion of the Placing will take place on the fifth Business Day following the fulfillment of all the conditions of the Placing (or such other date as agreed by the parties to the Placing Agreement in writing).

Termination

The Placing Agent may terminate the Placing Agreement, after consultation with the Company, 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 date of completion of the Placing:

- (1) there is any significant change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any material breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

LETTER FROM THE BOARD

- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (4) any statement contained in the Announcement has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement at any time up to 8:00 a.m. on the date of completion of the Placing if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

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\$0.27 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\$40,500,000. The net proceeds from the Placing, after the deduction of the placing commission and other related expenses, are estimated to be approximately HK\$38,000,000.

The Directors intend to apply the net proceeds from the Placing to strengthen its existing business development, including investments in the Group's research and development efforts in relation to telecommunication solutions and telecommunication value-added services, expansion of its business network and markets, future investments in any assets and projects which offer growth potentials, and as general working capital of the Group.

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

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

LETTER FROM THE BOARD

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

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. In the event that the Placing Price is higher than the minimum price of approximately HK\$0.27 or that the Placing Shares are not fully issued and successfully placed such that the net proceeds is higher or lower than the illustrative net proceeds of approximately HK\$38,000,000, the Directors intend to apply the actual net proceeds of the Placing in accordance with the above allocation.

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 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. While the issue of the Placing Shares under the Specific Mandate which is subject to the CSRC approval would take a relatively long time, the Directors consider that it is now an appropriate time to seek for the Specific Mandate as the enhanced cash reserve from the Placing would allow the Company to seize the investment opportunities timely once they are identified. 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, integrate its capital resources and contribute to the strength in the investment holding business of the Company.

Given the above plan as to application of proceeds, the Company has no intention to apply such proceeds from the Placing to finance the proposed acquisition of 75% equity interest in Hangzhou Saijing Technology Co., Ltd, the details of which are set out in the announcement of the Company dated 14 November 2013. In fact, as confirmed by the Directors, the consideration of such proposed acquisition has been catered for by the existing financial resources available to the Company.

LETTER FROM THE BOARD

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 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 bases of the Company in respect of its H Shares, which constitute only approximately 31.45% of the total issued share capital of the Company as at the Latest Practicable Date.

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 TO ISSUE NEW H SHARES

The Placing Shares will be issued and allotted 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.

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.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

There has not been any equity fund raising activity of the Company in the 12 months preceding the Latest Practicable Date.

LETTER FROM THE BOARD

EFFECT ON THE SHAREHOLDING

Assuming there being no other changes in the share capital of the Company from the Latest Practicable Date up to the date of the issue of 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:

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 %	Number of Shares	Approximate %
Domestic Shares	244,421,170	68.55	244,421,170	48.25
Insigma Technology Co. Ltd.* (浙大網新科技股份有限公司)	81,802,637	22.94	81,802,637	16.15
Chen Ping	36,392,320	10.21	36,392,320	7.18
Shanghai Longtail Investment Management Co. Ltd.* (上海長尾投資管理有限公司)	34,117,808	9.57	34,117,808	6.74
Guoheng Fashion Media Technology Group Co. Ltd.* (國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 Company Limited* (杭州共佳資訊技術有限公司)	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 Shareholders	90,390,000	25.35	90,390,000	17.85
Total	356,546,170	100	506,546,170	100

LETTER FROM THE BOARD

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.

(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 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.

LETTER FROM THE BOARD

(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 of 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, 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 2:00 p.m., 2:30 p.m. and 3:00 p.m. respectively on Friday, 25 April 2014, are set out on pages 16 to 24 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 form 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 5 April 2014 and the proxy forms 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the terms of 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 Meeting.

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 at 2:00 p.m. on Friday, 25 April 2014 to consider and, if thought fit, pass the following resolutions:

AS A SPECIAL RESOLUTION

“THAT:

- (a) the placing agreement dated 22 January 2014 (the “**Placing Agreement**”) entered into between the Company as issuer and Pinestone Securities Limited as placing agent (information relating to the Placing Agreement is set out in a circular dated 6 March 2014 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 Specific Mandate (information relating to the Specific Mandate is set out in the Circular) to allot, issue and deal in 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 issue and allot the Placing Shares under the Specific Mandate at a placing price which shall not be at a discount of more than 20% of the 20 days trading average closing price prior to and including 22 January 2014, the date on which the meeting of the board of Directors was held to approve the Placing and transactions contemplated thereunder; 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 authorised 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, 6 March 2014

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) A member of the Company (the “Member(s)”) 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 Wednesday, 26 March 2014 to Friday, 25 April 2014 (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, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 25 March 2014 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 People’s Republic of China (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 5 April 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 at 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.
- (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 People’s Republic of China not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- (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 at 2:30 p.m. on Friday, 25 April 2014 (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 22 January 2014 (the **"Placing Agreement"**) entered into between the Company as issuer and Pinestone Securities Limited as placing agent (information relating to the Placing Agreement is set out in a circular dated 6 March 2014 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 Specific Mandate (information relating to the Specific Mandate is set out in the Circular) to allot, issue and deal in 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 issue and allot the Placing Shares under the Specific Mandate at a placing price which shall not be at a discount of more than 20% the 20 days trading average closing price prior to and including 22 January 2014, the date on which the meeting of the board of Directors was held to approve the Placing and transactions contemplated thereunder; 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 authorised 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, 6 March 2014

* For identification purposes only

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

Notes:

- (1) A member of the Company (the “Member(s)”) 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 People’s Republic of China not later than 24 hours before the time appointed for holding the Meeting or the time appointed for passing the resolutions 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 Wednesday, 26 March 2014 to Friday, 25 April 2014, 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 People’s Republic of China on or before 5 April 2014.
- (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 at 3:00 p.m. on Friday, 25 April 2014 (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 22 January 2014 (the “**Placing Agreement**”) entered into between the Company as issuer and Pinestone Securities Limited as placing agent (information relating to the Placing Agreement is set out in a circular dated 6 March 2014 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 Specific Mandate (information relating to the Specific Mandate is set out in the Circular) to allot, issue and deal in 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 issue and allot the Placing Shares under the Specific Mandate at a placing price which shall not be at a discount of more than 20% the 20 days trading average closing price prior to and including 22 January 2014, the date on which the meeting of the board of Directors was held to approve the Placing and transactions contemplated thereunder; 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 authorised 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) entering into any agreement (including but not limited to any placing agreement) and executing, making any amendments to, submitting for approval or filing any such or related documents; 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, 6 March 2014

* *For identification purposes only*

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

Notes:

- (1) A member of the Company (the “Member(s)”) 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, 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 the time appointed for passing the resolutions 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 Wednesday, 26 March 2014 to Friday, 25 April 2014, 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, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 March 2014, 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, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 5 April 2014.
- (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.