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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) 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, 21 June 2013 at 2:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2012;
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2012;
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 2012;
4. To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year ended 31 December 2012;
5. To consider and approve the Financial Report for the year ended 31 December 2012 and the Financial Budget Report for the year ending 31 December 2013;
6. To re-elect Mr. Wang Yong Gui as an executive director of the Company and to authorise the Board to fix the remuneration of Mr. Wang Yong Gui;

* For identification purposes only

7. 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 authorize the Board to fix their remuneration;

AS SPECIAL RESOLUTION

8. 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 Growth Enterprises Market of The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new H shares and/or Domestic Shares, the Board be authorised to:
- (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 of the Company in issue at 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 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 of the Company 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.

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

Hangzhou City, the PRC, 26 April 2013

* *For identification purposes only*

Notes:

- i. A member of the Company (“Member”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. 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.
- ii. 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 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, and in case of holders of domestic shares, 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, 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.
- iii. Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the meeting.
- iv. The register of Members in Hong Kong will be closed from 22 May 2013 to 21 June 2013, both days inclusive, in order to determine the entitlement to attend the Meeting. 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 21 May 2013, for registration.
- v. Whether or not the holders of H shares of the Company 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 Friday, 31 May 2013.
- vi. Whether or not the holders of domestic shares of the Company who intend to attend to the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company's mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC on or before Friday, 31 May 2013.
- vii. 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.

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.

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