
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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* (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (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, 15 June 2012 at 2:00 p.m. is set out on pages 9 to 11 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Growth Enterprise Market (the “GEM”) of the Stock Exchange (www.hkgem.com) and the Company (www.landpage.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 26 May 2012 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

This circular will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will be posted on the Company’s website (www.landpage.com.cn).

* For identification purposes only

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“Annual General Meeting”	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, 15 June 2012 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 9 to 11 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”	浙江浙大網新蘭德科技股份有限公司 (Zheda Lande Scitech Limited*), a joint stock limited company incorporated in the PRC with limited liability 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 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”	http://www.hkgem.com , 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 shares in the ordinary share capital of the Company, with a nominal value of RMB0.10 each, which are listed on the GEM

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *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. Jin Lian Fu (金連甫先生)

Mr. Xie Fei (謝飛先生)

Mr. Wang Linhua (王林華先生)

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 in the PRC:

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

25 April 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF THE GENERAL MANDATE
TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE GENERAL MANDATE

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 Annual General Meeting.

3. RE-ELECTION OF DIRECTORS

In accordance with the GEM Listing Rules, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall retire at the next annual general meeting. At the Annual General Meeting, Mr. Xie Fei and Mr. Wang Linhua will retire from office and, being eligible, offer themselves for re-election. The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I hereto.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 9 to 11 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the General Mandate and the re-election of Directors.

LETTER FROM THE BOARD

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 Annual General Meeting.

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 Annual General Meeting. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website and the Company's website (www.landpage.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 26 May 2012 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 16 May 2012 to 15 June 2012, both days inclusive, in order to determine the entitlement to attend the Annual General 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 at 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 15 May 2012.

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.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting 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 Annual General Meeting as set out in the notice of the Annual General Meeting.

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

* *For identification purposes only*

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Xie Fei, aged 41, graduated from Zhejiang University of Finance & Economics with an associate degree in international accounting and a bachelor degree in accounting. He is a Certified Public Accountant and a Certified International Internal Auditor in the People's Republic of China. Mr. Xie served in the finance department of Zhejiang Machinery and Equipment Import and Export Co., Ltd. (浙江省機械設備進出口公司) between 1991 and 1999 and in the finance department of Hangzhou Alcatel Communication System Co., Ltd. (杭州阿爾卡特通訊系統有限公司) between 1999 and 2001. Since 2001, Mr. Xie has been serving at Insignia Technology Co. Ltd. (浙大網新科技股份有限公司), a substantial Shareholder and a company listed on the Shanghai Stock Exchange. Mr. Xie is currently the manager of audit department of Insignia Technology Co. Ltd. (浙大網新科技股份有限公司).

The Company entered into a service contract with Mr. Xie for a term with effect from 11 November 2011 until the conclusion of the Annual General Meeting. Subject to the approval by the Shareholders of his re-election at the Annual General Meeting, the Company will enter into a new service contract with Mr. Xie for a term commencing from the date of the Annual General Meeting until 20 September 2013. His remuneration as an executive Director is RMB20,000 per annum, which is determined based on the Company's remuneration policy for executive Directors and with reference to his workload and responsibilities.

Mr. Xie does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Xie does not hold any other position in the Company or any subsidiaries of the Company nor any directorship in other public companies in the last three years.

Save as disclosed above, Mr. Xie has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders.

There is no information relating to Mr. Xie that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Wang Linhua, aged 37, graduated from Xi'an Institute of Finance and Economics with a bachelor degree in accounting and Zhongnan University of Economics and Law with a master degree in professional accountancy. Mr. Wang was the manager of finance department of Zhejiang Kuaiwei Technology Industry Co. Ltd. (浙江大學快威科技產業總公司) between 1998 and 2001, the assistant to chief finance officer of Insigma Technology Co. Ltd. (浙大網新科技股份有限公司) between 2001 and 2004, the chief finance officer of Insigma Software Industry Group Co. Ltd. (浙江浙大網新軟體產業集團有限公司) between 2005 and 2007. Mr. Wang joined the Company in January 2008 and in addition being an executive Director, is currently the chief finance officer and vice president of the Company.

The Company entered into a service contract with Mr. Wang for a term with effect from 11 November 2011 until the conclusion of the Annual General Meeting. Subject to the approval by the Shareholders of his re-election at the Annual General Meeting, the Company will enter into a new service contract with Mr. Wang for a term commencing from the date of the Annual General Meeting until 20 September 2013. His remuneration as an executive Director is RMB20,000 per annum, which is determined based on the Company's remuneration policy for executive Directors and with reference to his workload and responsibilities.

Mr. Wang currently holds 450,000 share options in Insigma Technology Co. Ltd. (浙大網新科技股份有限公司), a substantial Shareholder and a company listed on the Shanghai Stock Exchange. Upon full exercise of the said share options, Mr. Wang may subscribe for 450,000 shares of Insigma Technology Co. Ltd. (浙大網新科技股份有限公司), representing approximately 0.055% of its enlarged issued share capital.

Mr. Wang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Wang does not hold any other position in the Company or any subsidiaries of the Company nor any directorship in other public companies in the last three years.

Save as disclosed above, Mr. Wang has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders.

There is no information relating to Mr. Wang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the Listing Rules.

NOTICE OF THE ANNUAL 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 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, 15 June 2012 at 2:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Directors of the Company for the year ended 31 December 2011;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2011;
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 2011;
4. To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year ended 31 December 2011;
5. To consider and approve the Financial Report for the year ended 31 December 2011 and the Financial Budget Report for the year ending 31 December 2012;
6. (A) To re-elect Mr. Xie Fei as an executive director of the Company;

(B) To re-elect Mr. Wang Linhua as an executive director of the Company; and

(C) To authorise the board of directors of the Company to fix the remuneration of the respective directors;
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 of directors of the Company to fix their remuneration;

* For identification purposes only

NOTICE OF THE ANNUAL GENERAL MEETING

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 Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new H shares and/or Domestic Shares, the board of directors of the Company 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 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, 25 April 2012

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

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. 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.
- 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 16 May 2012 to 15 June 2012, 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 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 May 2012, 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 Saturday, 26 May 2012.
- 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 Saturday, 26 May 2012.
- 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.