
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 your licensed securities dealer, 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(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss whatsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

CONNECTED TRANSACTION

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC at 2:00 p.m., on Friday, 29 February 2008, is set out on pages 10 to 11 of this circular. A reply slip and form of proxy for use at the EGM are also enclosed.

Whether or not you are able to attend the EGM, you are requested to complete and return (i) the enclosed reply slip for attendance to the Company to be received by the Company 20 days before the date of the EGM 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) in person if you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and on the Company's website at www.landpage.com.cn for at least 7 days from the date of its publication.

* For identification purpose only

11 January 2008

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	4
2. The Loan Agreement	5
3. Reasons for the Loan	7
4. Information about the Company	8
5. Information about Lan Chuang	8
6. EGM	8
7. Procedures for demanding a poll by Shareholders	9
8. Recommendation	9
NOTICE OF EGM	10

DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Announcement”	the announcement of the Company dated 20 December 2007 in relation to the connected transaction;
“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Capital Increase”	the increase in registered capital of Lan Chuang from RMB5,000,000 to RMB10,000,000 pursuant to the Capital Increase Agreement;
“Capital Increase Agreement”	the capital increase agreement dated 20 December 2007 entered into among Lan Chuang, Mr. Jin, the Other Shareholders and the Company;
“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 under the laws of the PRC, whose H Shares are listed on the GEM;
“Director(s)”	the director(s) of the Company, including the independent non-executive director(s);
“Domestic Shares”	domestic shares of RMB0.10 each in the share capital of the Company which are subscribed for in RMB;
“EGM”	the extraordinary general meeting to be convened by the Company at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC at 2:00 p.m., on Friday, 29 February 2008 to approve the Loan. A notice of the EGM is set out on pages 10 to 11 of this circular;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;

* For identification purpose only

DEFINITIONS

“H Shares”	overseas listed foreign listed shares of RMB0.10 each in the share capital of the Company which are subscribed for and traded in HK\$;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“ICP Licence”	the national Internet Content Provider licence (全網電信與信息服務業務經營許可證);
“Mr. Jin”	Mr. Jin Lian Fu;
“Lan Chuang”	浙江蘭創通訊有限公司 (Zhejiang Lan Chuang Information Co. Ltd.*), a company incorporated in the PRC;
“Lan Chuang Exclusive Right to Purchase Contract”	the exclusive right to purchase contract dated 11 December 2006 entered among the Company, Lan Chuang, Mr. Jin, Mr. Qiu Jin Song, Mr. Gao Zhang and Mr. Lei Jian Min, further details of which are set out in the announcement issued by the Company dated 11 December 2006;
“Lan Chuang Framework Contract”	the framework contract dated 11 December 2006 entered among the Company, Lan Chuang, Mr. Jin, Mr. Qiu Jin Song, Mr. Gao Zhang and Mr. Lei Jian Min, further details of which are set out in the announcement issued by the Company dated 11 December 2006;
“Lan Chuang Structure Contracts”	a set of contracts and documents dated 11 December 2006, entered into by/between/among the Company and/or Lan Chuang and/or Lan Chuang’s shareholders (as the case may be), further details of which are set out in the announcement issued by the Company dated 11 December 2006;
“Latest Practicable Date”	8 January 2008;
“Loan”	the loan in the amount of RMB4,250,000 given by the Company to Mr. Jin;

* For identification purpose only

DEFINITIONS

“Loan Agreement”	the loan agreement dated 20 December 2007 entered into between the Company and Mr. Jin;
“Notice”	the notice convening the EGM which is set out on pages 10 to 11 of this circular;
“Other Shareholders”	Mr. Qiu Jin Song, Mr. Gao Zhang and Mr. Lei Jian Min, being the shareholders of Lan Chuang other than Mr. Jin;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Value-Added Business”	the value-added telecommunications business in the PRC which improves the economic performance and functional value of the existing network, including two primary categories: the first category being virtual area network (VAN) services, constructed on rental high-speed cable, comprising of fax storage transmission transfer network, video conferencing network, exclusive grouping transfer network and virtual private network (VPN), etc; and the second category being services proliferated from existing telecommunication network, comprising of electronic mails, video text, electronic data interchange (EDI), fax storage and forward, online database search, internet, voice-message and video-on demand (VOD), etc.

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:

Chen Ping
Shi Lie
Chao Hong Bo
Xia Zhen Hai
Hu Yang Jun
Geng Hui

Independent Non-Executive Directors:

Zhang De Xin
Cai Xiao Fu
Gu Yu Lin

Registered office:

4th Floor
108 Gu Cui Road
Hangzhou City
The People's Republic of China

*Principal Place of Business
in Hong Kong:*

Rooms 1116-1119
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

11 January 2008

To the Shareholders of the Company

Dear Sir/Madam,

CONNECTED TRANSACTION LOAN AGREEMENT

1. INTRODUCTION

Reference is made to the Announcement in relation to the connected transaction. It was announced that on 20 December 2007, the Company and Mr. Jin entered into the Loan Agreement pursuant to which the Company agreed to provide the Loan to Mr. Jin in an amount of RMB4,250,000 (approximately HK\$4,500,000) with nil interest for injection of capital into Lan Chuang. The purpose of this circular is to provide you with the relevant information regarding the Loan and to give you notice of the EGM at which the resolution will be proposed to consider and, if thought fit, approve the Loan Agreement.

* For identification purpose only

LETTER FROM THE BOARD

Mr. Jin is a member of the senior management of the Company holding the position of vice-president of the Company and is an initial management shareholder of the Company as disclosed on page 113 of the Company's initial public offering prospectus dated 24 April 2002, and accordingly, Mr. Jin is a Connected Person by virtue of Rule 20.11 of the GEM Listing Rules. As a result, the Loan constitutes a connected transaction of the Company pursuant to Chapter 20 of the GEM Listing Rules.

However, based on the percentage ratios applicable to the Loan, the Loan constitutes a connected transaction exempted from independent shareholders' approval and subject to reporting and announcement requirements pursuant to Rule 20.66 of the GEM Listing Rules. Nevertheless, pursuant to Article 135 of the Articles, such Loan has to be approved by the Shareholders at the EGM.

2. THE LOAN AGREEMENT

The Company and Mr. Jin entered into the Loan Agreement dated 20 December 2007 pursuant to which the Company agreed to lend to Mr. Jin the Loan based on the summary of the terms and conditions set out below:

Parties

- (1) the Company (as the Lender)
- (2) Mr. Jin (as the Borrower)

Date

20 December 2007

Loan

RMB4,250,000 (approximately HK\$4,500,000) with nil interest

Purpose of the Loan

The Loan shall be used to inject capital into Lan Chuang in its entirety, which represents 85% equity interest in Lan Chuang being held by Mr. Jin.

LETTER FROM THE BOARD

Conditions Precedent

The Loan is subject to fulfillment of the following conditions unless otherwise waived by the Lender:

1. Shareholders' approval in respect of the Loan Agreement and the Loan being obtained by the Company, as required by the Articles;
2. Receipt by the Lender of the Borrower's request for Loan as set out in clause 1.2 of the Loan Agreement. Clause 1.2 provides that upon receipt of the Borrower's notice for request of Loan, the Lender shall within 10 business days deposit the Loan to the bank account designated by the Borrower;
3. Representations and warranties of the Borrower as set out in clause 3.2 of the Loan Agreement are true, complete and accurate in all respects. Clause 3.2 provides that:
 - (i) The Borrower has the requisite power and authority to enter into the Loan Agreement. The entering into and performance of the Loan Agreement by the Borrower does not violate any other legal, valid and binding agreements;
 - (ii) The Loan Agreement is a legal, valid and binding agreement on the Borrower upon signing;
 - (iii) As at the date of signing the Loan Agreement, there are no disputes, litigation, arbitration or any other legal proceedings and there are no potential disputes, litigation, arbitration or any other legal proceedings brought against the Borrower.
4. No breach of the Borrower's undertaking as set out in clause 4 of the Loan Agreement. Pursuant to clause 4, the Borrower undertakes:
 - (i) that the entire Loan shall be used for increasing the capital of Lan Chuang;
 - (ii) that he will effectively and cautiously maintain, operate and manage, financially and commercially the business of Lan Chuang;
 - (iii) that he shall agree to set off the purchase price (RMB4,250,000) of 85% equity interest in Lan Chuang against the Loan in the event that the Company chooses to exercise its right to purchase under the Lan Chuang Exclusive Right to Purchase Contract at any time subject to the lifting of the restrictions under the relevant PRC laws, rules and regulations against foreign investment in PRC enterprises engaged in the Valued-Added Business.

LETTER FROM THE BOARD

As of the date of the Lan Chuang Exclusive Right to Purchase Contract and as at the Latest Practicable Date, the registered capital of Lan Chuang has been RMB4,250,000. Pursuant to the Lan Chuang Exclusive Right to Purchase Contract, the Company may exercise the right to acquire 85% equity interest in Lan Chuang which amounts to RMB4,250,000 at nil consideration.

The shareholders of Lan Chuang pursuant to the Capital Increase Agreement shall agree to increase the registered capital of Lan Chuang from RMB5,000,000 to RMB10,000,000 on a pro rata basis in proportion to their existing holdings of equity interest in Lan Chuang. As such, should the Company choose to exercise the right to acquire 85% equity interest in Lan Chuang pursuant to the Lan Chuang Exclusive Right to Purchase Contract, the Company is required to pay the purchase price in respect of 85% of the increased capital amounting to RMB4,250,000. The Loan will be set off against the purchase price of such 85% of the increased registered capital of Lan Chuang.

Repayment Terms

Within 30 days upon receipt by the Borrower of a written notice of repayment of Loan request issued by the Lender.

3. REASONS FOR THE LOAN

Lan Chuang wishes to further develop their Value-Added Business by providing Internet related services to Internet users in the PRC and in order to do so, Lan Chuang is required to apply for the ICP Licence. According to the relevant PRC laws and regulations, an applicant of the ICP Licence must be a company established by law with a minimum registered capital of RMB10,000,000. Since the existing registered capital of Lan Chuang is only RMB5,000,000, Mr. Jin and the Other Shareholders have agreed to increase the registered capital of Lan Chuang so that it meets the eligibility requirements for application of an ICP Licence and will be able to develop its Internet related services. Since Lan Chuang is considered as a 85% owned subsidiary of the Company pursuant to the Lan Chuang Structure Contracts, the Company has agreed to provide the Loan to Mr. Jin in order to inject more capital into Lan Chuang to achieve the level of capital required for such application.

The Company can, through the Lan Chuang Structure Contracts, recognise and receive the economic benefit of the business and operations of Lan Chuang, without being in breach of the Regulations concerning Management of Foreign-Invested Telecommunication Wireless Enterprises which states that foreign ownership percentage in a foreign-invested telecommunication wireless enterprise shall not exceed 50%. Pursuant to the Lan Chuang Structure Contracts, the Company can substantially absorb all of the operating profits and residual benefits of the businesses of Lan Chuang. The Directors (including the independent non-executive Directors) believe that the Loan and the terms of the Loan Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

4. INFORMATION ABOUT THE COMPANY

The Company is a joint stock limited company incorporated in the PRC with limited liability, whose H shares are listed on the GEM. The Company is principally engaged in the business of technology development and services, computer software development, Internet engineering and sales of self-manufactured products.

5. INFORMATION ABOUT LAN CHUANG

Lan Chuang is a company incorporated in the PRC in June 2005 and is principally engaged in the business of research and development, assignment, consultation and service with respect to computer hardware and its supporting equipment, as well as in the business of the sale and data service with respect to computer hardware and its supporting equipment, telecommunication equipment and electronic devices.

Its registered capital was RMB5,000,000 in which 85% were contributed by the Mr. Jin as to RMB4,250,000. The remaining 15% share capital were contributed by Mr. Qiu Jin Song, Mr. Gao Zhan and Mr. Lei Jian Min in equal proportion, who are third parties independent of and not connected with the Company and its connected persons.

6. EGM

A notice convening the EGM to be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC at 2:00 p.m. on Friday, 29 February 2008 is set out on pages 10 to 11 of this circular.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Thursday, 31 January 2008 to Friday, 29 February 2008, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Wednesday, 30 January 2008 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Hong Kong Registrars Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 30 January 2008.

A form of proxy for use at the EGM is enclosed and is also published on the GEM website at www.hkgem.com. Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip for attendance to the Company to be received by the Company 20 days before date of the EGM 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 EGM or any adjournment thereof (as the case may be).

LETTER FROM THE BOARD

7. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to Article 76 of the Articles and subject to the rules prescribed by the Stock Exchange, at any general meeting of the Company a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded: (i) by the chairman of the meeting; (ii) by at least two Shareholders or proxies entitled to vote; or (iii) by one or more Shareholders (including proxy of Shareholder) alone or jointly representing 10 percent or more (inclusive) of all Shares carrying the right to vote at such meeting.

Unless a poll is demanded otherwise, the declaration of the results on a show of hands by the chairman of the meeting on the approval of the resolution proposed and recorded in the minutes of the meeting will be final, without inclusion of evidences on the votes as to the proportion for or against the resolution proposed in such meeting. The demand for a poll maybe withdrawn by the party who has made such demand.

8. RECOMMENDATION

The Board is of the opinion that the terms of the Loan Agreement are fair and reasonable and the Loan is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution of the Company to be proposed at the EGM.

By Order of the Board

Chen Ping

Chairman

NOTICE OF EGM



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 Zheda Lande Scitech Limited* (the “**Company**”) will be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC at 2:00 p.m. on Friday, 29 February 2008 for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the loan agreement (the “**Loan Agreement**”) dated 20 December 2007 entered into between the Company and Mr. Jin Lian Fu (“Mr. Jin”) pursuant to which the Company will lend to Mr. Jin an amount of RMB4,250,000 with nil interest and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things, take all steps and execute all further documents which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or implementing the transactions contemplated under the Loan Agreement.”

By Order of the Board
Chen Ping
Chairman

Hangzhou, the PRC, 11 January 2008

* For identification purpose only

NOTICE OF EGM

Registered Office in the PRC:

4th Floor

108 Gu Cui Road

Hangzhou City

The PRC

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, in the event of a poll 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company, but must attend in person to represent the member.
2. The registers of members of the Company will be closed from Thursday, 31 January 2008 to Friday, 29 February 2008 (both days inclusive), during which no transfer of shares will be registered. In order to be qualified to attend the above meeting, holders of H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by relevant share certificates at 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 Wednesday, 30 January 2008 in order to be registered as a member of the Company.
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 registered office at 4th Floor, 108 Gu Cui Road, Hangzhou City, the PRC to be received by the Company 20 days before the date of EGM. The reply slip may be returned to the Company by hand, and can also be returned by post, telegram or facsimile.
4. As regards to the holders of H Shares and in order to be valid, the form of proxy 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, this 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 registered office at 4th Floor, 108 Gu Cui Road, Hangzhou City, the PRC 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 of the Company in respect of such joint holding.