

---

# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in 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\* (the “Company”), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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 and liability whatsoever for any loss howsoever 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)**

- (1) TRANSFERS OF DOMESTIC SHARES;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) PROPOSED APPOINTMENT AND RE-APPOINTMENT  
OF DIRECTORS AND SUPERVISORS; AND  
(4) NOTICE OF EGM**

---

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at 1/F.-3/F., Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 12 October 2007 at 2:00 p.m. is set out on pages 21 to 24 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the website of the GEM ([www.hkgem.com](http://www.hkgem.com)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 22 September 2007 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).

This circular will remain on the “Latest Company Announcement” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the Company’s website at [www.landpage.com.cn](http://www.landpage.com.cn) for at least 7 days from the date of its publication.

23 August 2007

\* For identification purpose only

---

# **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (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](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	<b>1</b>
<b>Responsibility Statement</b> .....	<b>4</b>
<b>Letter from the Board</b> .....	<b>5</b>
<b>Appendix I – Details of the Directors proposed to be appointed or re-appointed</b> .....	<b>11</b>
<b>Appendix II – Details of the Supervisors proposed to be appointed or re-appointed</b> .....	<b>16</b>
<b>Appendix III – Details of the proposed amendments to the Articles of Association</b> .....	<b>19</b>
<b>Notice of the EGM</b> .....	<b>21</b>

---

## DEFINITIONS

---

“Announcement”	the announcement of the Company dated 24 July 2007 relating to, amongst others, the Capital Increase, the Subscription and the Domestic Share Transfers;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Board”	the board of Directors;
“Capital Increase”	the proposed increase of the registered share capital of the Company from RMB33,957,700 (equivalent to approximately HK\$33,957,700) to RMB35,654,617 (equivalent to approximately HK\$35,654,617);
“Capital Increase and Subscription Agreement”	the capital increase and share subscription agreement dated 23 July 2007 between the Company and the Subscriber, the transactions contemplated thereunder are set out in the paragraph headed “Capital Increase, Issue of New Domestic Shares under General Mandate” in the Announcement;
“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;
“Domestic Share Transfers”	the transfers of the Selling Shares as contemplated under the Sale and Purchase Agreements;
“EGM”	the extraordinary general meeting to be convened by the Company at 1/F.-3/F., Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 12 October 2007 at 2:00 p.m. to approve (i) the proposed amendments to the Articles of Association; (ii) the Domestic Share Transfers as contemplated under the Sale and Purchase Agreements; and (iii) the proposed appointments and re-appointments of the Directors and Supervisors;

\* For identification purpose only

---

## DEFINITIONS

---

“GEM”	the Growth Enterprise Market operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“General Mandate”	the general mandate granted to the Directors to exercise the powers of the Company to place and/or issue H Shares and/or Domestic Shares up to 20% of the number of H Shares and/or Domestic Shares in issue respectively pursuant to the ordinary resolution of the Shareholders passed in the annual general meeting of the Company held on 22 May 2007;
“Group”	the Company and its subsidiaries;
“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\$;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Independent Third Party”	to the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, any person who is not connected to any director, supervisor, chief executive, promoter, substantial shareholder or management shareholder (both as defined in the GEM Listing Rules) of the Company or its subsidiaries or any of their respective associates (as defined in the GEM Listing Rules), nor a connected person (as defined in the GEM Listing Rules);
“Latest Practicable Date”	22 August 2007;
“Ministry of Commerce”	中華人民共和國商務部 (Ministry of Commerce of the PRC);
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

---

## DEFINITIONS

---

“Sale and Purchase Agreements”	the sale and purchase agreements dated 23 July 2007 between the Vendors and the Subscriber, pursuant to which the Vendors agreed to sell and the Subscriber agreed to purchase the Selling Shares;
“Selling Shares”	17,148,638 Domestic Shares;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Shareholder(s)”	the holder(s) of the Shares;
“Shares”	Domestic Shares and H Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	上海長尾投資管理有限公司 (Shanghai Longtail Investment Management Co., Ltd.), which agreed to subscribe for the Subscription Shares pursuant to the Capital Increase and Subscription Agreement and purchase the Selling Shares pursuant to the Sale and Purchase Agreements;
“Subscription”	the subscription of Subscription Shares by the Subscriber pursuant to the Capital Increase and Subscription Agreement;
“Subscription Shares”	16,969,170 Domestic Shares to be allotted and issued by the Company to the Subscriber pursuant to the Capital Increase and Subscription Agreement;
“Supervisor(s)”	the member(s) of the supervisory committee of the Company;
“Vendors”	Mr. Shi Chun Hua (施春華), Mr. Wang Jin Cheng (王金成), Mr. Chen Chun (陳純) and Mr. Huo Zhong Hui (霍忠會), who are the holders of 16,490,280 Domestic Shares, 7,505,910 Domestic Shares, 4,094,130 Domestic Shares and 4,094,130 Domestic Shares respectively, immediately before completion of the Capital Increase and Subscription Agreement; and
“%”	percentage.

---

## 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:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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  
Mr. Shi Lie  
Mr. Chao Hong Bo  
Ms. Pan Lichun  
Mr. Hu Yang Jun

*Registered office in the RRC:*

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

*Independent non-executive Directors*

Mr. Zhang De Xin  
Mr. Cai Xiao Fu  
Mr. Gu Yu Lin

*Principal place of business*

*in Hong Kong:*  
Room 1116-1119  
Sun Hung Kai Center  
30 Harbour Road  
Wanchai  
Hong Kong

23 August 2007

*To the Shareholders*

Dear Sir or Madam,

- (1) TRANSFERS OF DOMESTIC SHARES;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) PROPOSED APPOINTMENT AND RE-APPOINTMENT  
OF DIRECTORS AND SUPERVISORS; AND  
(4) NOTICE OF EGM**

**INTRODUCTION**

At the EGM, a special resolution will be proposed to amend the Articles of Association and ordinary resolutions will be proposed to approve (i) the appointment and re-appointment of the Directors; (ii) the appointment and re-appointment of the Supervisors; and (iii) the Domestic Share Transfers.

\* For identification purpose only



---

## LETTER FROM THE BOARD

---

The purpose of this circular is to give you notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above proposed resolutions at the EGM.

### TRANSFERS OF DOMESTIC SHARES

Reference is made to the Announcement in which it was announced that the Vendors, namely Mr. Shi Chun Hua, Mr. Wang Jin Cheng, Mr. Chen Chun, and Mr. Huo Zhong Hui and the Subscriber entered into the Sale and Purchase Agreements on 23 July 2007 pursuant to which the Vendors agreed to sell to the Subscriber and the Subscriber agreed to purchase from the Vendors an aggregate of 17,148,638 Selling Shares. The completion of each of the Sale and Purchase Agreements is subject to the approval of the Ministry of Commerce and conditional upon (i) the passing of an ordinary resolution by the Shareholders approving the Domestic Share Transfers at the EGM; and (ii) the passing of a special resolution by the Shareholders approving the amendments to the Articles of Association at the EGM, details of which are set out in the paragraph headed “Proposed Amendments to the Articles of Association” below, Appendix III to this circular and the notice convening the EGM on pages 21 to 24 of this circular. In this regard, an ordinary resolution will be proposed at the EGM to approve the Domestic Share Transfers.

### CHANGE OF SHAREHOLDING STRUCTURE

As announced in the Announcement, the Company entered into the Capital Increase and Subscription Agreement with the Subscriber on 23 July 2007 pursuant to which the Company agreed to (i) increase its registered share capital from RMB33,957,700 (equivalent to approximately HK\$33,957,700) to RMB35,654,617 (equivalent to approximately HK\$35,654,617); and (ii) allot and issue 16,969,170 Subscription Shares to the Subscriber at a price of RMB0.37 (equivalent to approximately HK\$0.37) per Subscription Share. The Subscription Shares will be allotted and issued under the General Mandate. On the same date, the Vendors and the Subscriber entered into the Sale and Purchase Agreements pursuant to which the parties agreed upon the Domestic Share Transfers.

LETTER FROM THE BOARD

The current shareholding structure of the Company as well as the shareholding structure after completion of (i) the Capital Increase and Subscription; and (ii) the Domestic Share Transfers is set out as follows:

Shareholder	Number of Domestic Shares/ H Shares held as at the Latest Practicable Date of this circular		Number of Domestic Shares/ H Shares held after completion of the Capital Increase/Subscription		Number of domestic shares/ H shares held after completion of the Domestic Share Transfers	
		%		%		%
Subscriber	–	0.00%	16,969,170 Domestic Shares	4.76%	34,117,808 Domestic Shares	9.57%
Insigma Technology Co. Ltd.	81,802,637 Domestic Shares	24.10%	81,802,637 Domestic Shares	22.94%	81,802,637 Domestic Shares	22.94%
Mr. Chen Ping	36,392,320 Domestic Shares	10.72%	36,392,320 Domestic Shares	10.21%	36,392,320 Domestic Shares	10.21%
Guoheng Shengxing Media Science Group Company Limited	34,117,800 Domestic Shares	10.05%	34,117,800 Domestic Shares	9.57%	34,117,800 Domestic Shares	9.57%
Mr. Wu Zhong Hao	16,490,280 Domestic Shares	4.86%	16,490,280 Domestic Shares	4.63%	16,490,280 Domestic Shares	4.63%
Mr. Shi Chun Hua	16,490,280 Domestic Shares	4.86%	16,490,280 Domestic Shares	4.63%	7,235,812 Domestic Shares	2.03%
Ms. Liu Qiao Ping	10,235,340 Domestic Shares	3.01%	10,235,340 Domestic Shares	2.87%	10,235,340 Domestic Shares	2.87%

LETTER FROM THE BOARD

Shareholder	Number of Domestic Shares/H Shares held as at the Latest Practicable Date of this circular	%	Number of Domestic Shares/H Shares held after completion of the Capital Increase/ Subscription	%	Number of domestic shares/H shares held after completion of the Domestic Share Transfers	%
Mr. Wang Jin Cheng	7,505,910 Domestic Shares	2.21%	7,505,910 Domestic Shares	2.11%	5,000,000 Domestic Shares	1.40%
Mr. Wang Lei Bo	7,505,910 Domestic Shares	2.21%	7,505,910 Domestic Shares	2.11%	7,505,910 Domestic Shares	2.11%
Mr. Chen Guo Cai	5,311,473 Domestic Shares	1.56%	5,311,473 Domestic Shares	1.49%	5,311,473 Domestic Shares	1.49%
Mr. Chen Chun	4,094,130 Domestic Shares	1.21%	4,094,130 Domestic Shares	1.15%	–	0.00%
Mr. Huo Zhong Hui	4,094,130 Domestic Shares	1.21%	4,094,130 Domestic Shares	1.15%	2,800,000 Domestic Shares	0.79%
Mr. Jin Lian Fu	3,411,790 Domestic Shares	1.00%	3,411,790 Domestic Shares	0.96%	3,411,790 Domestic Shares	0.96%
<b>Total Domestic Shares</b>	<b>227,452,000 Domestic Shares</b>	<b>67.00%</b>	<b>244,421,170 Domestic Shares</b>	<b>68.55%</b>	<b>244,421,170 Domestic Shares</b>	<b>68.55%</b>
Public	112,125,000 H shares	33.00%	112,125,000 H shares	31.45%	112,125,000 H shares	31.45%
<b>Total</b>	<b>339,577,000 Shares</b>	<b>100.00%</b>	<b>356,546,170 Shares</b>	<b>100.00%</b>	<b>356,546,170 Shares</b>	<b>100.00%</b>

---

## LETTER FROM THE BOARD

---

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

For the purpose of reflecting the change in the registered share capital and the shareholding structure of the Company after completion of the Capital Increase, the Subscription and the Domestic Share Transfers and fulfilling the condition imposed by the Ministry of Commerce for approving the Domestic Share Transfers, a special resolution will be proposed at the EGM to approve certain amendments to be made to the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix III to this circular and the notice convening the EGM on pages 21 to 24 of this circular.

Further, the Subscriber proposes to nominate an additional Director into the Board, minor amendments will also be proposed to be made to the Articles of Association so that the number of Directors constituting the Board will be increased from 8 Directors to 9 Directors.

### PROPOSED APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

According to Article 97 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, each Director's appointment will expire on 20 September 2007. Therefore, all of Mr. Chen Ping, Mr. Shi Lie, Mr. Chao Hong Bo, Mr. Hu Yang Jun, Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin will offer themselves for re-appointment. Ms. Pan Lichun will not be offering herself for re-appointment as she already resigned from all offices (except her directorship) in Insignia Technology Co. Ltd. and thus Insignia Technology Co. Ltd. has decided to nominate Ms. Geng Hui into the Board as replacement. Ordinary resolutions will be proposed at the EGM to re-appoint Mr. Chen Ping, Mr. Shi Lie, Mr. Chao Hong Bo and Mr. Hu Yang Jun and to appoint Mr. Xia Zhen Hai and Ms. Geng Hui as executive Directors, to re-appoint Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin as independent non-executive Directors of the third session of the Board. Mr. Xia Zhen Hai is proposed director nominated by the Subscriber into the Board.

Details of each of the proposed Directors are set out in Appendix I of this circular.

### PROPOSED APPOINTMENT AND RE-APPOINTMENT OF SUPERVISORS

According to Article 116 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, each Supervisor's appointment will expire on 20 September 2007. Therefore, all of Mr. Huo Zhong Hui, Mr. Feng Pei Xian and Mr. Wang Hui (other than Mr. Fu Liang Yuan and Ms. Liu Cui Yu who for personal reasons will not be offering themselves for re-appointment) will offer themselves for re-appointment. Ordinary resolutions will be proposed at the EGM to re-appoint Mr. Huo Zhong Hui and to appoint Ms. Xue Yun and Mr. Zheng Bing as Supervisors, to re-appoint Mr. Feng Pei Xian and Mr. Wang Hui as independent Supervisors of the third session of the supervisor committee of the Company.

Details of each of the proposed Supervisors are set out in Appendix II of this circular.

---

## LETTER FROM THE BOARD

---

### EGM

A notice convening the EGM to be held at 1/F.-3/F., Block 3, 108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC on Friday, 12 October 2007 at 2:00 p.m. is set out on pages 21 to 24 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, 13 September 2007 to Friday, 12 October 2007, 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, 12 September 2007 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 4:00 p.m. on Wednesday, 12 September 2007.

A form of proxy for use at the EGM is enclosed and is also published on the website of the GEM ([www.hkgem.com](http://www.hkgem.com)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 22 September 2007 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).

### PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to Article 76 of the Articles of Association 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 may be withdrawn by the party who has made such demand.

### RECOMMENDATION

The Directors believe that all the proposed special and ordinary resolutions 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 the special and ordinary resolutions to be proposed at the EGM as set out in the notice of the EGM.

By Order of the Board  
**Chen Ping**  
*Chairman*

The following are the particulars of the Directors proposed to be appointed or re-appointed at the EGM:

### Executive Directors

**Mr. Chen Ping**, aged 43, is the chairman of the Company. He is an advisor to students seeking their master degree and an associate professor at Zhejiang University. Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor degree and a master degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in the research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize in 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for 7 years up to 1997. Mr. Chen published two computers networking academic textbooks and a number of academic research papers in China. Mr. Chen joined the Company in May 1997.

Mr. Chen is currently the chairman of 浙江思創信息技術有限公司 (Zhejiang Sichuang Information Technology Company Limited) and 浙江蘭德縱橫網絡技術有限公司 (Zhejiang Lande Congheng Network Service Company Limited), both of which are subsidiaries of the Company. Mr. Chen is also the director of each of 杭州群思特通信服務有限公司 (Hangzhou Trust Communication Service Limited), 杭州賽爾網絡通信技術有限公司 (Hangzhou Saier Network Communications Technology Company Limited), 成都蘭德電子信息技術有限公司 (Chengdu Lande E&I Technology Company Limited) and Zheda Lande Scitech Information Limited (浙大蘭德科訊有限公司), all of which are subsidiaries of the Company.

Save as disclosed herein, Mr. Chen has not previously held any position with the Company or any of its subsidiaries. Mr. Chen did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Chen as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as 36,392,320 Domestic Shares held by Mr. Chen, Mr. Chen does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Chen which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Shi Lie**, aged 43, is the vice-chairman of the Company. He graduated from Zhejiang University with a PhD degree in computer applications. Mr. Shi was an associate research analyst at the Faculty of Computer of Zhejiang University and the chief executive officer and chairman of Zhejiang University Innovation Tuling Information Technology Company Limited. Mr. Shi is currently the director and the chief executive officer of Insignia Technology Co. Ltd.. Mr. Shi joined the Company as an executive Director in August 2005. Save as disclosed herein, Mr. Shi has not previously held any position with the Company or any of its subsidiaries. Mr. Shi did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Shi as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Shi does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Shi which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Chao Hong Bo**, aged 43, received a bachelor degree of engineering from 北京郵電大學 (Beijing University of Posts and Telecommunications) in 1985 and a master degree of economics from 中國人民大學 (Renmin University of China) in 1987. After graduation, Mr. Chao worked as a research assistant in 中華人民共和國國家物價局 (State Bureau of Commodity Prices of the PRC) until 1993. During the period between 1993 and 1999, Mr. Chao was the vice editorial director of 中華人民共和國國家發展和改革委員會 (National Development and Reform Commission of the PRC) (previously known as 中華人民共和國國家計劃委員會 (State Planning Commission of the PRC)). He then became an assistant to director of 中央國債登記結算有限責任公司 (China Government Securities Depository Trust & Clearing Co., Ltd.) from 1999 to 2001. Since 2001, he has been serving as the chief executive director of Guoheng Shengxing Media Science Group Company Limited, a substantial Shareholder holding approximately 10.05% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Chao has been appointed as an executive Director with effect from 20 July 2007. Save as disclosed herein, Mr. Chao has not previously held any position with the Company or any of its subsidiaries. Further, Mr. Chao has not held any directorships in any other listed companies in the last three years.

The Company proposes to appoint Mr. Chao as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Chao does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.



Save as disclosed above, there are no other information in relation to the appointment of Mr. Chao which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Xia Zhen Hai**, aged 33, graduated with a PhD degree in engineering from 浙江大學 (Zhejiang University). He is also now the senior member of International Financial Management Association. From 2001 to 2005, Mr. Xia served at the Shanghai office of JS Cresvale Securities International Limited and in 2005 to 2007, he was the representative of Samsung Securities Co. Ltd. in its Shanghai office. Mr. Xia is now the legal representative and executive director of the Subscriber. Save as disclosed herein, Mr. Xia has not previously held any position with the Company or any of its subsidiaries. Mr. Xia did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Mr. Xia as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Xia does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Xia which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Hu Yang Jun**, aged 36, graduated with a bachelor degree from Anhui Normal University with majors in Chinese Language and Literature and minors in International Trades. He was the deputy general manager of Zhejiang Ju Neng Dongfang Holdings Company Limited and the manager of the import and export division of Zhejiang Dongfang Group. Mr. Hu joined the Company as an executive Director in February 2004. Save as disclosed herein, Mr. Hu has not previously held any position with the Company or any of its subsidiaries. Mr. Hu did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Hu as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Hu does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Hu which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.



**Ms. Geng Hui**, aged 37, graduated from 浙江大學 (Zhejiang University) with a master degree in engineering management. Ms. Geng was the assistant manager of the corporate management department and investment development department of 深圳經濟特區發展(集團)公司 (Shenzhen Special Economic Zone Development (Group) Company) as well as the manager of the customer service and sales department and assistant general manager of 聯合證券有限責任公司 (United Securities Co., Ltd.), Hua Qiang Road North, Shenzhen branch. In February 2004, she was appointed as the manager of the finance department of Inigma Technology Co. Ltd. and was promoted to the financial controller in April 2005. Save as disclosed herein, Ms. Geng has not previously held any position with the Company or any of its subsidiaries. Ms. Geng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Ms. Geng as an executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Geng does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Geng which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

#### **Independent Non-executive Directors**

**Mr. Zhang De Xin**, aged 78, graduated from the faculty of Electrical & Mechanical Engineering at Zhejiang University in July 1953 and at Tsing Hua University in June 1956 respectively. He attended Illinois Institute of Technology in the United States from June 1982 to May 1984 to conduct research in the fields of Electrical & Mechanical as well as Computer Engineering. Professor Zhang has served as a professor at Zhejiang University's faculties of Electrical & Mechanical Engineering, Wireless Engineering and Computer Science for 37 years since 1956. He has also been a committee member of Zhejiang Political Consultative Conference for two terms in 1988 and 1993. Moreover, Professor Zhang has been involved in numerous research projects and studies in computing networks. Professor Zhang is awarded winner of the Zhejiang Province Science and Technology Advancement in 1989, 1991 and 1993 for three times. Mr. Zhang joined the Company as an independent non-executive Director in October 2001. Save as disclosed herein, Mr. Zhang has not previously held any position with the Company or any of its subsidiaries. Mr. Zhang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Zhang as an independent non-executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior management or substantial or management shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Zhang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Cai Xiao Fu**, aged 69, is a senior engineer and the chairman of Zhejiang Province Software Industry Association, inspecting and monitoring the development of Zhejiang Province IT industry. Mr. Cai graduated from Tsing Hua University's faculty of Control Automation in July 1963. He attended the Polytechnic of Cranfield in the United Kingdom during October 1981 to January 1984 to research aeronautics and computer simulation devices. Mr. Cai joined the Company as an independent non-executive Director in October 2001. Between August 2002 and December 2006, Mr. Cai was the director of Sino Stride Technology (Holdings) Limited (中程科技集團有限公司), a company incorporated in the Cayman Islands whose shares were listed on the GEM with stock code (8177) but was de-listed in November 2006. Save as disclosed herein, Mr. Cai has not previously held any position with the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Cai as an independent non-executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Cai does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Cai which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Gu Yu Lin**, aged 37, graduated from the Faculty of Finance and Accounting of Fudan University in June 1997. Mr. Gu is an assistant accountant. Mr. Gu is currently working in the general office of Zhejiang University. He has been the independent supervisor of the Company before and was appointed as an independent non-executive Director since September 2004. Mr. Gu is the chairman of the audit committee of the Company. Save as disclosed herein, Mr. Gu has not previously held any position with the Company or any of its subsidiaries. Mr. Gu did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Gu as an independent non-executive Director to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Gu does not have any relationship with the other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Gu which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

The following are the particulars of the Supervisors proposed to be appointed or re-appointed at the EGM:

### Supervisors

**Mr. Huo Zhong Hui**, aged 37, graduated with a master degree in the faculty of Computer Software in Zhejiang University. He was now engaged in the fields of research and technology and is currently working in 杭州熱點信息技術有限公司 (Hangzhou Redian Information Technology Co., Ltd.). Mr. Huo joined the Company in March 1999. Mr. Huo is the chairman of the supervisory committee of the Company. Save as disclosed herein, Mr. Huo has not previously held any position with the Company or any of its subsidiaries. Mr. Huo did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Huo as a Supervisor to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Huo does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Huo which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Ms. Xue Yun**, aged 42, received a bachelor degree and a master degree of economics from 廈門大學 (Xiamen University) in 1986 and 1988 respectively. She was a teacher at the School of Accounting of the Xiamen University from September 1986 to July 1988, the financial supervisor of the finance department of 廈門聯合發展(集團)有限公司 (Xiamen United Development (Group) Co., Ltd.) from September 1991 to March 1993, the finance manager of 華通國際招商集團股份有限公司 (Huatong International China Merchants Group Company Limited) from March 1994 to January 2001 and the financial controller of 華通國際招商集團股份有限公司 (Huatong International China Merchants Group Company Limited) from January 2002 up to now. Between May 2003 and December 2006, Ms. Xue acted as the supervisor of 華通天香集團股份有限公司 (Huatong Tianxiang Group Co., Ltd.), a PRC incorporated company whose shares were listed on the Shanghai Stock Exchange but was de-listed in May 2007. Save as disclosed herein, Ms. Xue has not previously held any position with the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Ms. Xue as a Supervisor to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Xue does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Ms. Xue which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Zheng Bing**, aged 35, graduated from the School of Computer and Control Engineering of 大慶石油學院 (Daqing Petroleum Institute) and further his study at the graduate school of the School of Electronic and Information Engineering as well as the School of Communication Engineering of 華中科技大學 (Huazhong University of Science & Technology). Mr. Zheng was the manager of the development department of 武漢東方高技術研究所 (Wuhan Dongfang High Technology Research Institute) from 1997 to 1999 and has been rendering his service in relation to procedures development and project management for the Company since 2000. Save as disclosed herein, Mr. Zheng has not previously held any position with the Company or any of its subsidiaries. Mr. Zheng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Mr. Zheng as a Supervisor to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Zheng does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholder, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Zheng which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

### **Independent Supervisors**

**Mr. Feng Pei Xian**, aged 70, graduated from the Shandong Institute of Industry (山東工學院). Mr. Feng was the assistant chief engineer of the 52nd research institute of the Ministry of Information Industry of the PRC (中華人民共和國信息產業部) and the chief editor of “計算機外部設備 (External Computing Equipment)”. Mr. Feng is now the chief secretariat of 浙江計算機用戶協會 (Zhejiang Computing User Association) and senior reporter of 中國計算機報浙江記者站 (the China Computing News in Zhejiang). Mr. Feng joined the Company in April 2001. Save as disclosed herein, Mr. Feng has not previously held any position with the Company or any of its subsidiaries. Mr. Feng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Feng as an independent Supervisor to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Feng does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Feng which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

**Mr. Wang Hui**, aged 34, graduated from the Zhejiang Finance Institute in Professional Auditing and was admitted as a PRC Certified Public Accountant. He was the senior project manager of Zhejiang Zhonghui Certified Public Accountants and is currently the finance manager of 浙江金麗溫高速公路有限公司 (Zhejiang Jinliwen Expressway Co., Ltd.). Mr. Wang Hui joined the Company in September 2004. Save as disclosed herein, Mr. Wang has not previously held any position with the Company or any of its subsidiaries. Mr. Wang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Wang as an independent Supervisor to hold office for a term of three years from 20 September 2007. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Wang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

APPENDIX III

DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION

The amendments that are proposed to be made to the Articles of Association are set out below.

For ease of reference, the text of the relevant articles which are recommended for amendments has also been reproduced.

Set out below is the English translation of the Chinese version of the proposed amendments to the Articles of Association. Should there be any inconsistency between the English version and Chinese version, the Chinese version shall prevail.

Article no.	Original version	Amended version
1 (third paragraph)	The domestic shareholders of the Company are: Chen Ping, Insignia Technology Co. Ltd., Beijing Guoheng High Technology Holdings Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Chen Chun, Huo Zhong Hui and Jin Lian Fu.	The domestic shareholders of the Company are: Chen Ping, Insignia Technology Co. Ltd., Guoheng Shengxing Media Science Group Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Huo Zhong Hui, Jin Lian Fu and Shanghai Longtail Investment Management Co., Ltd.;
21	Subject to the approval of the Ministry of Commerce, the registered share capital of the Company is 339,577,000 ordinary shares, of which (1) 227,452,000 A shares are issued to the domestic shareholders, (2) 112,125,000 H shares are issued to the H shareholders.	Subject to the approval of the Ministry of Commerce, the registered share capital of the Company is 356,546,170 ordinary shares, of which (1) 244,421,170 A shares are issued to the domestic shareholders, (2) 112,125,000 H shares are issued to the H shareholders.

APPENDIX III

DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION

Article no.	Original version	Amended version
22 (second paragraph)	<p>The shareholding structure of the Company is 339,557,000 ordinary shares, of which shareholders, namely Chen Ping, Beijing Guoheng High Technology Holdings Company Limited, Insigma Technology Co. Ltd., Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Chen Chun, Huo Zhong Hui and Jin Lian Fu together hold 227,452,000 A shares, representing 67% of the issued share capital of the Company, and H shareholders hold 112,125,000 H shares, representing 33% of the issued share capital of the Company.</p>	<p>The shareholding structure of the Company is 356,546,170 ordinary shares, of which the domestic shareholders, namely Chen Ping, Insigma Technology Co. Ltd., Guoheng Shengxing Media Science Group Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Huo Zhong Hui, Jin Lian Fu and Shanghai Longtail Investment Management Co., Ltd. together hold 244,421,170 A shares, representing 68.55% of the issued share capital of the Company, and H shareholders hold 112,125,000 H shares, representing 31.45% of the issued share capital of the Company.</p>
96	<p>The Company shall have a board of directors comprising 8 members, including one chairman and two vice chairmen. At least one half of the directors are external directors (directors who do not hold any position in the Company) and three directors are independent directors (directors who are independent from the shareholders of the Company and do not hold any position in the Company).</p>	<p>The Company shall have a board of directors comprising 9 members, including one chairman and two vice chairmen. At least one half of the directors are external directors (directors who do not hold any position in the Company) and three directors are independent directors (directors who are independent from the shareholders of the Company and do not hold any position in the Company).</p>





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 2:00 p.m. on 12 October 2007 at 1/F.-3/F., Block 3, 108 Gu Cui Road, Hangzhou City, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

**SPECIAL RESOLUTION**

1. (a) **“THAT** subject to the approval by the Ministry of Commerce of the PRC, the Articles of Association of the Company be and are hereby amended as follows:

(i) by amending Article 1 in the following manner:

deleting third paragraph of Article 1 to its entirety and substituting therefor the words “The domestic shareholders of the Company are: Chen Ping, Insignia Technology Co. Ltd., Guoheng Shengxing Media Science Group Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Huo Zhong Hui, Jin Lian Fu and Shanghai Longtail Investment Management Co., Ltd..”

(ii) by amending Article 21 in the following manner:

deleting the second paragraph of Article 21 to its entirety and substituting therefor the words “Subject to the approval of the Ministry of Commerce, the registered share capital of the Company is 356,546,170 ordinary shares, of which (1) 244,421,170 A shares are issued to the domestic shareholders, (2) 112,125,000 H shares are issued to the H shareholders.”

(iii) by amending Article 22 in the following manner:

deleting the second paragraph of Article 22 to its entirety and substituting therefor the words “The shareholding structure of the Company is 356,546,170 ordinary shares, of which the domestic shareholders, namely Chen Ping,

\* For identification purpose only



---

## NOTICE OF EGM

---

Insignia Technology Co. Ltd., Guoheng Shengxing Media Science Group Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Huo Zhong Hui, Jin Lian Fu and Shanghai Longtail Investment Management Co., Ltd. together hold 244,421,170 A shares, representing 68.55% of the issued share capital of the Company, and H shareholders hold 112,125,000 H shares, representing 31.45% of the issued share capital of the Company.”

- (iv) by deleting Article 96 in its entirety and replacing with the following paragraph:

“The Company shall have a board of directors comprising 9 members, including one chairman and two vice chairmen. At least one half of the directors are external directors (directors who do not hold any position in the Company) and three directors are independent directors (directors who are independent from the shareholders of the Company and do not hold any position in the Company.)”

- (b) “**THAT** the board of directors of the Company be authorized to deal with the procedures and sign relevant documents required to effect the changes as mentioned in paragraph (a) above and make related amendments to the Articles of Association of the Company.”

### ORDINARY RESOLUTIONS

2. (a) “**THAT** the appointment of Mr. Chao Hong Bo as an Executive Director of the Company a term from 20 July 2007 up to 20 September 2007 be hereby approved, confirmed and ratified.”
- (b) “**THAT** the following directors of the Company be re-elected for a term of 3 years at their respective remuneration with effect from their respective expiry dates as follows:

Name of Director	Office	Remuneration (RMB per annum)	Expiry Date
Mr. Chen Ping	Executive Director	nil	20 September 2007
Mr. Shi Lie	Executive Director	20,000	20 September 2007
Mr. Chao Hong Bo	Executive Director	20,000	20 September 2007
Mr. Hu Yang Jun	Executive Director	20,000	20 September 2007

## NOTICE OF EGM

<b>Name of Director</b>	<b>Office</b>	<b>Remuneration</b> <i>(RMB per annum)</i>	<b>Expiry Date</b>
Mr. Zhang De Xin	Independent Non-Executive Director	10,000	20 September 2007
Mr. Cai Xiao Fu	Independent Non-Executive Director	10,000	20 September 2007
Mr. Gu Yu Lin	Independent Non-Executive Director	10,000	20 September 2007”

- (c) “**THAT** the following members of the Supervisory Committee of the Company be re-elected for a term of 3 years at their respective remuneration with effect from their respective expiry dates as follows:

<b>Name of Supervisor</b>	<b>Office</b>	<b>Remuneration</b> <i>(RMB per annum)</i>	<b>Expiry Date</b>
Mr. Huo Zhong Hui	Supervisor	3,000	20 September 2007
Mr. Feng Pei Xian	Independent Supervisor	3,000	20 September 2007
Mr. Wang Hui	Independent Supervisor	3,000	20 September 2007”

- (d) “**THAT** Mr. Xia Zhen Hai and Ms. Geng Hui be and are hereby elected as Executive Directors of the Company for a term of 3 years at remuneration of RMB20,000 per annum with effect from 20 September 2007.”
- (e) “**THAT** Ms. Xue Yun and Mr. Zheng Bing be and are hereby elected as Supervisors of the Company for a term of 3 years at remuneration of RMB3,000 per annum with effect from 20 September 2007.”

---

## NOTICE OF EGM

---

3. “**THAT** the transfer of an aggregate of 17,148,638 domestic shares of the Company from Mr. Shi Chun Hua, Mr. Wang Jin Cheng, Mr. Chen Chun and Mr. Huo Zhong Hui to Shanghai Longtail Investment Management Co., Ltd. as announced by the Company on 24 July 2007, be approved.”

By Order of the Board  
**Chen Ping**  
*Chairman*

Hangzhou, the PRC, 23 August 2007

*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 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 of the Company will be closed from 13 September 2007 to 12 October 2007 (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 4:00 p.m. on 12 September 2007 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 20 days before the meeting. 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, 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, 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 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 of the Company in respect of such joint holding.