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浙江浙大網新蘭德科技股份有限公司

ZHEDA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8106)

NOTICE OF 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, 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..”

(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, 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.”

(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
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:

Name of Supervisor	Office	Remuneration (RMB per annum)	Expiry Date
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.”

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.

* *For identification purpose only*

As at the date of this announcement, the Board comprises five executive directors, being Mr. Chen Ping, Mr. Shi Lie, Mr. Chao Hong Bo, Ms. Pan Lichun and Mr. Hu Yang Jun and three independent non-executive directors, being Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin.

This announcement, for which the directors of Zheda Lande Scitech Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Zheda Lande Scitech Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: – (1) the information contained in this announcement 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 announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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