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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 with limited liability)*

**(Stock Code: 8106)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders of Zheda Lande Scitech Limited\* (the “Company”) will be held at 2:00 p.m. on 11 October 2006 at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

**“THAT:**

- (1) (a) the terms and conditions of the Cross-Guarantee Agreement dated 4 July 2006 (the “First Agreement”) entered into between the Company, 浙江浙大網新集團有限公司 (Zheda Insignia Group Co. Ltd.) and 浙江浙大網新圖靈信息科技有限公司 (Zhejiang University Innovation Turing Information Technology Company Limited), a copy of the First Agreement has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification), be and is hereby approved; and
- (b) the Directors authorized for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering the First Agreement be hereby approved, ratified and confirmed, and the Directors be and are hereby authorized to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the transactions pursuant to the First Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the First Agreement as they may in their discretion consider to be desirable and in the interest of the Company.

\* For identification purposes only

- (2) (a) the terms and conditions of the Cross-Guarantee Agreement dated 4 July 2006 (the “Second Agreement”) entered into between the Company, 浙江浙大網新集團有限公司 (Zheda Insignia Group Co. Ltd.) and 浙江浙大網新快威科技有限公司 (Zheda Innovation Qware Technology Co. Ltd.), a copy of the Second Agreement has been produced to the EGM marked “B” and signed by the chairman of the meeting for the purpose of identification), be and is hereby approved; and
- (b) the Directors authorized for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering the Second Agreement be hereby approved, ratified and confirmed, and the Directors be and are hereby authorized to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the transactions pursuant to the Second Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Second Agreement as they may in their discretion consider to be desirable and in the interest of the Company.”

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

17 August 2006, Hangzhou, the PRC

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, (i) as regards to the holders of H Shares, shall be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; and (ii) as regards to the holders of Domestic Shares, shall be lodged at the Company’s registered office at 4th Floor, 108 Gu Cui Road, Hangzhou City, the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding such meeting (or any adjourned meeting thereof).
3. Shareholders or their proxies shall present proofs of identities upon attending the above meeting.
4. The Register of Members will be closed from 11 September 2006 to 10 October 2006 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the above meeting, all transfer documents accompanied by relevant share certificates must be lodged with the Company’s H Share Registrar not later than 4:00 p.m. on 8 September 2006 in order to be registered as a member of the Company.
5. Shareholders entitled to attend the above meeting are requested to deliver the reply slip for attendance to the Company to be received by the Company 20 days before the date of meeting.

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

*This announcement, for which the directors of the Company 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 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 announcement is accurate and complete in all material respects and not misleading; (2) there is 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.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days from the date of its publication.*