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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)**

## **CHANGE OF AUDITORS AND CHANGE OF SUBSTANTIAL SHAREHOLDER**

The Board announces that KLL resigned as the auditors of the Group with effect from 15 November 2005 as a result of its merger with BDO McCabe Lo Limited and BDO McCabe Lo Limited has been appointed as the new auditors of the Group with effect from 25 November 2005, and to hold office until conclusion of the next annual general meeting of the Company.

The Board also announces that ZUITCL has become a substantial shareholder of the Company upon completion of the Agreements on 14 November 2005.

### **CHANGE OF AUDITORS**

The board of directors (the “**Board**”) of Zheda Lande Scitech Limited (the “**Company**”) announces that KLL Associates CPA Limited (“**KLL**”) resigned as the auditors of the Company and its subsidiaries (the “**Group**”) with effect from 15 November 2005. The Company was informed by KLL that the reason for its resignation was due to the merger of their practice with BDO McCabe Lo Limited. KLL confirmed in their notice of resignation that there were no circumstances connected with their resignation that they considered should be brought to the attention to the members or creditors of the Group. It is expected that the change of auditors of the Company will not affect the audit and the release of annual results of the Group for the financial year ending 31 December 2005.

The Board also announces that BDO McCabe Lo Limited has been appointed as the new auditors of the Group with effect from 25 November 2005, and will hold office until the conclusion of the next annual general meeting of the Company.

### **CHANGE OF SUBSTANTIAL SHAREHOLDER**

Reference is made to the announcement of the Company dated 1 November 2004 and the third quarterly report 2005 of the Company published on 14 November 2005. On 29 October 2004, the Company's two corporate shareholders, Zhejiang Qware Information Technology Investment & Consulting Company Limited (“**Zhejiang Qware**”) and Zhejiang University Innovation Information Holdings Company Limited (“**ZUIIHCL**”), and two individual shareholders, Mr. Bao Shu Xin (“**Mr. Bao**”) and Mr. Chen Guo Cai (“**Mr. Chen**”) had entered into agreements (the “**Agreements**”) with Zhejiang University Innovation Technology Company Limited (“**ZUITCL**”) whereby Zhejiang Qware, ZUIIHCL, Mr. Bao and Mr. Chen agreed to sell and ZUITCL agreed to purchase a total of 81,802,637 domestic shares of the Company (the “**Sale Shares**”). The transfer of the Sale Shares

was subject to the approval of the Ministry of Commerce of the PRC, which was issued on 19 September 2005 and obtained by the Company on 17 October 2005. The change of registration particulars at the Ministry of Commerce of the PRC was completed and the new business licence of the Company was issued on 14 November 2005 and the transfer of the Sale Shares was deemed to be completed on the same date. Accordingly, ZUITCL is currently holding 24.10% of the existing issued share capital of the Company and has become a substantial shareholder of the Company. The current shareholding of the Company is set out as follows:

Shareholder	Number of domestic shares/ H shares held before completion of the Agreements	%	Number of domestic shares/ H shares held after completion of the Agreements	%
ZUITCL	Nil	Nil	81,802,637 domestic shares	24.10%
ZUIIHCL	34,117,800 domestic shares	10.05%	Nil	Nil
Zhejiang Qware	34,117,800 domestic shares	10.05%	Nil	Nil
Mr. Bao Shu Xin	8,643,170 domestic shares	2.55%	Nil	Nil
Mr. Chen Ping	36,392,320 domestic shares	10.72%	36,392,320 domestic shares	10.72%
Guoheng Media Science Group Co., Ltd.	34,117,800 domestic shares	10.05%	34,117,800 domestic shares	10.05%
Mr. Wu Zhong Hao	16,490,280 domestic shares	4.86%	16,490,280 domestic shares	4.86%
Mr. Shi Chun Hua	16,490,280 domestic shares	4.86%	16,490,280 domestic shares	4.86%
Ms. Liu Qiao Ping	10,235,340 domestic shares	3.01%	10,235,340 domestic shares	3.01%
Mr. Wang Jin Cheng	7,505,910 domestic shares	2.21%	7,505,910 domestic shares	2.21%
Mr. Wang Lei Bo	7,505,910 domestic shares	2.21%	7,505,910 domestic shares	2.21%
Mr. Chen Guo Cai	10,235,340 domestic shares	3.01%	5,311,473 domestic shares	1.56%
Mr. Chen Chun	4,094,130 domestic shares	1.21%	4,094,130 domestic shares	1.21%
Mr. Huo Zhong Hui	4,094,130 domestic shares	1.21%	4,094,130 domestic shares	1.21%
Mr. Jin Lian Fu	3,411,790 domestic shares	1.00%	3,411,790 domestic shares	1.00%
Public	112,125,000 H shares	33.00%	112,125,000 H shares	33.00%
<b>Total</b>	<b>339,577,000 shares</b>	<b>100.00%</b>	<b>339,577,000 shares</b>	<b>100.00%</b>

The Company confirms that (i) there will be no change to the scope of business of the Group; (ii) it has no current intention to change the composition of the board of directors of the Company save as the appointments of Ms. Pan Lichun and Mr. Shi Lie with effect from 22 August 2005 as a result of the completion of the Agreements.

By Order of the Board  
**ZHEDA LANDE SCITECH LIMITED**  
**Chen Ping**  
*Chairman*

Hangzhou, the PRC, 28 November 2005

\* *For identification purpose only*

*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. Guo 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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