

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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 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 24 January 2005 at the registered office of the Company 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 the third paragraph of Article 1 to its entirety and substituting therefor the words “The domestic shareholders of the Company are: Chen Ping, Beijing Guoheng High Technology Holdings Company Limited, Zhejiang University Innovation Technology 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.”

(ii) 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: 339,557,000 ordinary shares, of which shareholders, namely Chen Ping, Beijing Guoheng High Technology Holdings Company Limited, Zhejiang University Innovation Technology 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 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.”

(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. **“THAT** the transfer of an aggregate of 81,802,637 domestic shares of the Company from Zhejiang University Innovation Information Holdings Company Limited, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Mr. Bao Shu Xin and Mr. Chen Guo Cai to Zhejiang University Innovation Technology Company Limited as announced by the Company on 2 November 2004, be approved.”

* For identification purpose only

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3. “**THAT** the share charge of 34,117,800 domestic shares of the Company by Beijing Guoheng High Technology Holdings Company Limited in favour of China Minsheng Banking Corporation Limited as security for the general banking facilities provided by China Minsheng Banking Corporation Limited to Beijing Guoheng High Technology Holdings Company Limited be approved.”

By Order of the Board

Zheda Lande Scitech Limited*

浙江浙大網新蘭德科技股份有限公司

Chen Ping

Chairman

Hangzhou City, 8 December 2004

As at the date of this notice, the Board comprises five executive directors, being Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng, Mr. Chen Chun and Mr. Hu Yang Jun, and three independent non-executive directors, being Mr. Cai Xiao Fu, Mr. Zhang De Xin and Mr. Gu Yu Lin.

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 25 December 2004 to 24 January 2005 (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 24 December 2004 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.