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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Annual General Meeting**”) of Zheda Lande Scitech Limited (the “**Company**”) will be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the People's Republic of China (the “**PRC**”) on Friday, 20 May 2005 at 2:00 p.m. for the following purposes:

1. To pass the following matters as ordinary resolutions:
  - (1) To consider and approve the Report of the Directors for the year 2004;
  - (2) To consider and approve the Report of the Supervisory Committee for the year 2004;
  - (3) To consider and approve the Audited Consolidated Financial Statements of the Company and its subsidiaries for the year 2004;
  - (4) To consider and approve the appointment of the auditors of the Company and to authorise the board of directors to fix their remunerations;
  - (5) To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year 2004;
  - (6) To consider and approve the Financial Report for the year 2004 and the Financial Budget Report for the year 2005.

2. To pass the following matters as a special resolution:

To consider and resolve that, subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or the Growth Enterprises Market of The Stock Exchange of Hong Kong Limited for the proposed issue of new H shares and/or the listing and dealing of Domestic Shares, the board of directors be authorised to:

- (1) to place and/or issue H Shares and/or Domestic Shares within a period until the conclusion of the next annual meeting or their resolution is revoked or varied in general meeting, whichever is the earliest, from the date of this resolution, provided that the total number of H shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “20% limit”) of the number of H Shares and/or Domestic Shares of the Company in issue respectively;
- (2) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new Shares mentioned above;
- (3) to amend, in accordance with the increase in the registered capital of the Company, the relevant articles contained in the Articles of Association in relation to the registered capital of the Company and other articles that require corresponding amendments; and
- (4) if any chronological variation of the wordings or numbering of the articles contained in the Articles of Association of the Company is necessary upon application to the companies examination and approval authority by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the Articles of Association as required by such authority and China Securities Regulatory Commission.

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

31 March 2005, Hangzhou, the PRC

*Registered office in the PRC:*  
4th Floor  
108 Gu Cui Road  
Hangzhou City  
PRC

*Place of business in Hong Kong:*  
Unit 1116-1119  
Sun Hung Kai Center  
30 Harbour Road  
Wanchai  
Hong Kong

*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 H shares proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited 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 less than 24 hours before the time for holding the above meeting or appointed time of voting.
3. Shareholders or their proxies shall present proofs of identities upon attending the above meeting.
4. The Register of Members will be closed from 21 April 2005 to 20 May 2005 (both days inclusive), during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend and 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 20 April 2004 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. 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. 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.*

*This announcement will remain on the "Latest Company Announcements" page on the GEM website for at least 7 days from the day of its posting.*

\* For identification purpose only