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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)

**PROPOSED APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
AN EXECUTIVE DIRECTOR AND SUPERVISORS AND
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS**

The Board proposes to appoint Mr. Gu Yu Lin as an independent non-executive director, Mr. Hu Yang Jun as an executive director and Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui as supervisors of the Company. The Board also proposes to re-elect Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng and Mr. Chen Chun as executive directors, Mr. Cai Xiao Fu and Mr. Zhang De Xin as independent non-executive directors and Mr. Fu Liang Yuan and Mr. Feng Pei Xian as supervisors of the Company.

The proposed appointment of independent non-executive director, executive director and supervisors of the Company is subject to the approval by the shareholders of the Company at the EGM and compliance with Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The proposed re-election of directors and supervisors of the Company is subject to the approval by the shareholders of the Company at the EGM. A notice to convene the EGM will be despatched to the shareholders of the Company as soon as practicable.

**PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
AN EXECUTIVE DIRECTOR AND SUPERVISORS**

The board of directors (the "Board") proposes to appoint Mr. Gu Yu Lin as an independent non-executive director of Zheda Lande Scitech Limited (the "Company") for a term of 3 years at remuneration of RMB10,000 per annum, Mr. Hu Yang Jun as an executive director of the Company for a term of 3 years at remuneration of RMB20,000 per annum and Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui as supervisors of the Company for terms of 3 years at remuneration of RMB nil, RMB nil and RMB3,000 per annum, respectively. Such remuneration does not include any bonus and was determined by the Company and the relevant director or supervisor of the Company by reference to the remuneration of current directors or supervisors (as the case maybe) of the Company.

Mr. Gu Yu Lin, aged 34, currently is an independent supervisor of the Company. He is an assistant accountant graduated from Fudan University of Finance and Accounts in June 1997. Mr. Gu Yu Lin has over 10 years of experience in accounting and finance. He is currently working in Zhejiang University, which holds 35% equity interest in Zhejiang University – Computer Application and Software Engineering Support Co., Ltd, which in turn holds approximately 8.34% equity interest in Zhejiang University Innovation Information Holdings Company Limited (“Zhejiang Innovation”), a promoter and substantial shareholder of the Company. Mr. Gu Yu Lin’s position as independent supervisor of the Company will expire on 20 September 2004 and he will not be offered for re-election at that time. Mr. Gu Yu Lin was appointed as an independent supervisor of the Company on 20 September 2002.

Mr. Hu Yang Jun, aged 31, was the deputy general manager of Zhejiang Ju Neng Dongfang Holdings Company Limited and the manager of the import and export division of Zhejiang Dongfang Group. He graduated with a bachelor degree in Chinese Language and Literature from Anhui Normal University. Mr. Hu Yang Jun was appointed as a non-executive director of the Company on 1 February 2004. Mr. Hu Yang Jun’s position as non-executive director of the Company will expire on 20 September 2004 and he will not be offered for re-election at that time.

Mr. Huo Zhong Hui, aged 34, is the vice general manager of the communication career department of the Company. Mr. Huo Zhong Hui graduated from Zhejiang University’s Department of Computer Software with a master degree in 1995. He joined the Company in March 1999.

Ms. Liu Cui Yu, aged 30, is the human resources manageress of the Company. Ms. Liu Cui Yu graduated from Hebei Normal University in 1996. She joined the Company in September 2002.

Mr. Wang Hui, aged 31, is the senior project manager of Zhejiang Zhonghui Certified Public Accountants. Mr. Wang Hui graduated from the Zhejiang Finance Institute in 1997 and was admitted as a PRC certified public accountant in 2001. Mr. Wang Hui has over 7 years of experience in auditing.

Save as disclosed in this announcement, each of Mr. Gu Yu Lin, Mr. Hu Yang Jun, Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui is independent of and not connected with any promoter, director, chief executive, management shareholder or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them. As at the date of this announcement, each of Mr. Gu Yu Lin, Mr. Hu Yang Jun, Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui does not have any interests or short positions in any shares, underlining shares or debentures which are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company had confirmed that there is no other matter which has to be brought to the attention of The Stock Exchange of Hong Kong Limited in respect of the proposed appointment of Mr. Gu Yu Lin as an independent non-executive director, the proposed appointment of Mr. Hu Yang Jun as an executive director and the proposed appointment of Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui as supervisors of the Company.

Each of Mr. Gu Yu Lin, Mr. Hu Yang Jun, Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui had confirmed that he/she has not held any directorship in any publicly listed company in the past 3 years.

PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board also proposes to re-elect Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng and Mr. Chen Chun as executive directors, Mr. Cai Xiao Fu and Mr. Zhang De Xin as independent non-executive directors and Mr. Fu Liang Yuan and Mr. Feng Pei Xian as supervisors of the Company for a term of 3 year with effect from 20 September 2004 at the following remuneration:–

Name of Director/Supervisor	Office	Remuneration (RMB per annum)
1. Mr. Chen Ping	Executive Director	250,000
2. Mr. Zhao Jian	Executive Director	10,000
3. Mr. Xue Shi Cheng	Executive Director	20,000
4. Mr. Chen Chun	Executive Director	40,000
5. Mr. Cai Xiao Fu	Independent Non-executive Director	5,000
6. Mr. Zhang De Xin	Independent Non-executive Director	5,000
7. Mr. Fu Liang Yuan	Supervisor	3,000
8. Mr. Feng Pei Xian	Independent Supervisor	Nil

Such remuneration does not include any bonus and is equivalent to the current remuneration of the relevant director or supervisor of the Company.

Mr. Chen Ping, aged 40, is the chairman and the general manager of the Company, an advisor to students seeking their master degree and an associate professor at Zhejiang University. Mr. Chen Ping graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor degree and a master degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen Ping has been involved in the R&D of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize in 1993. Mr. Chen Ping had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for 7 years up to 1997. Mr. Chen Ping has published two computer networking academic textbooks and professional technology magazines in China and has published more than ten of his academic papers. Mr. Chen Ping joined the Company in May 1997. Mr. Chen Ping is a promoter and substantial shareholder of the Company who holds approximately 11.20% of the issued share capital of the Company.

Mr. Zhao Jian, aged 38, is a director, a vice chairman and senior engineer of the Company and the president and director of Zhejiang Innovation. Mr. Zhao Jian graduated from the School of Business Administration at Zhejiang University with a master degree in January 1991. Before joining the Company in June 2001, Mr. Zhao Jian served as a director and the vice president of Zhejiang Zheda Haina Technology Company Limited, a listed company on the Shenzhen Stock Exchange that is involved in the R&D, manufacturing and sales of semi-conductors and automated control systems, conducting investment management. Mr. Zhao Jian was also the executive of the Software Industry Association of Zhejiang, the vice director of the Professional Commission of Computing Engineering and Application of Zhejiang Electronics Association and the vice chairman of the Computing Industry Association of Zhejiang where he served as the representative to attend regular meetings.

Mr. Xue Shi Cheng, aged 40, is the vice chairman of the Company. Mr. Xue Shi Cheng graduated from Zhejiang Agricultural University in July 1987 and has previously worked for the State Science & Technology Commission and the Ministry of Internal Trade. Moreover, Mr. Xue Shi Cheng has served as the deputy secretary-general of Beihai Government, the vice president of Beijing Guoheng High Technology Holding Co., Ltd, a promoter and substantial shareholder of the Company, the chairman of Beijing TianXiang Garden Bio-tech Investment Co. and the vice executive chairman of Venture Capital Association of Beijing where he was involved in the seeking and co-ordination of investments. Mr. Xue Shi Cheng has been involved in the investment and capital management of high technology products in the PRC and is particularly experienced in the investment of startup companies, the capital reorganisation of high-tech enterprises, mergers and acquisitions and promoting companies to be listed on the stock exchanges. Mr. Xue Shi Cheng joined the Company in April 2001.

Mr. Chen Chun, aged 49, is a director of the Company and a professor of Zhejiang University, an advisor to doctorate students, the vice principal of Zhejiang University's College of Information Science and Technology, the supervisor of Zhejiang University Computing Software Research Institute and a supervisor of Zhejiang University's Department of Computer Science and Technology where he taught and conducted lectures and relevant R&D. Mr. Chen Chun graduated from Zhejiang University with a doctorate degree in computer applications in June 1990. Mr. Chen Chun was a senior visiting scholar of Computer Science at the University of Calgary in Canada during the period from March 1996 to March 1997. Mr. Chen Chun was awarded the National Science and Technology Advancement Third Prize in December 1996, the Zhejiang Province Science and Technology Advancement Second Prize in February 1991, the Textile Association Technology Second Prize in December 1995, and The Second Youth Prize of Science and Technology in May 1992. Mr. Chen Chun has been one of the major technology contributors in Zhejiang Province and was recognised as a pioneer of technology among elite teenagers in Zhejiang Province. Mr. Chen Chun joined the Company in April, 2001. As at the date of this announcement, Mr. Chen Chun is interested in approximately 1.26% of the issued share capital of the Company. He is also a director of each of Zhejiang Innovation and Zhejiang Qware Information Technology Investment & Consulting Company Limited, a promoter and substantial shareholder of the Company.

Mr. Cai Xiao Fu, aged 65, is a senior engineer and the chairman of Zhejiang Software Industry Association, overseeing the development of Zhejiang Province IT industry. Mr. Cai Xiao Fu graduated from Tsing Hua University's Department of Control Automation in July 1963 and attended Cranfield Institute in the United Kingdom during October 1981 to January 1984 to research aeronautics and computer simulation devices. Mr. Cai Xiao Fu was appointed as an independent non-executive director of the Company on 20 September 2002.

Mr. Zhang De Xin, aged 74, graduated from the Department of Electrical Engineering at Zhejiang University in July 1953 and Tsing Hua University in June 1956 and attended Illinois Institute of Technology in the United States during June 1982 to May 1984 to conduct research in the fields of Electrical Engineering and Computer Science. Mr. Zhang De Xin has served as a professor at Zhejiang University's Department of Electrical Engineering, Department of Electronics Engineering and Department of Computer Science for 37 years since 1956 and a Committee of Zhejiang Political Consultative Conference for two terms in 1988 and 1993. Moreover, Mr. Zhang De Xin has been involved in numerous research projects and studies in computing networks. Mr. Zhang De Xin is also a three-times award winner of the Zhejiang Province Science and Technology Advancement Award in 1989, 1991 and 1993. Mr. Zhang De Xin was appointed as an independent non-executive director of the Company on 20 September 2002.

Mr. Fu Liang Yuan, aged 48, joined the Company in April 2001. He has taught in the Faculty of Commerce at Shanghai Polytechnic University. Mr. Fu Liang Yuan joined the Shanghai Huazhan Group Company Limited, a company that conducts industrial investment, in 1999. Mr. Fu Liang Yuan had previously served as the financial director of Huatong International Group Company Limited headquartered in Shanghai since August 2000 for 8 months.

Mr. Feng Pei Xian, aged 67, is the Chief Secretariat of the Zhejiang Computing User Association and Reporter Officer of the China Computing News in Zhejiang. Mr. Feng Pei Xian graduated from Shantong Industrial Institute. Mr. Feng Pei Xian was the deputy chief engineer of the 52nd Research Officer of Ministry of Information Industry of the Research Institute and Chief Editor of “External Computing Equipment”. Mr. Feng Pei Xian was appointed as an independent supervisor of the Company on 20 September 2002.

Save as disclosed in this announcement, each of Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng, Mr. Chen Chun, Mr. Cai Xiao Fu, Mr. Zhang De Xin, Mr. Fu Liang Yuan, Mr. Feng Pei Xian is independent of and not connected with any promoter, director, chief executive, management shareholder or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them. As at the date of this announcement and save as disclosed in this announcement, each of Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng, Mr. Chen Chun, Mr. Cai Xiao Fu, Mr. Zhang De Xin, Mr. Fu Liang Yuan, Mr. Feng Pei Xian does not have any interests or short positions in any shares, underlining shares or debentures which are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company had confirmed that there is no other matter which has to be brought to the attention of The Stock Exchange of Hong Kong Limited in respect of the proposed re-election of directors and supervisors of the Company.

Save as disclosed in this announcement, each of the proposed directors and supervisors offered for re-election had confirmed that he/she has not held any directorship in any publicly listed company in the past 3 years.

GENERAL

Mr. Wang Yue Hao and Mr. Wang Wei Li, both being retiring directors or supervisors of the Company (as the case maybe) had confirmed that there has been no disagreement between each of them and the Company during their respective appointment and that there is no other matter which has to be brought to the attention of The Stock Exchange of Hong Kong Limited in respect of their retirement as directors or supervisors of the Company (as the case maybe).

The proposed appointment of independent non-executive director, executive director and supervisors of the Company is subject to the approval by the shareholders of the Company at the extraordinary general meeting of the Company (“EGM”) to be held on 30 September 2004 at 2:00 p.m. at the registered office of the Company at 1/F -3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC and compliance with Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The proposed re-election of directors and supervisors of the Company is subject to the approval by the shareholders of the Company at the EGM. At the EGM, ordinary resolutions in relation to the proposed appointment of Mr. Gu Yu Lin as an independent non-executive director, the proposed appointment of Mr. Hu Yang Jun as an executive director, the proposed appointment of Mr. Huo Zhong Hui, Ms. Liu Cui Yu and Mr. Wang Hui as supervisors, the proposed re-election of Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue

Shi Cheng, Mr. Chen Chun, Mr. Cai Xiao Fu and Mr. Zhang De Xin as directors and the proposed re-election of Mr. Fu Liang Yuan and Mr. Feng Pei Xian as supervisors of the Company will be put forth to be considered, and, if thought appropriate, approved by the shareholders of the Company. A notice to convene the EGM will be despatched to the shareholders of the Company as soon as practicable.

Each of the proposed directors and supervisors mentioned in this announcement will enter into a service agreement with the Company on or after the proposed appointment or re-election (as the case maybe) is approved by the shareholders of the Company.

As at the date of this announcement, the Board comprises four executive directors, being Mr. Chen Ping, Mr. Zhao Jian, Mr. Xue Shi Cheng and Mr. Chen Chun, one non-executive director, being Mr. Hu Yang Jun, and three independent non-executive directors, being Mr. Cai Xiao Fu, Mr. Zhang De Xin and Mr. Wang Yue Hao.

By order of the Board
Zheda Lande Scitech Limited*
Chen Ping
Chairman

Hangzhou, the PRC, 13 August 2004.

* *For identification purposes only*

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 of Hong Kong Limited 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 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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