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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) (the “Company”) will be held at 2:00 p.m., on 30 September 2004 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. “THAT:

- (a) subject to paragraphs (c), (d), and (e) below, the exercise by the board of directors of the Company (the “Board”) during the Relevant Period (as defined in paragraph (g) below) of all the powers of the Company separately or concurrently to allot, issue and deal with domestic shares of nominal value of RMB0.10 each in the share capital of the Company (the “Domestic Shares”) and/or overseas – listed foreign shares of nominal value of RMB0.10 each in the share capital of the Company (the “H Shares”) be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period to make or grant an offers, agreements or option which might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued by the Board pursuant to the approval in paragraph (a) and (b) above, otherwise than pursuant to (i) a “Right Issue” (as defined in paragraph (g) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;

- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued by the Board pursuant to the approval in paragraph (a) and (b) above, otherwise than pursuant to (i) a “Right Issue” (as defined in paragraph (g) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be conditional upon the approval of the China Securities Regulatory Commission and/or other relevant government regulatory authorities in the PRC, and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited;
- (f) subject to the limitation in paragraph (c) and (d) above, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deed and things as it may consider necessary in connection with the allotment, issue and dealing of the Domestic Shares and H Shares;
- (g) for the purpose of this special resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in the general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (h) the Board be and is hereby authorized to make such amendments to the articles of association of the Company as it think fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issue of shares of the Company pursuant to the approval granted under paragraph (a) above.”

ORDINARY RESOLUTIONS

2. “**THAT** the following directors of the Company be re-elected for a term of 3 years at their respective remuneration with effect from their respective expiry dates as follows:

	Name of Director	Office	Remuneration <i>(RMB per annum)</i>	Expiry Date
1.	Mr. Chen Ping	Executive Director	250,000	20 September 2004
2.	Mr. Zhao Jian	Executive Director	10,000	20 September 2004
3.	Mr. Xue Shi Cheng	Executive Director	20,000	20 September 2004
4.	Mr. Chen Chun	Executive Director	40,000	20 September 2004
5.	Mr. Cai Xiao Fu	Independent Non-executive Director	5,000	20 September 2004
6.	Mr. Zhang De Xin	Independent Non-executive Director	5,000	20 September 2004”

3. “**THAT** the following members of the Supervisory Committee of the Company be re-elected for a term of 3 years at their respective remuneration with effect from their respective expiry dates as follows:

	Name of Supervisor	Remuneration <i>(RMB per annum)</i>	Office	Expiry Date
1.	Mr. Fu Liang Yuan	3,000	Supervisor	20 September 2004
2.	Mr. Feng Pei Xian	Nil	Independent Supervisor	20 September 2004”

4. “**THAT** Mr. Gu Yu Lin be and is hereby appointed as an independent non-executive director of the Company for a term of 3 years at remuneration of RMB10,000 per annum with effect from 20 September 2004.”

5. “**THAT:**

- (a) the re-election of Mr. Hu Yang Jun as a non-executive director of the Company for a term from 12 June 2004 up to 19 September 2004 be hereby approved, confirmed and ratified;
- (b) Mr. Hu Yang Jun be appointed as an executive director of the Company for a term of 3 years at remuneration of RMB20,000 per annum with effect from 20 September 2004.”

6. “**THAT** the following persons be and are hereby appointed as members of the Supervisory Committee of the Company for a term of 3 years with effect from 20 September 2004 at the following remuneration:

Name of Supervisor	Remuneration <i>(RMB per annum)</i>	Office
1. Mr. Huo Zhong Hui	Nil	Supervisor
2. Ms. Liu Cui Yu	Nil	Supervisor
3. Mr. Wang Hui	3,000	Independent Supervisor”

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, 13 August 2004

As at the date of this notice, 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.

** for identification purposes only*

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 31 August 2004 to 29 September 2004 (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 p.m. on 30 August 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 on or before 10 September 2004. 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, 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 PRC 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.

This notice, 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 notice 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 notice misleading; and (3) all opinions expressed in this notice 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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