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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)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CHARGE ON DOMESTIC SHARES HELD BY A SHAREHOLDER

The Board announces that a special resolution for amending the articles of association of the Company and an ordinary resolution for approving the transactions contemplated under the Agreements will be proposed at the EGM.

The Board also announces that an ordinary resolution in respect of the Share Charge will be proposed at the EGM.

A notice convening the EGM will be dispatched to the shareholders of the Company as soon as practicable.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement (the “**Announcement**”) of Zheda Lande Scitech Limited (the “**Company**”) dated 1 November 2004, in which it was announced that the Vendors, being certain promoters of the Company, namely Zhejiang University Innovation Information Holdings Company Limited, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Mr. Bao Shu Xin and Mr. Chen Guo Cai, intended to transfer an aggregate of 81,802,637 Domestic Shares to Zhejiang University Innovation Technology Company Limited, the Purchaser. Terms used herein shall have the same meaning as defined in the Announcement unless the context otherwise requires.

The Board has been informed that the Agreements were entered into between the Vendors and the Purchaser on 2 November 2004. The Completion of the Agreements is still subject to approval by the Ministry of Commerce of the PRC, which has imposed the following conditions:

- (1) the Company has to pass a resolution in general meeting to approve the transactions contemplated under the Agreements; and
- (2) the Company has to pass a resolution in general meeting to approve the amendments to the articles of association of the Company as a result of the Completion.

The necessary amendments to the articles of association of the Company only serve the purpose of describing the shareholding structure of the Company after the Completion.

At the request of the Vendors and the Purchaser and having taken into account the interests of the Shareholders, the Board has decided to convene an extraordinary general meeting (the “EGM”), at which ordinary resolutions for the above purposes will be put forth to be considered, and if thought fit, approved by the Shareholders.

CHARGE ON DOMESTIC SHARES HELD BY A SHAREHOLDER

The Board has been notified by Beijing Guoheng High Technology Holdings Company Limited (“**Beijing Guoheng**”), a substantial shareholder that Beijing Guoheng intended to charge (the “**Share Charge**”) its 34,117,800 Domestic Shares (representing approximately 10.05% of the issued share capital of the Company) 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 for its own benefit.

As a condition precedent to the provision of general banking facilities by China Minsheng Banking Corporation Limited to Beijing Guoheng, the Company has to pass a resolution in general meeting for the purpose of approving the Share Charge. At the request of Beijing Guoheng, the Board has also decided to put forth an ordinary resolution in respect of the Share Charge to be considered, and if thought fit, approved by the Shareholders at the EGM.

GENERAL

The EGM will be held on 24 January 2005 at 2:00 p.m. at the registered office of the Company at 1-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, the PRC. A notice convening the EGM will be dispatched to the Shareholders as soon as practicable.

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.

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, the PRC, 8 December 2004

* For identification purpose 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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