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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zheha Lande Scitech Limited* (the “**Company**”), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



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 AMENDMENTS TO
THE ARTICLES OF ASSOCIATION AND REVOCATION
OF PROPOSED CHANGE OF COMPANY'S NAME**

A letter from the chairman of the Company is set out on pages 2 to 4 of this circular. A notice convening the annual general meeting of the Company to be held at 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, the People's Republic of China on 11 June 2004 (Friday) at 2:00 p.m. is set out on pages 5 to 7 of this circular.

This circular, 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 (“GEM”) of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

* For identification purpose only

26 April 2004

CHARACTERISTICS OF THE GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, the People’s Republic of China on 11 June 2004 (Friday) at 2:00 p.m.
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司), a joint stock limited company incorporated in the People’s Republic of China, whose shares are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“GEM Listing Rules”	The Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“PRC”	the People’s Republic of China
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	share(s) of nominal value of RMB0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE CHAIRMAN



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)

Executive Directors :

Chen Ping

Zhao Jian

Xue Shi Cheng

Chen Chun

Registered office:

4th Floor

108 Gu Cui Road

Hangzhou City

PRC

Non-executive Director:

Hu Yang Jun

Independent Non-executive Directors:

Cai Xiao Fu

Zhang De Xin

Wang Yue Hao

Place of Business in

Hong Kong:

Unit 1803-1807

Sun Hung Kai Center

Wanchai

Hong Kong

Hangzhou, the PRC

26 April 2004

To Shareholders of Zheda Lande Scitech Limited

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION AND REVOCATION
OF PROPOSED CHANGE OF COMPANY'S NAME**

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2004 in which it was mentioned that as announced by the Stock Exchange in its press release dated 30 January 2004, the Stock Exchange has revised the GEM Listing Rules based on the results of the Consultation Conclusions on Proposed Amendments to the Listing Rules relating to

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LETTER FROM THE CHAIRMAN

Corporate Governance Issues. To ensure compliance with the revised Appendix 3 to the GEM Listing Rules which come into effect on 31 March 2004, a special resolution for amending the Articles of Association will be proposed at the AGM. Details of the proposed amendments to the Articles of Association are set out in the attached notice of AGM.

In general, the proposed amendments to the Articles of Association are to be made to conform to the following that relates to corporate governance:

- (a) the minimum seven-day period of lodgment by the Shareholders of notice to nominate a Director shall commence no earlier than the date after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (b) a Director shall abstain from voting at the meeting of the Board on any matter in which the Director or any of his associates has a material interest and not to be counted towards the quorum of the relevant meeting of the Board; and
- (c) where any Shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

REVOCATION OF PROPOSED CHANGE OF COMPANY'S NAME

References are also made to the announcements of the Company dated 31 March 2003 and 16 May 2003, respectively, regarding the proposed change of name of the Company from Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) to Lande Scitech Limited* (蘭德科技股份有限公司).

In view of the unfavorable reaction to the proposed change of name of the Company from Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) to Lande Scitech Limited* (蘭德科技股份有限公司) from the major customers of the Company and the fact that the name of Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) has already established certain goodwill in the PRC telecommunications market, the Board decided to maintain the Company's name as "Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司)". A special resolution in revoking the special resolution in relation to the proposed change of name of the Company passed by the Shareholders at the annual general meeting of the Company held on 16 May 2003 will be proposed at the AGM.

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LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of all the related resolutions set out in the notice of the AGM.

Yours faithfully,
On behalf of the Board
Zheda Lande Scitech Limited*
Chen Ping
Chairman

NOTICE OF AGM



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 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 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, the People's Republic of China (the “**PRC**”) on Friday, 11 June 2004 at 2:00 p.m. for the following purposes:

1. To consider and approve the Report of the Directors for the year 2003;
2. To consider and approve the Report of the Supervisory Committee for the year 2003;
3. To consider and approve the Audited Consolidated Financial Statements of the Company and its subsidiaries for the year 2003;
4. To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year 2003;
5. To consider and approve the Financial Report for the year 2003 and the Financial Budget Report for the year 2004;
6. To consider and approve the re-appointment of the auditors of the Company for the year 2004 and to authorize the board of directors to fix their remunerations;

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NOTICE OF AGM

7. As a special business, to consider and, if thought fit, to pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

- (1) “**THAT** the Articles of Association of the Company be and is hereby amended as follows:–

- (a) by amending Articles 68 in the following manner:–

deleting the words “Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)” in the first line of Article 68 and substituting therefor the words “Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

- (b) by amending Articles 75 in the following manner:–

adding to the end of Article 75 the words “Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

- (c) by amending Article 97 in the following manner:–

deleting the second paragraph of Article 97 to its entirety and substituting therefor the words “The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. Such period will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.”

- (d) by amending Article 104 in the following manner:–

adding the words “or its associates” immediately following the words “any director” in the first line of the last paragraph of Article 104.”

NOTICE OF AGM

- (2) “**THAT** the special resolution in relation to the proposed change of the Company’s name from Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) to Lande Scitech Limited* (蘭德科技股份有限公司) passed by the shareholders of the Company at the annual general meeting held on 16 May 2003 be and is hereby revoked and Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) be maintained as the name of the Company accordingly.”

By order of the Board

Chen Ping

Chairman

26 April 2004, Hangzhou, the PRC

Registered office in the PRC:

4th Floor
108 Gu Cui Road
Hangzhou City
PRC

Place of business in Hong Kong:

Unit 1803-1807
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 13 May 2004 to 11 June 2004 (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 12 May 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.

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PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 11 June 2004 at 2:00 p.m.

I/We (note a) _____ of _____

being the holder(s) of _____ (note b) shares of RMB0.10 each of Zheda Lande Scitech Limited (the "Company") hereby appoint the Chairman of the Meeting _____ or _____

of _____ to act as my/our proxy (note c) at the annual general meeting of the Company to be held at 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 11 June 2004 at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

Ordinary resolutions:

	FOR	AGAINST
1. To approve the Report of the Directors for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Report of the Supervisory Committee for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Audited Consolidated Financial Statements of the Company and its subsidiaries for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Profit after Taxation Appropriation and Final Dividend Distribution Plan for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the Financial Report for the year 2003 and the Financial Budget Report for the year 2004	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the re-appointment of the auditors of the Company for the year 2004 and to authorize the board of directors to fix their remunerations.	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions:

	FOR	AGAINST
1. To make amendments to the Articles of Association in relation to the change in GEM Listing Rules	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the revocation of proposed change of Company's name	<input type="checkbox"/>	<input type="checkbox"/>

Dated the _____ day of _____ 2004

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 at the offices of the Company's Hong Kong branch registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 24 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

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REPLY FORM

I/We _____

of _____

being the holder(s) of _____ shares of RMB0.10 each of Zheda Lande Scitech Limited hereby confirm that I/we will attend the annual general meeting of the Company to be held at 1/F, Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 11 June 2004 at 2:00 p.m. and at any adjournment thereof.

Note: 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.

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