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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 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;
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.”

- (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.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particularly given in compliance with the GEM Listing Rules 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: (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 nay 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*