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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)*

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Zheda Lande Scitech Limited (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, 16th May, 2003 at 2:00 p.m. for the following purposes:

1. To consider and approve the Report of the Directors for the year 2002;
2. To consider and approve the Report of the Supervisory Committee for the year 2002;
3. To consider and approve the Audited Consolidated Financial Statements of the Company and its subsidiaries for the year 2002;
4. To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year 2002;
5. To consider and approve the Financial Report for the year 2002 and the Financial Budget Report for the year 2003;
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Ltd. Co. and PricewaterhouseCoopers as the statutory auditors and international auditors of the Company for the year 2003 respectively and to authorize the board of directors to fix their remunerations;
7. To pass the following matters as special resolutions:
  - (1) To consider and resolve that, subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the proposed issue of new H Shares and/or the listing and dealing of Domestic Shares, the board of directors be authorised to:
    - (a) to place and/or issue H Shares and/or Domestic Shares within a period until the conclusion of the next annual meeting or this resolution is revoked or varied in general meeting, whichever is the earliest, from the date of this resolution, provided that the total number

\* for identification only

of H Shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “20% Limit”) of the number of H Shares and/or Domestic Shares of the Company in issue respectively;

- (b) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new Shares mentioned above;
  - (c) to amend, in accordance with the increase in the registered capital of the Company, the relevant articles contained in the Articles of Association in relation to the registered capital of the Company and any other articles that require corresponding amendments; and
  - (d) if any chronological variation of the wordings or numbering of the articles contained in the Articles of Association of the Company is necessary upon application to the companies examination and approval authority authorised by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the Articles of Association as required by such authority and China Securities Regulatory Commission.”
- (2) To consider and resolve that, in order to comply with the relevant requirements for a sino-foreign investment company, the business scope of the Company be changed from “technology development, services, computer software, network engineering, network products; wholesale and retailing of computer and accessories” to “technology development and related services, computer software development, network engineering, manufacture of network products; sale of self-made products”.
  - (3) To consider and resolve that, in order to facilitate the development of the Company, the name of the Company be changed from “浙江浙大網新蘭德科技股份有限公司 (Zheda Lande Scitech Limited)” to 蘭德科技股份有限公司 (Lande Scitech Limited)”.
  - (4) To consider and resolve that, in accordance with the changes mentioned in paragraphs (2) and (3) above, the Articles of Association of the Company be amended as follows:
    - (a) Paragraph 2 of Article 14:

The original wordings:

“The business scope of the Company includes technology development, services, computer software, network engineering, network products; wholesale and retailing of computer and accessories.”

be deleted and replaced with:

“The business scope of the Company includes technology development and related services; computer software development; network engineering, manufacture of network products; sale of self-made products.”

(b) Paragraph 1 of Article 1:

The original wordings:

“Zheda Lande Scitech Limited (the “Company”) was established as a joint stock limited company under The Company Law of the People’s Republic of China (the “Company” Law”) and other relevant laws and administrative rules of the State.”

be deleted and replaced with:

“Lande Scitech Limited (the “Company”) was established as a joint stock limited company under The Company Law of the People’s Republic of China (the “Company” Law”) and other relevant laws and administrative rules of the State.”

(c) Article 2:

The original wordings:

“The registered Chinese name of the Company is 浙江浙大網新蘭德科技股份有限公司. The registered English name of the Company is Zheda Lande Scitech Limited.”

be deleted and replaced with:

“The registered Chinese name of the Company is 蘭德科技股份有限公司. The registered English name is Lande Scitech Limited.”

- (5) To consider and resolve that, the board of directors be authorised to deal with the procedures and sign relevant documents required to effect the changes as mentioned in paragraphs (2) and (3) above and make related amendments to the Articles of Association of the Company.

By order of the Board

**Chen Ping**

*Chairman*

28th March, 2003, Hangzhou, the PRC

*Registered office in the PRC:*

4th Floor

108 Gu Cui Road

Hangzhou City

PRC

*Principal 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, 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 Registrar of Members will be closed from 17th April, 2003 to 16th May, 2003 (both days inclusive). All transfers accompanied by relevant share certificates must be lodged with the Company's H Share Registrar not later than 4:00 p.m. on 16th April, 2003.
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 Zheda Lande Scitech Limited 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 Zheda Lande Scitech Limited. 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.*

*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.*

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