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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Zheda Lande Scitech Limited (the “Company”) will be held at 4th Floor, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 20 September, 2002 at 2:00 p.m. to transact the following businesses:

1. To pass the following matters as special resolutions:

- (1) To consider and resolve that, following the issuing of 112,125,000 H Shares of RMB0.1 each pursuant to the Placing and the exercise of the Over-allotment Option as set out in the prospectus of the Company dated 24 April, 2002 (the “Prospectus”) and in accordance with the capital verification report issued by Arthur Andersen • Hua Qiang Certified Public Accountants on 11 June, 2002 and the provisions of the Articles of Association of the Company, the registered share capital of the Company be increased to RMB33,957,700;
- (2) To consider and resolve that, whereas the shares held by foreign shareholders represent 33.02% of the registered share capital of the Company, which exceeding the 25% threshold, as described under the section headed “Other Information” in Appendix VI of the Prospectus, the Company be changed into a sino-foreign investment joint stock limited company in accordance with the relevant regulations;
- (3) To consider and resolve that the Board of Directors be authorized to deal with the procedures and sign relevant documents required to effect the changes mentioned in paragraphs (1) and (2) above;

- (4) To consider and resolve that, in accordance with the above changes, the Articles of Association of the Company be amended as follows:

(a) *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:

“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”), The Provisional Regulations on Establishment of Foreign Investment Joint Stock Limited Company and other relevant laws and administrative rules of the State.”

(b) *Paragraph 1 of Article 7:*

The original wordings:

“At an extraordinary general meeting held on 20 April, 2002, the Articles of Association of the Company as approved by the extraordinary general meeting held on 15 April, 2002 (the “Original Articles of Association”) was further amended to become the existing Articles of Association (the “Articles of Association”).”

be deleted and replaced with:

“At an extraordinary general meeting held on 20 September, 2002, the Articles of Association of the Company as approved by the extraordinary general meeting held on 20 April, 2002 (the “Original Articles of Association”) was further amended in accordance with the issuing of overseas listed foreign invested shares by the Company to become the existing Articles of Association (the “Articles of Association”).”

(c) *Article 21:*

The original wordings:

“As approved by the China securities regulatory authorities, the Company is authorized to issue up to a total of 339,577,000 ordinary shares; including (1) 227,452,000 A Shares, which were issued to the promoters upon the establishment of the Company; (2) a maximum of 112,125,000 H Shares (including the 14,625,000 H Shares under the Over-allotment Option), which are to be issued to overseas investors under the initial public issuance of shares.”

be deleted and replaced with:

“As approved by the China securities regulatory authorities, the Company is authorized to issue a total of 339,577,000 ordinary shares; including (1) 227,452,000 A Shares, which were issued to the promoters upon the establishment of the Company; (2) 112,125,000 H Shares (including the 14,625,000 H Shares under the Over-allotment Option), which were issued to overseas investors under the initial public issuance of shares.”

(d) *Article 22:*

The original wordings:

“As approved by the China securities regulatory authorities, the Company is authorized to issue not less than 97,500,000 but not more than 112,125,000 overseas listed foreign invested shares, representing 33% of the enlarged ordinary share capital of the Company.

If the Over-allotment Option is exercised, the first increase in ordinary share capital of the Company after its establishment will comprise 112,125,000 H Shares. If the Over-allotment Option is not exercised, the first increase in ordinary share capital of the Company after its establishment will comprise 97,500,000 H Shares.

After the increase in share capital as described above, the structure of the share capital of the Company will be: (1) (if the Over-allotment Option is exercised) 339,577,000 ordinary shares

comprising 227,452,000 A Shares, which represents 67% of the enlarged ordinary share capital of the Company, held by the promoters: Chen Ping, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Beijing Guoheng High Technology Holding Co., Ltd., Zhejiang University Innovation Information Holdings Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Bao Shu Xin, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Chen Chun, Huo Zhong Hui and Jin Lian Fu; 112,125,000 H Shares, which represents 33% of the enlarged ordinary share capital, held by H Shares shareholders; (2) (if the Over-allotment Option is not exercised) 324,952,000 ordinary shares comprising 227,452,000 A Shares, which represents 70% of the enlarged ordinary share capital of the Company, held by the promoters: Chen Ping, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Beijing Guoheng High Technology Holding Co., Ltd., Zhejiang University Innovation Information Holdings Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Bao Shu Xin, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Chen Chun, Huo Zhong Hui and Jin Lian Fu; 97,500,000 H Shares, which represents 30% of the enlarged ordinary share capital, held by H Shares shareholders.”

be deleted and replaced with:

“As approved by the China securities regulatory authorities, the Company increased its share capital after establishment by issuing 112,125,000 overseas listed foreign invested shares, representing 33% of the enlarged ordinary share capital of the Company.

After the increase in share capital as described above, the structure of the share capital of the Company is: 339,577,000 ordinary shares comprising 227,452,000 A Shares, which represents 67% of the enlarged ordinary share capital of the Company, held by the promoters: Chen Ping, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Beijing Guoheng High Technology Holding Co., Ltd., Zhejiang University Innovation Information Holdings Company Limited, Chen Guo Cai, Wu Zhong Hao, Shi Chun Hua, Bao Shu Xin, Wang Jin Cheng, Wang Lei Bo, Liu Qiao Ping, Chen Chun, Huo Zhong Hui and JinLian Fu; 112,125,000 H Shares, which represents 33% of the enlarged ordinary share capital, held by H Shares shareholders.”

(e) *Article 25:*

The original wordings:

“The registered share capital of the Company is RMB22,745,200. If the Over-allotment Option is exercised as described in Articles 21 and 22 above, the registered share capital of the Company will be changed to not more than RMB33,957,700. The Company will confirm the registered share capital in accordance with the capital verification report issued by Certified Public Accountants and register the corresponding changes in registered share capital with Zhejiang Province Industrial and Commercial Administrative Bureau and make necessary registrations with relevant government authorities.”

be deleted and replaced with:

“The registered share capital of the Company is RMB33,975,700.”

2. To pass the following matter as ordinary resolution:

To consider and resolve that, following the merging of the practices of Arthur Andersen & Co and PricewaterhouseCoopers, PricewaterhouseCoopers Zhong Tian CPAs Ltd. Co. and PricewaterhouseCoopers be appointed as the statutory auditors and international auditors of the Company for the financial year 2002 respectively.

By order of the Board
Chen Ping
Chairman

Hangzhou, the PRC, 5 August, 2002

*Registered office and principal
place of business in PRC:*

4th Floor
108 Gu Cui Road
Hangzhou City PRC

*Principal place of business
in Hong Kong:*

Unit 1801 - 1807
Sun Hung Kai Center
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, Central Registration Hong Kong Limited, Rooms 1901-5, 19th 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. 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.

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** For identification purpose only*