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



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 APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS AND SUPERVISORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the "EGM") of the Company to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, the PRC on Tuesday, 21 September 2010, at 2 p.m. is set out on pages 16 to 18 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (www.hkgem.com). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Wednesday, 1 September 2010 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company's website at www.landpage.com.cn.

* For identification purpose only

5 August 2010

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.

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DEFINITIONS

“AGM”	the annual general meeting of the Company held on 21 May 2010;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	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 under the laws of the PRC, whose H Shares are listed on the GEM;
“Director(s)”	the director(s) of the Company, including the executive director(s) and the independent non-executive director(s);
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB;
“EGM”	the extraordinary general meeting to be convened by the Company at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, the PRC on Tuesday, 21 September 2010, at 2 p.m. to approve the proposed appointment and re-appointment of the Directors and Supervisors;
“GEM”	the Growth Enterprise Market operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas listed foreign listed share(s) of RMB0.10 each in the share capital of the Company which are subscribed for and traded in HK\$;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;

* For identification purpose only

DEFINITIONS

“Latest Practicable Date”	4 August 2010;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	Domestic Shares and H Shares;
“Shareholder(s)”	the holders of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the member(s) of the supervisory committee of the Company; and
“%”	percentage.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular is accurate and complete in all material respects and not misleading or deceptive; and
- (2) there are no other matters the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD



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:

Mr. Chen Ping
Ms. Dong Danqing
Mr. Chao Hong Bo
Ms. Geng Hui
Mr. Xia Zhen Hai

Registered office:

4th Floor
108 Gu Cui Road
Hangzhou City
Zhejiang Province
PRC

Independent non-executive Directors:

Mr. Zhang De Xin
Mr. Cai Xiao Fu
Mr. Gu Yu Lin

Principal place of business in Hong Kong:

Unit 1116-1119
Sun Hung Kai Center
30 Harbour Road
Wanchai
Hong Kong

5 August 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT AND RE-APPOINTMENT OF
DIRECTORS AND SUPERVISORS
AND
NOTICE OF EGM**

INTRODUCTION

At the EGM, ordinary resolutions will be proposed to approve (i) the appointment and re-appointment of the Directors; and (ii) the appointment and re-appointment of the Supervisors.

The purpose of this circular is to give you notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above proposed resolutions at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

According to Article 97 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, the appointment of each of Mr. Chen Ping, Mr. Chao Hong Bo, Ms. Geng Hui, Mr. Xia Zhen Hai, Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin will expire on 20 September 2010. All of them will offer themselves for re-appointment at the EGM. Ordinary resolutions will be proposed at the EGM to re-appoint Mr. Chen Ping, Mr. Chao Hong Bo, Ms. Geng Hui and Mr. Xia Zhen Hai as executive Directors and to re-appoint Mr. Zhang De Xin, Mr. Cai Xiao Fu and Mr. Gu Yu Lin as independent non-executive Directors.

Ms. Dong Danqing was appointed as an executive Director on 13 November 2009. According to Article 98 of the Articles of Association, the appointment of Ms. Dong already expired on 21 May 2010, the date on which the AGM was convened. Due to an inadvertent oversight of the Company, no resolution was proposed at the AGM to re-appoint Ms. Dong Danqing as an executive Director. As such, an ordinary resolution will be proposed at the EGM to ratify and confirm the re-appointment of Ms. Dong Danqing as an executive Director for a term from the date of the AGM until 20 September 2010. Another ordinary resolution will be proposed at the EGM to re-appoint Ms. Dong Danqing as an executive Director for a term of three years from 21 September 2010.

An ordinary resolution will also be proposed at the EGM to appoint Mr. Jin Lian Fu as a new executive Director.

Details of each of the proposed Directors are set out in Appendix I to this circular.

PROPOSED APPOINTMENT AND RE-APPOINTMENT OF SUPERVISORS

According to Article 116 of the Articles of Association and the respective Shareholders' resolutions approving their appointments, each Supervisor's appointment will expire on 20 September 2010. Four out of the five existing Supervisors, namely Mr. Huo Zhong Hui, Mr. Wang Hui, Ms. Xue Yun and Mr. Zheng Bing will not offer themselves for re-appointment due to personal reasons. Mr. Feng Pei Xian will offer himself for re-appointment at the EGM. An ordinary resolution will be proposed at the EGM to re-appoint Mr. Feng Pei Xian as an independent Supervisor.

Ordinary resolutions will also be proposed at the EGM to appoint Mr. Xie Jian Ping, Mr. Wang Li Jun and Ms. Liu Chun Fang as Supervisors and Ms. Wang Xiao Li as an independent Supervisor.

Details of each of the proposed Supervisors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, the PRC on Tuesday, 21 September 2010 at 2 p.m. is set out on pages 16 to 18 of this circular.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Monday, 23 August 2010 to Tuesday, 21 September 2010, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Friday, 20 August 2010 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 20 August 2010.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the EGM is enclosed and is also published on the website of the GEM (www.hkgem.com). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Wednesday, 1 September 2010 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

RECOMMENDATION

The Directors believe that all the proposed ordinary resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the ordinary resolutions to be proposed at the EGM as set out in the notice of the EGM.

Yours faithfully,
By order of the Board
Zheda Lande Scitech Limited*
Chen Ping
Chairman

* For identification purpose only

Particulars of the Directors proposed to be appointed or re-appointed at the EGM are set out as follows:

Executive Directors

Mr. Chen Ping, aged 45, is the chairman and the chief executive officer of the Company. He is an advisor to students seeking their master degree and an associate professor at Zhejiang University. Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor degree and a master degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in the research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize in 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for 7 years up to 1997. Mr. Chen published two computers networking academic textbooks and a number of academic research papers in China. Mr. Chen joined the Company in May 1997.

Mr. Chen is currently the chairman of each of Hangzhou Trust Communication Service Limited (杭州群思特通信服務有限公司), 杭州英納特信息科技有限公司 and Zheda Lande Scitech Information Limited (浙大蘭德科訊有限公司), all of which are subsidiaries of the Company.

Save as disclosed herein, Mr. Chen has not previously held any position with the Company or any of its subsidiaries. Mr. Chen did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Chen as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as 36,392,320 Domestic Shares held by Mr. Chen, Mr. Chen does not have any relationship with other Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Chen which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Ms. Dong Danqing, aged 39, graduated from Zhejiang University with a bachelor degree in history and a master degree in business administration. She currently serves as the vice president and board secretary of Inigma Technology Co. Ltd. (浙大網新科技股份有限公司), a substantial shareholder of the Company and a company listed on the Shanghai Stock Exchange. Ms. Dong is also a director of United Mechanical & Electrical Co., Ltd. (浙江眾合機電股份有限公司), a company listed on the Shenzhen Stock Exchange. Ms. Dong has profound knowledge and deep understanding of the capital operation, and has extensive and substantial experience in the corporate governance for listed companies. Ms. Dong joined the Company in November 2009. Save as disclosed above, Ms. Dong does not hold any other position in the Company or any subsidiaries of the Company nor any directorship in other listed public companies in the last three years.

For the reasons as set out in the second paragraph under the section headed “Proposed Appointment and Re-appointment of Directors” on page 5 of this circular, an ordinary resolution will be proposed at the EGM to ratify and confirm the re-appointment of Ms. Dong as an executive Director for a term from the date of the AGM until 20 September 2010. Further, the Company proposes to re-appoint Ms. Dong as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders’ approval at the EGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Ms. Dong does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Dong has no relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company. There is no information relating to Ms. Dong that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the re-appointment of Ms. Dong that needs to be brought to the attention of the Shareholders.

Mr. Chao Hong Bo, aged 46, received a bachelor degree of engineering from Beijing University of Posts and Telecommunications (北京郵電大學) in 1985 and a master degree of economics from Renmin University of China (中國人民大學) in 1987. After graduation, Mr. Chao worked as a research assistant in State Bureau of Commodity Prices of the PRC (中華人民共和國國家物價局) until 1993. During the period between 1993 and 1999, Mr. Chao was the vice editorial director of National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會) (previously known as State Planning Commission of the PRC (中華人民共和國國家計劃委員會)). He then became an assistant to director of China Government Securities Depository Trust & Clearing Co., Ltd. (中央國債登記結算有限責任公司) from 1999 to 2001. Since 2001, he has been serving as the chief executive director of Guoheng Fashion Media Science Group Company Limited (國恆時尚傳媒科技集團股份有限公司), a Shareholder holding approximately 9.57% of the issued share capital of the Company as

at the Latest Practicable Date. Mr. Chao was appointed as an executive Director on 20 July 2007. Save as disclosed herein, Mr. Chao has not previously held any position with the Company or any of its subsidiaries. Further, Mr. Chao has not held any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Chao as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Chao does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Chao which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Mr. Xia Zhen Hai, aged 36, graduated with a PhD degree in engineering from Zhejiang University (浙江大學). He is also now the senior member of International Financial Management Association. From 2001 to 2005, Mr. Xia served at the Shanghai office of JS Cresvale Securities International Limited and in 2005 to 2007, he was the representative of Samsung Securities Co. Ltd. in its Shanghai office. Mr. Xia is now the legal representative and executive director of the Shanghai Longtail Investment Management Co., Ltd., a Shareholder holding approximately 9.57% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Xia was appointed as an executive Director in September 2007. Save as disclosed herein, Mr. Xia has not previously held any position with the Company or any of its subsidiaries. Mr. Xia did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Xia as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Xia does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Xia which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Ms. Geng Hui, aged 40, graduated from Zhejiang University (浙江大學) with a master degree in engineering management. Ms. Geng was the assistant manager of the corporate management department and investment development department of Shenzhen Special Economic Zone Development (Group) Company (深圳經濟特區發展(集團)公司) as well as the manager of the customer service and sales department and assistant general manager of United Securities Co., Ltd. (聯合證券有限責任公司), Hua Qiang Road North, Shenzhen branch. In February 2004, she was appointed as the manager of the finance department of Insignia Technology Co. Ltd. and was promoted to the financial controller in April 2005. Ms. Geng was appointed as an executive Director in September 2007. Save as disclosed herein, Ms. Geng has not previously held any position with the Company or any of its subsidiaries. Ms. Geng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Ms. Geng as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Geng does not have any relationship with other Directors, Supervisors, senior management or substantial or management Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Ms. Geng which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Mr. Jin Lian Fu, aged 63, is the vice president of the Company and is responsible for administrative management and project management of the Group. Mr. Jin graduated from the faculty of applied mathematics of Zhejiang University (浙江大學). He is an associate professor and an advisor to master degree undergraduates at Faculty of Computing of Zhejiang University (浙江大學). Mr. Jin joined the Company in May 1997 and has been the vice president of the Company since then. Save as disclosed herein, Mr. Jin has not previously held any position with the Company or any of its subsidiaries. Mr. Jin did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Mr. Jin as an executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Mr. Jin currently holds 3,411,790 Domestic Shares. He holds 85% equity interest in Zhejiang Lan Chuang Information Co. Ltd. (浙江蘭創通信有限公司) which was pledged to the Company and an exclusive right to purchase such equity interest was granted to the Company pursuant to a series of structure contracts. For further information about the arrangements under such structure contracts, please refer to the announcement and the circular issued by the

Company on 11 December 2006 and 28 September 2007, respectively. Save as disclosed above, Mr. Jin does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Jin which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

Mr. Zhang De Xin, aged 80, graduated from the faculty of Electrical & Mechanical Engineering at Zhejiang University in July 1953 and at Tsing Hua University in June 1956 respectively. He attended Illinois Institute of Technology in the United States from June 1982 to May 1984 to conduct research in the fields of Electrical & Mechanical as well as Computer Engineering. Professor Zhang has served as a professor at Zhejiang University's faculties of Electrical & Mechanical Engineering, Wireless Engineering and Computer Science for 37 years since 1956. He has also been a committee member of Zhejiang Political Consultative Conference for two terms in 1988 and 1993. Moreover, Professor Zhang has been involved in numerous research projects and studies in computing networks. Professor Zhang is awarded winner of the Zhejiang Province Science and Technology Advancement in 1989, 1991 and 1993 for three times. Mr. Zhang joined the Company as an independent non-executive Director in October 2001. Save as disclosed herein, Mr. Zhang has not previously held any position with the Company or any of its subsidiaries. Mr. Zhang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Zhang as an independent non-executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Zhang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Mr. Cai Xiao Fu, aged 70, is a senior engineer and the chairman of Zhejiang Province Software Industry Association, inspecting and monitoring the development of Zhejiang Province IT industry. Mr. Cai graduated from Tsing Hua University's Faculty of Control Automation in July 1963. He attended the Polytechnic of Cranfield in the United Kingdom during October 1981 to January 1984 to conduct research on aeronautics and computer

simulation devices. Mr. Cai joined the Company as an independent non-executive Director in October 2001. Save as disclosed herein, Mr. Cai has not previously held any position with the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Cai as an independent non-executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Cai does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Cai which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Mr. Gu Yu Lin, aged 40, graduated from the Faculty of Finance and Accounting of Fudan University in June 1997. Mr. Gu is an assistant accountant. He currently works in the general office of Zhejiang University. He has been the independent Supervisor before and was appointed as an independent non-executive Director since September 2004. Mr. Gu is the chairman of the audit committee of the Company. Save as disclosed herein, Mr. Gu has not previously held any position with the Company or any of its subsidiaries. Mr. Gu did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Gu as an independent non-executive Director to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Gu does not have any relationship with the other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Gu which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Particulars of the Supervisors proposed to be appointed or re-appointed at the EGM are set out as follows:

Supervisors

Mr. Xie Jian Ping, aged 47, graduated from Shanghai College of Railway Public Security (上海鐵路公安專科學校) majoring in public order management. Between 1984 and 1998, he served as a public security officer in Hangzhou Public Security Bureau. In 1999, Mr. Xie joined the Company as an office manager. He was then promoted as the manager of the procurement department and is currently the manager of data communication product department of the Company.

The Company proposes to appoint Mr. Xie as a Supervisor to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Xie does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Xie which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Mr. Wang Li Jun, aged 37, graduated from Hangzhou Shipping Industrial College (杭州船舶工業學校) in 1991 majoring in computer science. Prior to joining the Group in June 2007, Mr. Wang served in a number of information technology and software companies and was responsible for corporate operations and technology development. In June 2007, Mr. Wang joined the Company as a product manager. He is currently the product director and assistant to general manager of 浙江蘭創通信有限公司, a 85% subsidiary of the Company. Save as disclosed herein, Mr. Wang has not previously held any position with the Company or any of its subsidiaries. He did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Mr. Wang as a Supervisor to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Wang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Ms. Liu Qing Fang, aged 43, graduated from Central University of Finance and Economics (中央財經大學) in 1995 majoring in finance and accounting. Ms. Liu was an accountant in the Technology Service Company under the Administrative Bureau of Chinese Academy of Sciences. She is currently a deputy manager of the finance department of Guoheng Fashion Media Science Group Company Limited (國恆時尚傳媒科技集團股份有限公司), a Shareholder holding approximately 9.57% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed herein, Ms. Liu has not previously held any position with the Company or any of its subsidiaries. She did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Ms. Liu as a Supervisor to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Liu does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Ms. Liu which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Independent Supervisors

Mr. Feng Pei Xian, aged 72, graduated from Shandong Institute of Industry (山東工學院). Mr. Feng was the assistant chief engineer of the 52nd research institute of the Ministry of Information Industry of the PRC (中華人民共和國信息產業部) and the chief editor of “計算機外部設備 (External Computing Equipment)”. Mr. Feng is currently the chief secretariat of 浙江計算器用戶協會 (Zhejiang Computing User Association) and senior reporter of 中國計算機報浙江記者站 (China Computing News in Zhejiang). Mr. Feng joined the Company in April 2001. Save as disclosed herein, Mr. Feng has not previously held any position with the Company or any of its subsidiaries. Mr. Feng did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to re-appoint Mr. Feng as an independent Supervisor to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Feng does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the re-appointment of Mr. Feng which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Ms. Wang Xiao Li, aged 42, graduated from Zhejiang Finance Institute in 1996 majoring in accounting. Ms. Wang obtained the certificate of intermediate accounting and has 14 years of experience in financial management. Ms. Wang is currently the head of finance in 浙江浩天信息科技有限公司. Save as disclosed herein, Ms. Wang has not previously held any position with the Company or any of its subsidiaries. Ms. Wang did not hold any directorships in any other listed public companies in the last three years.

The Company proposes to appoint Ms. Wang as an independent Supervisor to hold office for a term of three years from 21 September 2010. Subject to the Shareholders' approval at the EGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Wang does not have any relationship with other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders, nor has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information in relation to the appointment of Ms. Wang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Zheda Lande Scitech Limited* (the “Company”) will be held on Tuesday, 21 September 2010, at 2 p.m. at 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, the People's Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. (a) **“THAT** the re-appointment of Ms. Dong Danqing as an executive director of the Company for a term from 21 May 2010 up to 20 September 2010 be and is hereby approved, confirmed and ratified and the board of directors of the Company (the “Board”) be and is hereby authorised to fix her remuneration.”
- (b) **“THAT** the following directors of the Company be and are hereby re-elected for a term of 3 years with effect from the day after their respective expiry dates as set out below and the Board be and is hereby authorised to fix their remuneration:

Name of Director	Office	Expiry Date
Mr. Chen Ping	Executive director	20 September 2010
Ms. Dong Danqing	Executive director	20 September 2010
Mr. Chao Hong Bo	Executive director	20 September 2010
Mr. Xia Zhen Hai	Executive director	20 September 2010
Ms. Geng Hui	Executive director	20 September 2010
Mr. Zhang De Xin	Independent non-executive director	20 September 2010
Mr. Cai Xiao Fu	Independent non-executive director	20 September 2010
Mr. Gu Yu Lin	Independent non-executive director	20 September 2010”

* For identification purpose only

NOTICE OF EGM

- (c) “**THAT** the following member of the Supervisory Committee of the Company be and is hereby re-elected for a term of 3 years with effect from the day after his expiry date as set out below and the Board be and is hereby authorised to fix his remuneration:

Name of Supervisor	Office	Expiry Date
Mr. Feng Pei Xian	Independent supervisor	20 September 2010”

- (d) “**THAT** Mr. Jin Lian Fu be and is hereby elected as an executive director of the Company for a term of 3 years with effect from 21 September 2010 and the Board be and is hereby authorised to fix his remuneration.”
- (e) “**THAT** each of Mr. Xie Jian Ping, Mr. Wang Li Jun and Ms. Liu Chun Fang be and are hereby elected as supervisors of the Company and Ms. Wang Xiao Li be and is hereby elected as an independent supervisor of the Company for a term of 3 years with effect from 21 September 2010 and the Board be and is hereby authorised to fix his remuneration.”

By Order of the Board
ZHEDA LANDE SCITECH LIMITED*
Chen Ping
Chairman

Hangzhou, the PRC, 5 August 2010

Registered Office
4th Floor,
108 Gu Cui Road,
Hangzhou City,
Zhejiang Province,
the PRC

* *For identification purpose only*

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The register of members of the Company will be closed from Monday, 23 August 2010 to Tuesday, 21 September 2010 (both days inclusive), during which no transfer of shares will be registered. In order to be qualified to attend the above meeting, all transfer documents accompanied by relevant share certificates must be lodged 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 later than 4:30 p.m. on Friday, 20 August 2010 in order to be registered as a member of the Company.

NOTICE OF EGM

3. Shareholders who intend to attend the EGM must complete the reply slip enclosed for use at the EGM, and return to the Company's registered office at 4th Floor, 108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC 20 days before the meeting, that is, on or before Wednesday, 1 September 2010. The reply slip may be returned to the Company by hand, and can also be returned by post, telegram or facsimile.
4. As regards to the holders of H Shares and in order to be valid, the 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 with the Company's H Share Registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
5. As regards to the holders of Domestic Shares and in order to be valid, the 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 with the Company's registered office at 4/F., 108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
6. Where there are joint holders of any share, any one of such persons may vote at the EGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.