



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

TO BE HELD ON 29 FEBRUARY 2008

(or any adjournment thereof)

I/We^(Note a) _____
of ^(Note a) _____
being registered holder(s) of _____ Domestic/H Shares^(Note b) in Zheda
Lande Scitech Limited* (the "Company"), hereby appoint^(Note c) the Chairman of the extraordinary general meeting
or _____ of _____
and/or _____ of _____ as my/our proxy/proxies to act for
me/us at the extraordinary general meeting of the Company (or any adjournment thereof) to be held at 1/F-3/F, Block 3,
108 Gu Cui Road, Hangzhou City, the PRC at 2:00 p.m. on Friday, 29 February 2008 for the purposes of considering and,
if thought fit, passing the resolution set out in the notice convening the extraordinary general meeting and at such meeting
(and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolution as indicated below and
if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^(Note e)		FOR ^(Note d)	AGAINST ^(Note d)
1.	To approve the loan agreement dated 20 December 2007 and the transactions contemplated thereunder		

Date: _____ Signature _____^(Note f)

Notes:

- Full name(s) and address(es) (as shown in the registers of members) to be inserted in **BLOCK CAPITALS**.
- Please delete as appropriate and 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 such shares 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 extraordinary general meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting or" herein stated and insert the name and address of the proxy desired in the space provided.
- If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolution, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the extraordinary general meeting other than that referred to in the notice convening the extraordinary general meeting.**
- The description of this resolution is by way of summary only. The full text appears in the notice of the extraordinary general 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 registers of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This 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 duly authorised to sign the same. All powers of attorney referred to in this note must be notarially certified.
- As regards to the holders of H Shares and in order 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 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 extraordinary general meeting or any adjournment thereof.
- As regards to the holders of Domestic Shares and in order 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 with the Company's registered office at 4th Floor, 108 Gu Cui Road, Hangzhou City, the PRC not less than 24 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
- A proxy attending the extraordinary general meeting on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identity.
- This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note h or note i and the other shall be presented at the extraordinary general meeting in accordance with the instruction under note j.
- Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the extraordinary general meeting shall bear the same meanings when used in this form of proxy.

* For identification purpose only