



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 24 January 2005  
(or at any adjournment thereof)

I/We, \_\_\_\_\_  
of<sup>1</sup> \_\_\_\_\_  
being the registered holder of \_\_\_\_\_  
Domestic Shares/H Shares<sup>2</sup> in Zheda Lande Scitech Limited\* (the “Company”), HEREBY APPOINT<sup>3</sup> the Chairman of the extraordinary  
general meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 1/F -3/F, Block 3, 108  
Gu Cui Road, Hangzhou City, the People's Republic of China on 24 January 2005 at 2:00 p.m. and at any adjournment thereof and to  
vote on my/our behalf as directed below.

SPECIAL RESOLUTION <sup>5</sup>		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	Subject to the approval by the Ministry of Commerce in the PRC, to approve the amendments to the Articles of Association of the Company.		
ORDINARY RESOLUTIONS <sup>5</sup>		FOR <sup>4</sup>	AGAINST <sup>4</sup>
2.	To approve the transfer of an aggregate of 81,802,637 domestic shares of the Company from Zhejiang University Innovation Information Holdings Company Limited, Zhejiang Qware Information Technology Investment & Consulting Company Limited, Mr. Bao Shu Xin and Mr. Chen Guo Cai to Zhejiang University Innovation Technology Company Limited.		
3.	To approve the share charge of 34,117,800 domestic shares of the Company by Beijing Guoheng High Technology Holdings Company Limited in favour of China Minsheng Banking Corporation Limited.		

Date: \_\_\_\_\_, 200 \_\_\_\_\_ Signature <sup>6</sup>: \_\_\_\_\_

- Notes:
- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
  - Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in 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” and insert the name and address of the person appointed proxy in the space provided.
  - If you wish to vote for any of the resolutions set out above, please tick (“√”) in the boxes marked “FOR”. If you wish to vote against any of the resolutions, please tick (“√”) in the boxes marked “AGAINST”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the extraordinary general meeting.
  - The description of this/these resolution(s) is/are 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 register 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 authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. 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 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.
  - 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 8 or note 9 and the other shall be presented at the extraordinary general meeting in accordance with the instruction under note 10.
  - 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