



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

Form of proxy for use by shareholders at the annual general meeting to be convened at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City, PRC on Friday, 20th May, 2005 at 2:00 p.m.

I/We<sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares  
of RMB0.10 each of Zheda Lande Scitech Limited (the “Company”) hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the annual general meeting of the Company to be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou City,  
PRC on Friday, 20th May, 2005 at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

Ordinary resolutions		FOR	AGAINST
1.	To approve the Report of the Directors for the year 2004		
2.	To approve the Report of the Supervisory Committee for the year 2004		
3.	To approve the Audited Consolidated Financial Statements of the Company and its subsidiaries for the year 2004		
4.	To approve the appointment of the auditors of the Company and to authorise the board of directors to fix their remunerations		
5.	To approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year 2004		
6.	To approve the Financial Report for the year 2004 and the Financial Budget Report for the year 2005		
Special resolution		FOR	AGAINST
To grant a general mandate to the board of directors to place and/or allot shares subject to the 20% limit			

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005

Shareholder’s signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

- Notes:
- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
  - b. Please 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 the shares in the capital of the Company registered in your name(s).
  - c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
  - d. If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“/”) the boxes marked “Against”. If this form 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 convening the meeting.
  - e. 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.
  - f. The 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 so authorised.
  - g. 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 at the offices of the Company’s Hong Kong branch registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 24 hours before the time of the meeting or any adjourned meeting.
  - h. Any alteration made to this form should be initialed by the person who signs the form.

\* For identification purpose only