浙江升華蘭德科技股份有限公司

SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8106)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 JANUARY 2018 (OR AT ANY ADJOURNMENT THEREOF)

I/We *(Note 1)*, ________________________________ (Chinese name(s)), ________________________________ (English name(s))

of ____ (address as shown in the register of members)

being the registered holder(s) of ___________________ domestic share(s)/H share(s)*(Note 2)* of RMB0.10 each in the share capital of Shenghua Lande Scitech Limited* (the "**Company**"), HEREBY APPOINT *(Note 3)* 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 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China (the "**PRC**") on Monday, 29 January 2018 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

	ORDINARY RESOLUTIONS *(Note 5)*	For *(Note 4)*	Against *(Note 4)*
1.	To ratify, confirm and approve the Equity Transfer Agreement (as defined in the circular of the Company dated 15 December 2017), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof.		
2.	To ratify, confirm and approve the Proposed Change of Use of Proceeds (as defined in the circular of the Company dated 15 December 2017).		

Date: ______________________________ Signature(s) *(Note 6)* ______________________________

Notes:

1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
2. Please delete as appropriate and insert the number of shares in the share capital of 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 share capital of the Company registered in your name(s).
3. 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.
4. 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.
5. 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.
6. 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.
7. 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 so authorised. All powers of attorney referred to in this note must be notarially certified.
8. As regards 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 mailing address at 17/F., Deqing Shanghui Building, No. 70 Wulipai Road, Deqing County, Huzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
9. As regards 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 Shops 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.
10. A proxy attending the extraordinary general meeting on behalf of a shareholder must present the proof of his identity.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Completion and return of this form will not preclude you from attending and voting at the extraordinary general meeting or at any adjournment thereof should you so wish. If you attend and vote at the extraordinary general meeting, the authority of your proxy will be revoked.

* *For identification purposes only*