



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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 8 MAY 2017 (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 Zheda Lande Scitech Limited*
(the "Company"), HEREBY APPOINT ^(Note 3) the Chairman of the annual general meeting or _____
of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the "PRC") on Monday, 8 May 2017 at 2:00 p.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 consider and approve the report of the board (the "Board") of directors (the "Director(s)") of the Company for the year ended 31 December 2016.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the independent auditor's report for the year ended 31 December 2016.		
4.	To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2016.		
5.	To consider and approve the financial report for the year ended 31 December 2016 and the financial budget report for the year ending 31 December 2017.		
6.	To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.		
7.	To consider and approve the early termination of the office term of the current session of the Board and the supervisory committee of the Company and the election of the 7th session of the Board and the supervisory committee of the Company, the office term of which will be three years with effect from the date of the AGM, i.e. 7 May 2020.		
8.	To consider and approve the appointment of Mr. Chen Ping as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
9.	To consider and approve the appointment of Mr. Qi Jinsong as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
10.	To consider and approve the appointment of Mr. Guan Zilong as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
11.	To consider and approve the appointment of Mr. Xu Jianfeng as an executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
12.	To consider and approve the appointment of Mr. Cai Jiamei as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of his service contract.		

ORDINARY RESOLUTIONS <i>(Note 5)</i>		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
13.	To consider and approve the appointment of Ms. Huang Lianxi as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of her service contract.		
14.	To consider and approve the appointment of Mr. Shen Haiying as an independent non-executive Director for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is authorised to implement the terms of his service contract.		
15.	To consider and approve the appointment of Mr. Chen Jian as a supervisor of the Company for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
16.	To consider and approve the appointment of Mr. Yu Hui as a supervisor of the Company for a term of three years at the remuneration to be determined by the Board with reference to his responsibilities and performance of duties to the Company with effect from the date of the AGM and the Board be and is hereby authorised to implement the terms of his service contract.		
SPECIAL RESOLUTIONS <i>(Note 5)</i>			
17.	To consider and approve the Chinese name of the Company be changed from “浙江大綱新蘭德科技股份有限公司” to “浙江升華蘭德科技股份有限公司” and its English name from “Zheda Lande Scitech Limited” to “Shenghua Lande Scitech Limited”, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.		
18.	To consider and approve the change of the registered address of the Company from “108 Gu Cui Road, Hangzhou City, Zhejiang Province, the PRC” to “No.9 Nanhu Road, Zhongguan Town, Deqing County, Huzhou City, Zhejiang Province, the PRC”, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of registered address of the Company.		
19.	To consider and approve the amendments to the Articles of Association of the Company (details of which are set out in the Appendix III to the circular of the Company issued on 21 March 2017), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association of the Company.		
20.	To grant a general mandate to the Board to allot shares of the Company subject to the 20% Limit (as defined in the circular of the Company issued on 21 March 2017).		

Dated this _____ day of _____, 2017

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 annual general meeting as your proxy, please delete the words “the Chairman of the annual 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. 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 annual general meeting.
5. The description of this/these resolution(s) is/are by way of summary only. The full text appears in the notice of the annual 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 13/F., Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the annual 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 annual general meeting or any adjournment thereof.
10. A proxy attending the annual general meeting on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identity.
11. This form of proxy is in duplicate, one of which should be lodged in accordance with the instructions under note 8 or note 9 and the other shall be presented at the annual general meeting in accordance with the instruction under note 10.
12. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
13. Completion and return of this form will not preclude you from attending and voting at the annual general meeting or at any adjournment thereof should you so wish. If you attend and vote at the annual general meeting, the authority of your proxy will be revoked.

* For identification purposes only