



## 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 Friday, 15 June 2012

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> Domestic Shares/H Shares of RMB0.10 each in the share capital of Zheda Lande Scitech Limited\* (the "Company") HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the annual general meeting (the "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 Friday, 15 June 2012 at 2:00 p.m. (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2011		
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2011		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Independent Auditors' Report for the year ended 31 December 2011		
4.	To consider and approve the Profit after Taxation Appropriation Plan and Final Dividend Distribution Plan for the year ended 31 December 2011		
5.	To consider and approve the Financial Report for the year ended 31 December 2011 and the Financial Budget Report for the year ending 31 December 2012		
6.	(A) To re-elect Mr. Xie Fei as an executive director of the Company		
	(B) To re-elect Mr. Wang Linhua as an executive director of the Company		
	(C) To authorise the board of directors of the Company to fix the remuneration of the respective directors		
7.	To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration		
SPECIAL RESOLUTION <sup>(Note 4)</sup>			
8.	To grant a general mandate to the board of directors of the Company to place and/or allot shares subject to the 20% limit		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012 Signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- The full text of these resolutions is set out in the notice of the Meeting issued by the Company dated 25 April 2012 which is sent to the shareholders of the Company together with this form of proxy.
- Important: If you wish to vote for any resolution, please tick ("✓") the relevant box marked "For". If you wish to vote against any resolution, please tick ("✓") the relevant box marked "Against".** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorized in writing.
- To be valid, this form of proxy and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a nominally certified copy of that power of attorney or other authority, must be deposited at the Company's H Share registrar Hong Kong Registrars Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, to the Company's mailing address at 13/F, Block A, No. 1 Xi Yuan Eight Road, Xihu District, Hangzhou City, Zhejiang Province, the PRC, as soon as possible and in any event not less than 24 hours before the time for holding the Meeting or appointed time of voting or any adjournment thereof.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- In the case of the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to attend and exercise all the voting powers attach to such share at the Meeting.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.

\* For identification purposes only