



## 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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 AUGUST 2009

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ Domestic/H shares<sup>2</sup> of RMB0.10 each in the capital of  
Zheda Lande Scitech Limited (the “Company”), hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy<sup>3</sup> at the extraordinary general meeting (the “EGM”) of the Company to be held at 1/F-3/F, Block 3, 108 Gu Cui Road, Hangzhou  
City, the PRC on Friday, 28 August 2009 at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below in respect of the  
following resolutions and other matters required to be dealt with at the EGM.

ORDINARY RESOLUTIONS		For <sup>4</sup>	Against <sup>4</sup>
i.	(a) “THAT to ratify, confirm and approve the Rights Transfer Agreement (as defined in the circular of the Company dated 30 June 2009, copy of which has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof.”		
	(b) “THAT to authorize any one of the directors (the “Directors”) of the Company to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Rights Transfer Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”		
ii.	(a) “THAT to ratify, confirm and approve the SPA (Zongheng) (as defined in the circular of the Company dated 30 June 2009, copy of which has been produced to the EGM marked “B” and signed by the chairman of the meeting for the purpose of identification), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof.”		
	(b) “THAT to authorize any one of the Directors to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the SPA (Zongheng) and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”		
iii.	(a) “THAT to ratify, confirm and approve the Hangzhou Huaguang (51%) Agreement (as defined in the circular of the Company dated 30 June 2009, copy of which has been produced to the EGM marked “C” and signed by the chairman of the meeting for the purpose of identification), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof.”		
	(b) “THAT to ratify, confirm and approve the Hangzhou Huaguang (49%) Agreement (as defined in the circular of the Company dated 30 June 2009, copy of which has been produced to the EGM marked “D” and signed by the chairman of the meeting for the purpose of identification), and the terms and conditions thereof and all the transactions contemplated thereunder and the implementation thereof.”		
	(c) “THAT to authorize any one of the Directors to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Hangzhou Huaguang (51%) Agreement and the Hangzhou Huaguang (49%) Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”		

Dated: \_\_\_\_\_ 2009

Signature<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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 EGM.
- 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.
- 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.
- 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 adjournment thereof.
- Any alteration made to this form should be initiated by the person who signs the form.

\* For identification purpose only