



GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting (the “AGM” or “Meeting”) to be convened at Basement 2, Function Room, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 12 June 2024 at 11:30 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares of HK\$0.01 each of Greenheart Group Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(Note 3) at the AGM of the Company and at any adjournment thereof and to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Please insert a tick (“✓”) the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll.

Ordinary Resolutions ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2023		
2.	To re-elect Mr. Ding Wai Chuen as an executive Director		
3.	To re-elect Mr. Kenneth Lau as a non-executive Director		
4.	To re-elect Mr. Lie Ken Jie Remy Anthony Ket Heng as a non-executive Director		
5.	To re-elect Mr. Wong Man Chung, Francis as an independent non-executive Director		
6.	To authorise the board of directors to fix the directors’ remuneration		
7.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors to fix its remuneration		
8.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares		
9.	To grant a general mandate to the directors to repurchase the Company’s shares		
10.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.8		
Special Resolution ^(Note 4)			
11.	To approve the proposed amendments to the existing bye-laws and adopt the new bye-laws of the Company		

Dated the _____ day of _____ 2024 Shareholder’s signature x _____ x ^(Notes 6, 7, 8 and 9)

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.
- The description of the resolutions is by way of summary only. The full text is set out in the notice of the AGM dated 26 April 2024. All the resolutions will be taken by poll at the Meeting.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) 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.
- 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.
- 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.
- 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours (excluding any part of a day that is a public holiday) before the time of the Meeting or any adjourned meeting (as the case may be).
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the appointment of the proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- The supply of your Personal Data and that of your proxy to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy. However, the Company may not be able to process or effect the appointment of your proxy and instructions unless you provide us with the Personal Data.
- Your Personal Data will not be transferred to other third parties (other than the Company’s branch share registrar in Hong Kong) unless it is otherwise required by law and will be retained for such period as may be necessary for the Company’s record, verification and notification purposes.
- By providing your proxy’s Personal Data in this form, you should have obtained the consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purposes for and the manner in which his/her Personal Data may be used.
- You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited.