



GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

PROXY FORM

Proxy form for use by shareholders (the “Shareholders”) at the Special General Meeting of the Company (the “Meeting”) to be convened at Basement 2, Function Room, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 24 November 2025 at 11:30 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares (the “Shares”) 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 Meeting 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 (“✓”) in 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.	(a) To approve, confirm and ratify the SPAs (as defined and described in the circular of the Company dated 7 November 2025 (the “Circular”), the terms and conditions thereof and transactions contemplated thereunder; and		
	(b) To authorise any one or more of the directors of the Company (the “Director(s)”) for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, instruments, deeds (whether or not with the affixation of common seal) and agreements, and to do all such acts, matters or things and take all such steps as he/she/they may in his/her/their discretion consider necessary, expedient, desirable or appropriate to effect the transactions contemplated under the SPAs (as defined and described in the Circular), and to agree to variations or modifications or waivers or matters relating to the terms and conditions of the SPAs (as defined and described in the Circular) as are, in the opinion of the Directors, in the interest of the Company and the Shareholders as a whole.		
2.	Subject to the fulfilment of the Special Dividend Conditions (as defined and described in the Circular), to approve the declaration and payment of the special cash dividend of HK\$0.01 per Share (the “Special Dividend”) to be declared and paid by the Company to the Shareholders whose names appear on the register of members of the Company on the record date to be fixed by the Directors; and to authorise any Director to take such action, do such things and execute such further documents (whether or not with the affixation of common seal) as the Director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.		

Date: _____ Signature ^(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 proxy form 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 Shareholder. 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 full text of the ordinary resolutions are set out in the notice of the Meeting dated 7 November 2025. All resolutions will be taken by poll at the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (✓) IN THE RELEVANT BOX IN THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (✓) IN THE RELEVANT BOX IN THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolution properly put to the Meeting or abstain at his/her discretion.
- In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holders are present at the Meeting or any adjournment thereof, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company 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 proxy form 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the Meeting or any adjournment thereof.
- Any alterations made to this proxy form should be initialled by the person who signs it.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting 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 proxy form 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 proxy form.
- Your Personal Data and that of your proxy may be disclosed or transferred to the Company’s branch share registrar and transfer office in Hong Kong, their respective agents or contractors, or any other third party service providers of the Company for the purpose of processing your instructions as stated in this proxy form, or to the relevant parties when it is a requirement to do so by law, and will be retained for such period as may be necessary for verification and record purposes of the Company.
- By providing your proxy’s Personal Data in this proxy 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 proxy 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 Investor Services Limited.