



GREENHEART GROUP LIMITED

綠森集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting to be convened at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 28 June 2012 at 10:00 a.m.

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.10 each of Greenheart Group Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
of _____

to act as my/our proxy ^(note c) at the Annual General Meeting of the Company to be held at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 28 June 2012 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

	Ordinary Resolutions	FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2011		
2.	To re-elect Mr. Wong Kin Chi as independent non-executive director		
3.	To re-elect Mr. Tong Yee Yung, Joseph as independent non-executive director		
4.	To authorise the board of directors to fix the directors’ remuneration		
5.	To appoint Moore Stephens Hong Kong as the Company’s auditors and authorise the board of directors to fix their remuneration		
6.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares		
7.	To grant a general mandate to the directors to repurchase the Company’s shares		
8.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.6		

Dated the _____ day of _____ 2012

Shareholder’s signature _____ ^(notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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).
- c 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.
- d 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.
- e 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.
- f 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.
- g 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 branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only