



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 Special General Meeting to be convened at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 February 2015 at 10:30 a.m.

I/We (note a) _____

of _____

being the holder(s) of _____ (note b) 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 c) at the Special 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 Tuesday, 10 February 2015 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Unless otherwise defined herein, capitalised terms used herein shall have the same meaning as defined in the circular of the Company date 23 January 2015 (“Circular”).

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 (note i)		FOR (note d)	AGAINST (note d)
1.	To approve the purchase by Newforest from Sino-Capital of the Greenheart Resources Shares and the Debt Interests pursuant to the Greenheart Resources Agreement and transactions contemplated thereunder.		
2.	To approve, confirm and ratify the Silver Mount Waivers.		

Dated the _____ day of _____ 2015

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

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 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 (the “SGM Notice”).
- 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 holders 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 offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- The full text of each resolution referred to above appears in the SGM Notice. Shareholders are advised to read the SGM Notice and the Circular, which contain information concerning the resolutions proposed in the SGM Notice.

* for identification purpose only