



# 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 Special General 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, 16 March 2016 at 11:00 a.m.**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered 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 (the "Meeting") to be held at Basement 2, Function Room, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 16 March 2016 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the Ordinary Resolution as set out in the notice convening the Meeting (the "SGM Notice") and to vote on my/our behalf as directed below. Terms used herein shall have the same meaning as ascribed to them in the circular of the Company dated 25 February 2016.

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

Ordinary Resolution (note e)		FOR	AGAINST
1	<p>(a) The Subscription Agreement (as defined in SGM Notice) and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Capitalization Shares), be and are hereby approved, confirmed and ratified;</p> <p>(b) subject to the fulfilment or waiver of the conditions precedent set out in the Subscription Agreement, the directors (the "Directors") of the Company be and are hereby granted a specific mandate to allot and issue up to a maximum of 524,215,359 Capitalization Shares credited as fully paid pursuant to the terms and conditions of the Subscription Agreement; and</p> <p>(c) any one Director be and is hereby authorised to do all such further acts and things and sign and execute such further documents, including under seal where applicable, as he/she considers necessary, desirable or expedient in connection with or to give effect to the terms of the Subscription Agreement, the allotment and issue of the Capitalization Shares and/or any other transactions contemplated under the Subscription Agreement.</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

Shareholder's signature X \_\_\_\_\_ X (notes f, g, h and i)

#### 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 as proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box 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 The description of the resolution is by way of summary only. The full text is set out in the SGM Notice.
- f 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.
- g 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.
- h 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.
- i Any alteration made to this form should be initialled by the person who signs the form.