



CHINA GREEN (HOLDINGS) LIMITED

中國綠色食品（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 904)

PROXY FORM

**Form of proxy for use by shareholders at the special general meeting convened to be held
at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong
on Wednesday, 23 March 2016 at 10:30 a.m.**

I/We (note a) _____
of _____
being the holder(s) of (note b) _____ shares of HK\$0.10 each of China Green (Holdings) Limited
(the “**Company**”) hereby appoint the Chairman of the Meeting or (note c) _____
of _____
to act as my/our proxy at the special general meeting of the Company (the “**Meeting**”) to be held at 5/F, Euro Trade
Centre, 13-14 Connaught Road Central, Hong Kong on Wednesday, 23 March 2016 at 10:30 a.m. and at any
adjournment thereof and to vote on my/our behalf in respect of the resolution as hereunder indicated or, if no such
indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*	FOR (note d)	AGAINST (note d)
To approve, ratify and confirm the entering into of the Amended and Restated Equity Transfer Agreement (as defined in the circular of the Company dated 7 March 2016 (the “ Circular ”)) and the transactions contemplated thereunder, and to authorise the directors of the Company or any one of them to do all things and execute all documents they may consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or giving effect to any matters relating to the Disposal (as defined in the Circular) and the transactions contemplated under the Amended and Restated Equity Transfer Agreement		

* Full text of the resolution is set out in the notice of the Meeting dated 7 March 2016.

Dated this _____ day of _____ 2016 Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- 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).
- 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.
- 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 the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; 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 joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered 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, attorney or other person authorised to sign the same.
- To be valid, this form of proxy and (if required by the directors), the power of attorney or other authority (if any), under which it is signed, or a certified copy of such power or authority must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled 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 Meeting or any adjournment thereof if you wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.