



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 Monday, 25 July 2016 at 3:00 p.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 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 25 July 2016 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR (note d)	AGAINST (note d)
1.	To approve the Placing Agreement (as defined in the circular of the Company dated 8 July 2016 (“Circular”)) and all the transactions contemplated thereunder; the issue of the Placing Shares (as defined in the Circular) pursuant thereto; and to authorise any one director of the Company (“Director”) or a committee thereof to allot and issue the Placing Shares and to sign, execute, perfect, deliver and do all such acts and things and execute all documents such Director in his/her discretion may consider desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver to the Placing Agreement provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Placing Agreement.		
2.	To approve the Supplemental Deed (as defined in the Circular) and all the transactions contemplated thereunder; the creation and issue of the Notes (as defined in the Circular) pursuant thereto and the allotment and issue of the Conversion Shares (as defined in the Circular), credited as fully paid, upon exercise of the conversion rights attached to the Notes; and to authorise the Directors or a committee thereof to sign, execute, perfect, deliver and do all such acts and things and execute all such documents as they may in their discretion consider desirable or expedient to give effect to the Supplemental Deed as well as in relation to the creation and issue of the Notes and the transactions contemplated thereunder and to agree to such variation, amendment or waiver to the Supplemental Deed provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Supplemental Deed.		

* Full text of the resolutions is set out in the notice of the Meeting dated 8 July 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 any of the resolutions set out above, please tick (“✓”) the box marked “For”. If you wish to vote against any of the resolutions, 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.