

GREENS HOLDINGS LTD

格菱控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1318)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2011

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____ shares of US\$0.01 each in the capital of the Company,

hereby appoint (Notes 3 & 4) _____

of _____

or failing him, the Chairman of the Meeting, as my/our proxy to attend the Annual General Meeting (or at any adjournment thereof) of the Company ("the Meeting") to be held at the core production base of the Group at the administration building of No. 2 Jiang Ping Road (E), Xin Gang Industry Park, Jing Jiang Economic Development Zone, Xie Qiao Town, Jing Jiang City, Jiangsu Province, PRC on Thursday, 28 April 2011 at 10:00 a.m. and vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fits.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To receive and approve the audited consolidation financial statements and together with the directors' report and the independent auditors' report of the Company for the year ended 31 December 2010.		
2.	To declare a final dividend in respect of the year ended 31 December 2010.		
3.	(a) To re-elect Mr. Zhu Keming as non-executive director.		
	(b) To re-elect Mr. Jack Michael Biddison as independent non-executive director.		
	(c) To re-elect Mr. Yim Kai Pung as independent non-executive director.		
	(d) To authorize the board of directors of the Company to fix the remuneration of directors.		
4.	To re-appoint Ernst & Young as auditors of the Company and authorize the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares.		
6.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
7.	To extend the general mandate to issue shares of the Company by adding thereto the shares repurchased by the Company.		

Date: _____, 2011

Signature (Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
3. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
4. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorized.
7. If more than one of the joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
8. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
9. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
10. Any alterations made in this form should be initialed by the person who signs it.

* For identification purpose only