



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 Annual General Meeting to be convened at The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong on Thursday, 28 September 2006 at 1:00 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 Annual General Meeting of the Company to be held at The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong on Thursday, 28 September 2006 at 1:00 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 indications is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | FOR (note d) | AGAINST (note d) |
|----|---|-----------------|---------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors and the Company's auditors for the year ended 30 April 2006. | | |
| 2. | To approve the declaration of a final dividend for the year ended 30 April 2006. | | |
| 3. | (a) To re-elect Mr. Sun Shao Feng as director. | | |
| | (b) To re-elect Mr. Leung Kwok Fai Ben Rich as director. | | |
| | (c) To re-elect Mr. Zheng Baodong as director. | | |
| | (d) To authorise the directors to fix the remuneration of directors. | | |
| 4. | To re-appoint CCIF CPA Limited as auditors of the Company and to authorise the directors to fix their remuneration. | | |
| 5. | To grant a general mandate to the directors of the Company to issue new shares in the Company. | | |
| 6. | To grant a general mandate to the directors of the Company to repurchase shares of the Company. | | |
| 7. | To extend the general mandate to issue new shares by adding the number of shares repurchased. | | |
| | SPECIAL RESOLUTION | | |
| 8. | To approve the amendments to the Bye-Laws of the Company. | | |

Dated this _____ day of _____ 2006

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 proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the 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.
- 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 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 (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 offices of the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney, 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.

* For identification purposes only