



GREEN ENERGY GROUP LIMITED

綠色能源科技集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 979)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 10:30 a.m. on Monday, 21 May 2012 at Crown Room, 8/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong

I/We (note a) _____ of _____ being the holder(s) of _____ (note b) shares of HK\$0.10 each ("Shares") of Green Energy Group Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at 10:30 a.m. on Monday, 21 May 2012 at Crown Room, 8/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

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

		FOR (notes d and e)	AGAINST (notes d and e)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011		
2.	(a) To re-elect Mr. Yip Wai Leung Jerry as the executive director		
	(b) To re-elect Mr. Tam Chun Wa as the independent non-executive director		
	(c) To authorise the board of directors to fix the remuneration of directors		
3.	To re-appoint BDO Limited as the Company's auditors and to authorise the board of directors to fix their remuneration		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares		
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 5		
7.	To approve the renewal of the 10% general limit of the share option scheme of the Company		

Dated this _____ day of _____ 2012

Shareholder's signature _____ (notes f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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 annual general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed 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.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- 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 so wish.

* for identification purpose only