GREENFIELD CHEMICAL HOLDINGS LIMITED

嘉輝化工控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 582)

FORM OF PROXY
FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 MARCH 2012

I/We [1] ____

of ____

being the registered holder(s) of [2] ____________________ shares of HK$0.10 each in the capital of **GREENFIELD CHEMICAL HOLDINGS LIMITED** (the ''Company'') **HEREBY APPOINT** [3] the Chairman of the Meeting

or ____

of ____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the ''Meeting'') of the Company (and at any adjournment thereof) to be held at Unit 2304, 23/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on 28 March 2012 at 10:30 a.m. and to vote in respect of the resolutions set out in the notice convening the Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	SPECIAL RESOLUTIONS	FOR [4]	AGAINST [4]
1.	To approve the amendments to Article 142 of the articles of association		
2.	To approve the addition of Article 182 to the articles of association		
3.	To approve the Change of Domicile and the memorandum of continuance and to adopt the bye-laws		
	ORDINARY RESOLUTIONS		
4.	To approve the Increase in Authorised Share Capital		
5.	To approve the Underwriting Agreement, the Open Offer (with the Bonus Issue) and the absence of excess application arrangement for the untaken Offer Shares		

Dated this ____________________ day of 2012.   Signature(s) [5] ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words ''the Chairman of the Meeting or'' and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED ''FOR''. IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED ''AGAINST''**. Failure to tick a box will entitle your proxy to cast your 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.
5. The form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged at the Company's Registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* *For identification purpose only*