



GREENCOOL TECHNOLOGY HOLDINGS LIMITED

格林柯爾科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08056)

Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ Shares
of HK\$0.10 each of abovenamed Company Hereby Appoint³ _____
of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at 35/F., Shenzhen Development Centre, Renminnan Road, Luohu District, Shenzhen, the People's Republic of China on 10th May, 2005 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions and special resolution set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please indicate with "√" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.⁴

	Ordinary Resolutions	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and of auditors for the year ended 31st December, 2004;		
2.	To re-elect Mr. Gu Chu Jun as director of the Company;		
3.	To re-elect Mr. Fan Jia Yan as independent non-executive director of the Company;		
4.	To re-elect Mr. Wang Jing Shi as independent non-executive director of the Company;		
5.	To authorise the board of directors (or any committee thereof) to approve, confirm or ratify (as the case may be) the terms of appointment of the directors of the Company, the main terms of which are set out in the circular and the emoluments paid to the directors for the year ended 31 December 2004 as set out in the auditors' report for the year ended 31 December 2004;		
6.	To re-appoint auditors of the Company and to authorise the directors to fix their remuneration;		
7.	Item 7 as set out in the Notice of Annual General Meeting (To grant a general mandate to the directors to allot and issue new shares);		
8.	Item 8 as set out in the Notice of Annual General Meeting (To grant a general mandate to the directors to repurchase shares of the Company); and		
9.	Item 9 as set out in the Notice of Annual General Meeting (To extend the general mandate to the directors to allot and issue new shares).		

Dated this _____ day of _____ 2005 Signature⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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 of the Company registered in your name(s).
3. 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.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: PLEASE INDICATE BY AN "√" IN THE SPACE PROVIDED HOW YOU WISH YOUR VOTES TO BE CAST. IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar, Hong Kong Registrars Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.

* For identification purposes only