



Ko Yo Ecological Agrotech (Group) Limited

玖源生態農業科技(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.1 each in the capital of abovenamed company (the "Company") HEREBY APPOINT³ the Chairman of the meeting,
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at Suite No. 02, 31st Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 24 December 2007 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please indicate with an "X" in the spaces below how you wish your votes to be cast for each of the following resolutions to be proposed at the meeting.

RESOLUTIONS	For ⁴	Against ⁴
1. To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the circular of the Company dated 7 December 2007 (the "Circular")) and the transactions contemplated thereunder.		
2. To approve the allotment and issue of the Consideration Shares (as defined in the Circular).		
3. To approve the Whitewash Waiver (as defined in the Circular).		
4. To approve the increase of the authorised share capital of the Company from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.1 each to HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.1 each by creation of an additional 1,000,000,000 shares of HK\$0.1 each.		
5. To approve the Share Subdivision (as defined in the Circular).		

Dated this _____ day of _____ 2007. Signature(s)⁵ _____

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 in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION INDICATE WITH AN "X" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION INDICATE WITH AN "X" IN THE BOX MARKED "AGAINST"**. Failure to do so 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. In order to be valid, the form of proxy must be deposited with the Company's share registrar in Hong Kong, Union Registrars Limited, at Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Where there are joint holders of any share in the Company, any one of such persons may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders, and for this seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.