



從玉農業控股有限公司
Cypress Jade Agricultural Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock code: 875)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON 24 MARCH 2015
(OR AT ANY ADJOURNMENT THEREOF)**

I/We (note 1) _____
of _____
being holder(s) of _____ (note 2) shares of HK\$0.01 each in the capital of Cypress Jade Agricultural Holdings Limited (the “Company”), HEREBY APPOINT the Chairman of the meeting (note 3) or _____
of _____

as my/our proxy to act for me/us at the Special General Meeting of the Company, to be held at Imperial Room IV – Towers Wing, The Royal Pacific Hotel and Towers, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Hong Kong, on 24 March 2015 at 12:00 noon or any adjournment thereof, and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Unless the context otherwise requires, capitalised terms used in this form of proxy shall bear the same meanings as those defined in the circular of the Company dated 6 March 2015.

ORDINARY RESOLUTION	FOR (note 4)	AGAINST (note 4)
To approve the grant of a general mandate to the directors to issue and allot shares.		

Date this _____ day of _____ 2015

Signature (note 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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting” 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he 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 of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.