

# VALUE PARTNERS CHINA GREENCHIP FUND LIMITED

(incorporated as an exempted company in the Cayman Islands with limited liability)

(Stock Code: 1186)

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Value Partners China Greenchip Fund Limited (the “Company”) will be held at 3301 Tower II, Lippo Centre, 89 Queensway, Hong Kong on 27 January 2006 at 10 a.m. for the purpose of considering and if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT** (a) The supplemental agreement entered into between the Company and Value Partners Limited (the “Manager”) on 29 December 2005 (the “**Second Supplemental Agreement**”) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) to amend the terms of the investment management agreement dated 28 March 2002 entered into between the Company and the Manager (as renewed by the agreement entered into between the Company and the Manager on 1 April 2005) and the entering into of the Second Supplemental Agreement be and are hereby approved; and  
  
(b) the directors of the Company be and are hereby authorised to take all actions and carry out execution of all documents in accordance with their personal opinions under necessary, required and appropriate conditions, in order to implement and validate anything related to the Second Supplemental Agreement.”
2. “**THAT** the cap amount of HK\$70 million, being the maximum aggregate value for the fees payable to the Manager by the Company under the Second Supplemental Agreement in any one financial year during the two years commencing on 4 April 2005 be and is hereby approved.”

On behalf of the Board  
**So Chun Ki Louis**  
*Chairman*

Hong Kong, 12 January 2006

*Notes:*

1. Votes of the shareholders of the Company to approve the resolutions above will be taken by poll.
2. A member of the Company entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and the proxy so appointed shall have the same right as the member to speak at the EGM. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member of the Company may appoint any number of proxies to attend and vote on his behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the EGM, whether in person or proxy, the more senior shall alone be entitled to vote in respect of the relevant joint holding, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notorially certified copy of such power of authority, must be deposited with the Company’s branch share registrar in Hong Kong, Tengis Limited at 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the EGM, or any adjournment thereof.
5. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Value Partners Limited and its associates (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting on both resolutions number 1 and 2 as set out in the notice convening the EGM.

*As at the date of this notice, Mr Cheah Cheng Hye, Mr Teng Ngiok Lian, Mr Ngan Wai Wah and Mr So Chun Ki Louis are the executive directors of the Company, Mr Yeung Kin Sing is the non-executive director of the Company and Mr Li Aubrey Kwok Sing, Mr Paul Marin Theil and Mr Ng Ka Wai, Eric are the independent non-executive directors of the Company.*

Please also refer to the published version of this announcement in The Standard.