

VALUE PARTNERS CHINA GREENCHIP FUND LIMITED

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

(Stock Code: 1186)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 27 January 2006

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.1 each
in the share capital of Value Partners China Greenchip Fund Limited (the “**Company**”), HEREBY APPOINT THE
CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to attend the extraordinary general meeting (and at any adjournment thereof) of the Company to be
held at 3301 Tower II, Lippo Centre, 89 Queensway, Hong Kong on Friday, 27 January 2006 at 10:00 a.m. (the
“**Meeting**”) for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the
notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in
my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	<p>“THAT</p> <p>(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</p> <p>(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.”</p>		
2.	<p>“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.”</p>		

Dated this _____ day of _____ 2006

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company 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. If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. A member of the Company may appoint any number of proxies to attend and vote on his behalf at the Meeting 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. 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 THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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. 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. On a show of hands every member of the Company present in person or by proxy or being a corporation, is present by its duly authorised representative, shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
7. Votes of the shareholders of the Company to approve the resolutions above will be taken by poll.
8. You are entitled to appoint another person (who must be an individual) as your proxy to attend and vote instead of you and the proxy so appointed shall have the same right as you to speak at the Meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.
9. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, 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 Meeting, 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.
10. In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially 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 Meeting, or any adjournment thereof.
11. Delivery of the form of proxy shall not preclude you from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.