

# VALUE PARTNERS CHINA GREENCHIP FUND LIMITED

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

(Stock Code: 1186)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Value Partners China Greenchip Fund Limited (the “**Company**”) will be held at Level 14, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 19 March 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### AS SPECIAL RESOLUTIONS

1. THAT, conditional on:

- (i) grant by the Securities and Futures Commission (the “**SFC**”) of the authorisation of the Company pursuant to section 104 of the Securities and Futures Ordinance under the SFC’s Code on Unit Trusts and Mutual Funds (the “**Authorisation**”);
- (ii) approval of the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) being obtained for the voluntary withdrawal of the listing of the non-redeemable shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) from the Stock Exchange (the “**Delisting**”); and
- (iii) the passing of resolutions numbered 2 and 3 set out in the notice of EGM by the Company’s shareholders,

the revised memorandum and articles of association of the Company, in the form attached to the circular accompanying the notice of EGM, (the “**Memorandum and Articles**”) be and are hereby adopted, so as to take effect upon the Authorisation becoming or being deemed to be effective.

2. THAT, conditional on:

- (i) grant by the SFC of the Authorisation;
- (ii) approval of the Listing Committee of the Stock Exchange of the Delisting; and
- (iii) the passing of resolutions numbered 1 and 3 set out in the notice of EGM by the Company’s shareholders,

the Delisting be and is hereby approved, and that the Delisting shall take place upon the Authorisation becoming or being deemed to be effective.

### AS ORDINARY RESOLUTIONS

3. THAT, conditional on:

- (i) grant by the SFC of the Authorisation;
- (ii) approval of the Listing Committee of the Stock Exchange of the Delisting; and
- (iii) the passing of resolutions numbered 1 and 2 set out in the notice of EGM by the Company’s shareholders,

the amendments to the Investment Management Agreement be and are hereby approved, subject to any further amendments and modifications which the directors of the Company (“**Directors**”) deem necessary and/or desirable, such amendments to take effect upon the Authorisation becoming or being deemed to be effective.

4. THAT, conditional on the passing of resolutions numbered 1, 2 and 3 set out in the notice of EGM, and pursuant to article 109 of the revised Articles, the Directors shall be entitled to receive by way of remuneration for their services an amount not exceeding in aggregate HK\$500,000 for the year ending 31 December 2007 and for each successive year unless otherwise determined by the Shareholders in general meetings.

By order of the board  
**VALUE PARTNERS CHINA GREENCHIP FUND LIMITED**  
**So Chun Ki, Louis**  
*Chairman*

Hong Kong, 23 February 2007

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised to sign the same.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the share registrar and transfer office of the Company, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (4) Where there are joint registered holders of any share, any one of such joint 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 share shall alone be entitled to vote in respect thereof.
- (5) Mr. Cheah Cheng Hye will abstain from voting in favour of resolution numbered 2 at this meeting, although he may vote against this resolution if he so wishes.

*As at the date of this announcement, the executive Directors are Mr. Cheah Cheng Hye, Mr. Teng Ngiek Lian, Mr. Ngan Wai Wah, Franco and Mr. So Chun Ki, Louis, the non-executive Director is Mr. Yeung Kin Sing, William and the independent non-executive Directors are Mr. Li Aubrey Kwok Sing, Mr. Paul Marin Theil and Mr. Ng Ka Wai, Eric.*

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