

VALUE PARTNERS CHINA GREENCHIP FUND LIMITED

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

(Stock Code: 1186)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING ON 19 MARCH 2007

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of Value Partners China Greenchip Fund Limited (the "Company"), HEREBY APPOINT³ _____
of _____ or failing him
_____ of _____
or failing him, the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the extraordinary general meeting of the Company to 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. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
1. Special Resolution to adopt the revised Memorandum and Articles		
2. Special Resolution to approve the Delisting		
3. Ordinary Resolution to approve the amendments to the Investment Management Agreement		
4. Ordinary Resolution to approve the remuneration of the Directors		

Dated this _____ day of _____ 2007

Signature⁵ _____

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 capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his 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. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under the common seal or under the hand of an officer or attorney so authorised to sign the same.
6. 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.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, 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.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.