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VALUE PARTNERS CHINA GREENCHIP FUND LIMITED
(the "Company")

Form of Proxy for the Extraordinary General Meeting of the Company

IMPORTANT: Please complete and return this form of proxy immediately and in any event no later than 5:00 p.m. Hong Kong time on 16 August 2016.

I/we the undersigned, [1]

_____
(Company Name/First Name(s)) *(Last Name)*

_____
(If there is more than one holder, the names of all joint holders should be attached in full)

being a shareholder of the Company **HEREBY APPOINT**

* (a)[2] the Chairman of the meeting or

* (b)[2]…….of…….

as my/our proxy, to attend and vote for me/us and on my/our behalf[3] at the aforesaid extraordinary general meeting of the Company to be held at 9th Floor, Nexxus Building, 41 Connaught Road Central, Hong Kong on 19 August 2016 at 9:30 a.m. Hong Kong time and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions to be put to the aforesaid extraordinary general meeting as described in the Notice of Extraordinary General Meeting of the Company dated 12 July 2016 as indicated hereunder, and if no such indication is given, as my/our proxy thinks fit.

To consider, and if thought fit, pass, as resolutions of the Company, the following:

Resolutions	**Please put "ALL" or place a "✓" in the appropriate box in relation to all your shareholding in the Company or put the percentage of your holding in the appropriate box.**	
	For[3]	**Against[3]**
<u>Ordinary Resolution</u>		
1. To increase the authorised share capital of the Company as per the ordinary resolution set out in Appendix A attached to this form of proxy.		

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Special Resolutions		
1(a). To amend Clause 5 of the Memorandum of Association of the Company as per the special resolution set out in Appendix A attached to this form of proxy.		
1(b). To amend Article 3 of the Articles of Association of the Company as per the special resolution set out in Appendix A attached to this form of proxy.		

Signature[4, 5 and 6]: ……

Date: ……

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NOTES

1. Full name(s) to be inserted in BLOCK CAPITALS.

2. This instrument of proxy appoints the Chairman of the meeting as your proxy. A director of the Company may preside as the Chairman of the meeting. If you wish to appoint a proxy other than the Chairman of the meeting, a space has been provided. **Please make the necessary deletion and initial it.** If no amendment is made, the Chairman of the meeting shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a shareholder of the Company but must attend the meeting in person to represent you.

3. **IMPORTANT: If you wish to vote for or against the resolution in relation to all your shareholding in the Company, please put "ALL" or place a tick "✓" in the box under "FOR" or "AGAINST". If you wish to vote some shares in favour of any of the resolutions and some against it, please insert the percentage of your holding you wish to be voted for in the "FOR" box and the percentage of your holding you wish to be voted against in the "AGAINST" box. However, in no circumstances, may you use more votes than you are entitled to. If this occurs, then the vote on that particular resolution will be invalid. Where you split your votes and the total percentage of your votes do not add up to 100% of your holding, you will be deemed to have abstained from voting with respect to the remaining balance of your holdings. For the avoidance of doubt, failure to tick any box or put any percentage at all will entitle your proxy to vote at his/her discretion.** Save to the extent of any instructions as aforesaid, this instrument of proxy gives absolute authority to the proxy to do all such things (including voting as he may in his absolute discretion consider appropriate) in respect of any business which might arise at the meeting.

4. To be valid, this instrument appointing a proxy and (if required by the board of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at *17/F, Tower 2, HSBC Centre, 1 Sham Mong Road, Kowloon, Hong Kong. Attention: Transfer Agency* by 16 August 2016 at 5:00 p.m. Hong Kong time (i.e. not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote), and in default the instrument of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.

5. Where there are joint registered holders of any share, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, 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 reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Articles of Association of the Company be deemed joint holders thereof.

6. This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. A proxy need not be a shareholder of the Company.

7. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

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Appendix A

Details of Ordinary Resolution and Special Resolutions

Ordinary Resolution

1. THAT the increase of the authorised share capital of the Company to HK$200,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK$0.10 each be and is hereby approved.

Special Resolutions

1. THAT the following amendments to the Memorandum and Articles of Association of the Company be and are hereby approved and adopted:

   (a) That Clause 5 of the Memorandum of Association of the Company be deleted and replaced with the following:

   "The share capital of the Company is HK$200,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained."

   (b) That Article 3 of the Articles of Association of the Company be deleted and replaced with the following:

   "The capital of the Company at the date of the adoption of these Articles is HK$200,000,000 divided into 2,000,000,000 shares of HK$0.10 each."