

VALUE PARTNERS CHINA GREENCHIP FUND LIMITED
(the “Company”)

Notice of Meetings

NOTICE IS HEREBY GIVEN that a meeting of Redeemable Class A Shares and Non-redeemable Class N Shares of the Company (“**Class Meeting**”) will be held at 9:30 a.m. (Hong Kong time) on 26 November 2019 immediately prior to an extraordinary general meeting of the Company (“**EGM**”) to be held at 10:00 a.m. (Hong Kong time) or immediately after the Class Meeting, if earlier or later, on 26 November 2019, at 43rd Floor, The Center, 99 Queen's Road Central, Hong Kong for the purpose of considering and if thought fit passing the following resolutions, the first of which will be tabled at the Class Meeting and require the sanction of a special resolution passed at the Class Meeting and the second and third of which will be proposed at the EGM as special resolutions. The approval of Resolution 3 is conditional upon the passing of Resolution 1:

Special Resolutions

1. **Resolution 1:** THAT consent be given to any variation of the rights attaching to the Redeemable Class A Shares and Non-redeemable Class N Shares as a result of the creation of the Administrative Shares with the right to make non-material changes to the memorandum and articles of association of the Company (“**M&A**”) without the need for a sanction of the special resolution of the holders of Redeemable Class A Shares and Non-redeemable Class N Shares provided that the holder(s) of the Administrative Shares and (for so long as the Company is authorised by the SFC) the Custodian of the Company certify in writing that in their opinion the proposed changes to the M&A (i) is necessary to make possible compliance with fiscal or other statutory, regulatory or official requirements; or (ii) does not materially prejudice members' interests, does not to any material extent release the Custodian, the Manager or any other person from any liability to the members and does not increase the costs and charges payable from the property of the Company; or (iii) is necessary to correct a manifest error.
2. **Resolution 2:** THAT the Proposed Articles Amendments set out in Part I of Annexure B to the Circular to the Shareholders of the Company dated 28 October 2019, be and are hereby approved and adopted.
3. **Resolution 3:** THAT the Proposed Administrative Shares Articles Amendments set out in Part II of Annexure B to the Circular to the Shareholders of the Company dated 28 October 2019, be and are hereby approved and adopted.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY

28 October 2019

NOTES

1. A Shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. The 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.
2. The 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* as soon as possible and, in any event not later than 9:30 a.m. (Hong Kong time) on 24 November 2019 (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. The Company's M&A are available for inspection free of charge at the office of the Manager, Value Partners Limited at 43rd Floor, The Center, 99 Queen's Road Central, Hong Kong at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for one hour prior thereto and until its conclusion.
3. Any corporation which is a Shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its proxy(ies) corporate representative(s) at any meeting of the Company or at any meeting of any class of Shareholders of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such person is authorised. Each person so authorised under the provisions of the Company's Articles of Association shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual member of the Company holding the number and class of Shares specified in such authorisation. The number of persons a corporation may authorise to act as its corporate representative or representatives shall not exceed the number of Shares held by that corporation (or its nominee), being Shares in respect of which there is an entitlement to attend and vote at the relevant meeting.
4. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.