

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

Form of Proxy for the Class Meeting and Extraordinary General Meeting of the Company

IMPORTANT: Please complete and return this form of proxy immediately and in any event no later than 9.30 a.m. Hong Kong time on 24 November 2019.

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)²of.....

as my/our proxy, to attend and vote for me/us and on my/our behalf³ at the meeting of Redeemable Class A Shares and Non-redeemable Class N Shares of the Company (“**Class Meeting**”) to 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 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 Class Meeting and EGM as described in the Notice of Meetings of the Company dated 28 October 2019 as indicated hereunder, and if no such indication is given, as my/our proxy thinks fit.

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

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
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.		

[#] Delete as appropriate

Signature^{4, 5 and 6}:

Date:

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* 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.
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.