

VALUE PARTNERS GREATER CHINA HIGH YIELD INCOME FUND
(the “Company”)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 9th Floor, Nexxus Building, 41 Connaught Road Central, Hong Kong on 15 August 2016 at 9:30 a.m. (Hong Kong time) for the purpose of considering and if thought fit passing the following resolutions:

Ordinary Resolution

1. THAT the increase of the authorised share capital of the Company to US\$5,000,000 divided into 100 Administrative Shares of a nominal or par value of US\$1.00 each and 4,999,900,000 Participating Shares of a nominal or par value of US\$0.001 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 authorised share capital of the Company is US\$5,000,000 divided into 100 administrative shares of a nominal or par value of US\$1.00 each and 4,999,900,000 participating shares of a nominal or par value of US\$0.001 each with power for the Company insofar as is permitted by law, to redeem any of its Shares and to increase or reduce the said capital subject to the Companies Law and the articles of association of the Company 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 contained in this memorandum of association.”

- (b) That Article 8 of the Articles of Association of the Company be deleted and replaced with the following:

“The authorised share capital of the Company is US\$5,000,000 divided into 100 Administrative Shares of a nominal or par value of US\$1.00 each and 4,999,900,000 Participating Shares of a nominal or par value of US\$0.001 each, in each case having the rights and being subject to the restrictions provided by or in accordance with these Articles.”

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY

12 July 2016

NOTES

1. A shareholder of the Company entitled to attend and vote is entitled to appoint a 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 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 directors 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 11 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. 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.
3. The Company's Memorandum and Articles of Association are available for inspection free of charge at the office of the Manager, Value Partners Hong Kong Limited at 9th Floor, Nexxus Building, 41 Connaught 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.
4. 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 representative at the meeting of the Company or of any class of shareholders of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were a natural person.
5. If a recognised clearing house (or its nominee) is a shareholder of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any general 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 so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise if it were a natural person.
6. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.