



VITOP BIOENERGY HOLDINGS LIMITED

(天年生物控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

Form of proxy for use at the Annual General Meeting (or any other adjournment thereof)

to be held on 3 December 2008 at 10:30 a.m.

I/We, ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____

shares of HK\$0.025 each in the capital of VITOP BIOENERGY HOLDINGS LIMITED (the "Company") HEREBY APPOINT ^(Note 3) THE CHAIRMAN OF THE MEETING OR FAILING HIM _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Suites 913-917, 9/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 3 December 2008 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the Resolutions as set out in the notice convening the Meeting and at the Meeting and at any adjourned meeting thereof to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated and, if no such indication is given, as my/our voting proxy thinks fit.

Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited financial statements together with the reports of the directors and auditors for the year ended 30 June 2008.		
2.	(i) (A) To re-elect Mr. Han Qingyun as executive director		
	(B) To re-elect Mr. Xu Nian Chun as executive director		
	(C) To re-elect Ms. Guo Yan Ni as executive director		
	(D) To re-elect Mr. Long Mingfei as executive director		
	(E) To re-elect Ms. Zhu Jing Hua as independent non-executive director		
	(F) To re-elect Mr. Zhang Wen as independent non-executive director		
	(G) To re-elect Mr. Li Xinzhong as independent non-executive director		
	(H) To re-elect Mr. Chan Yuk Tong as non-executive director		
	(ii) To authorize the board of directors to fix the directors' remuneration		
3.	To re-appoint auditors and to authorize the board of directors to fix their remuneration.		
4A.	To grant a general mandate to the Directors to allot and issue shares of the Company.		
4B.	To grant a general mandate to the Directors to repurchase shares of the Company.		
4C.	To extend the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased by the Company.		
4D.	To approve the refreshment of the limit on Grant of Options under the Share Option Scheme.		

Dated this _____ day of _____ 2008 Signature(s) ^(note 5): _____

Notes:

- Please insert your full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. The proxy does not need to be a member of the Company but must attend the Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "AGAINST". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his discretion or abstain. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an office, attorney or other person duly authorized to sign the same.
- Where there are joint registered holders of any share, any one of such 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 be present at the Meeting personally or by proxy, then one of the said holders 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.
- 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 copy of such authority notarially certified, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting, as the case may be.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

* for identification purpose only