



# 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 Extraordinary General Meeting to be held on Friday, 22 December 2006 at 11:00 a.m.

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_<sup>2</sup> shares of HK\$0.025 each in the capital of

**Vitop Bioenergy Holdings Limited** (the "Company"), HEREBY APPOINT the Chairman of the meeting<sup>3</sup> or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the

Extraordinary General Meeting (or at any adjournment thereof) of the Company, to be held at Suite 913, 9th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 22 December 2006 at 11:00 a.m. or such later time immediately after the conclusion of the annual general meeting of the Company scheduled at 10:00 a.m. on the same day and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

|    |   | For <sup>4</sup> | Against <sup>4</sup> |
|----|---|------------------|----------------------|
| 1. | " <b>THAT</b> the grant of options (the "Options") by the Company to Mr. Ying Yoke Nean ("Mr. Ying") to subscribe for 14,000,000 shares of HK\$0.025 each in the capital of the Company (the "Shares") at the exercise price of HK\$0.10 for each Share on such terms and conditions as set out in the circular dated 7 December 2006 and dispatched to the shareholders of the Company (the "Circular") (a copy of which is produced to the meeting and marked "A" by the chairman of the meeting for identification purpose), the rules of the share option scheme adopted by the Company on 23 January 2003 ("Share Option Scheme") and the provisions of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") be and is hereby approved and any one director of the Company be and is hereby authorized to take such actions as are necessary for the purpose of effecting the grant of the Options to Mr. Ying and the directors of the Company be and are hereby authorized to allot and issue the Shares to Mr. Ying pursuant to the exercise of the subscription rights attaching to the Options, and credited such Shares as fully paid at HK\$0.10 for each Share." |                  |                      |
| 2. | " <b>THAT</b> the grant of Options by the Company to Mr. Lum Kan Fai Vincent ("Mr. Lum") to subscribe for 20,000,000 Shares at the exercise price of HK\$0.10 for each Share on such terms and conditions as set out in the Circular, the rules of the Share Option Scheme and the provisions of Chapter 17 of the Listing Rules be and is hereby approved and any one director of the Company be and is hereby authorized to take such actions as are necessary for the purpose of effecting the grant of the Options to Mr. Lum and the directors of the Company be and are hereby authorized to allot and issue the Shares to Mr. Lum pursuant to the exercise of the subscription rights attaching to the Options, and credited such Shares as fully paid at HK\$0.10 for each Share."  |                  |                      |
| 3. | " <b>THAT</b> the grant of Options by the Company to Mr. Chan Yuk Tong ("Mr. Chan") to subscribe for 10,000,000 Shares at the exercise price of HK\$0.10 for each Share on such terms and conditions as set out in the Circular, the rules of the Share Option Scheme and the provisions of Chapter 17 of the Listing Rules be and is hereby approved and any one director of the Company be and is hereby authorized to take such actions as are necessary for the purpose of effecting the grant of the Options to Mr. Chan and the directors of the Company be and are hereby authorized to allot and issue the Shares to Mr. Chan pursuant to the exercise of the subscription rights attaching to the Options, and credited such Shares as fully paid at HK\$0.10 for each Share."   |                  |                      |
| 4. | " <b>THAT</b> the limit on grant of options under the Share Option Scheme be refreshed."  |                  |                      |
| 5. | " <b>THAT</b> Mr. Ying be and is hereby re-elected as a director and the board of directors be and is hereby authorized to fix his remuneration."   |                  |                      |

Signature<sup>5</sup> \_\_\_\_\_

Dated \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Where there are joint registered holders of any Share, any one such person 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, that one of the said persons 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 of the joint holding.
- In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the branch share registrars of the Company in Hong Kong, Union Registrars Limited at Room 1803, 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 any adjourned meeting thereof.

\* For identification purpose only