



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 adjournment thereof)
to be held on Monday, 18 October 2004 at 11:00 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 vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 311-312
Two Exchange Square, Central, Hong Kong on Monday, 18 October 2004 at 11:00 a.m. and at any adjournment thereof on the
undermentioned resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit ^(note 4):

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 30 June 2004.		
2.	To declare the final dividend for the year ended 30 June 2004.		
3.	(a) (i) To re-elect Mr. Lee Kwok Ming as a Director.		
	(ii) To re-elect Mr. Yick Wing Fat, Simon as a Director.		
	(iii) To elect Professor Li Li Te as a Director.		
	(b) To authorize the board of directors to fix directors’ remuneration.		
4.	To re-appoint auditors and to authorize the board of directors to fix their remuneration.		
5.	(a) To grant an unconditional general mandate to the directors to allot, issue and deal with the Company’s shares.		
	(b) To grant an unconditional general mandate to the directors to repurchase the Company’s shares.		
	(c) To extend the general mandate granted to the directors to allot, issue and deal with the Company’s shares by the amount of shares repurchased.		
	(d) To refresh the share option scheme mandate limit.		
SPECIAL RESOLUTION			
6.	To approve the amendments to the articles of association of the Company.		

Dated this _____ day of _____ 2004 Signature ^(note 5): _____

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
 - If any proxy other than the Chairman of the Meeting is preferred, delete 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 duly initialled by the person who signs it.**
 - Please indicate with a “✓” in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
 - This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
 - In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
 - To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
 - The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
 - Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* For identification purpose only