



## 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

#### Proxy Form for use at the Extraordinary General Meeting to be held on Tuesday, 15 December 2015 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$ 0.025 each in the share capital of Vitop Bioenergy Holdings Limited (the “Company”) hereby appoint the chairman of the Extraordinary General Meeting of the Company (the “EGM”) or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Suites 1237–1240, 12/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 15 December 2015 at 11:00 a.m. (or any adjournment thereof) on the undermentioned resolution as indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(a) To approve, confirm and ratify the placing agreement dated 4 November 2015 (the “Placing Agreement”) and the transactions contemplated thereunder; (b) To authorise any director of the Company (the “Director”) to do such acts and things and take such steps he may consider necessary to give effect to or in connection with the Placing Agreement or any transactions contemplated thereunder; and (c) To grant a specific mandate to the Directors to allot and issue shares in accordance with the terms and conditions of the Placing Agreement.		
2.	(a) To approve, confirm and ratify the subscription agreement dated 4 November 2015 (the “Subscription Agreement”) and the transactions contemplated thereunder; (b) To authorise any Director to do such acts and things and take such steps he may consider necessary to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder; and (c) To grant a specific mandate to the Directors to allot and issue shares in accordance with the terms and conditions of the Subscription Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature(s) x \_\_\_\_\_ x <sup>(Notes 5 to 10)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- 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 the shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the Extraordinary General Meeting of the Company (the “EGM”) or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the EGM is entitled to appoint in written form one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him.
- If you wish to vote for the resolution set out above, please tick (“√”) the box marked “For”. If you wish to vote against the resolution set out above, please tick (“√”) the box marked “Against”. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“√”) in the relevant box. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar and transfer office (the “Hong Kong Share Registrar”) of the Company, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.
- The full text of the resolutions is set out in the notice convening the EGM.

\* For identification purpose only