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## **CHAOYUE GROUP LIMITED**

**超越集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 147)**

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

In order to bring the existing Bye-laws in line with the latest amendments to the Listing Rules which became effective on 1 January 2012 and 1 April 2012 and certain changes to the Companies Act, as well as to modernise and update the existing Bye-laws, the Board intends to put forward to the Shareholders a proposal to adopt the New Bye-laws in place of the existing Bye-laws.

The proposed adoption of the New Bye-laws shall be subject to approval of the Shareholders by way of a special resolution at the AGM.

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

The Bye-laws have not been amended since 2004. In order to bring the existing Bye-laws in line with the latest amendments to the Listing Rules which became effective on 1 January 2012 and 1 April 2012 and certain changes to the Companies Act, as well as to modernise and update the existing Bye-laws, the Board intends to put forward to the Shareholders a proposal to adopt the New Bye-laws in place of the existing Bye-laws.

### **GENERAL**

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules. The proposed adoption of the New Bye-laws shall be subject to approval of the Shareholders by way of a special resolution at the AGM.

A circular containing, among other things, the summary of the principal provisions of the New Bye-laws and the notice of the AGM will be dispatched to the Shareholders as soon as practicable.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on Friday, 21 September 2012 for the purpose of, among other things, considering and if thought fit, approving the resolution to adopt the New Bye-laws
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Chaoyue Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the new bye-laws proposed to be adopted at the AGM in place of the existing Bye-laws
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board of  
**Chaoyue Group Limited**  
**Yuen Leong**  
*Executive Director*

Hong Kong, 7 August 2012

*As of the date of this announcement, the Board comprises Mr. Yuen Leong and Ms. Luan Li as executive Directors; and Dr. Lam Man Kit, Dominic, Mr. Yap Yung and Mr. Zhang Guang Sheng as independent non-executive Directors.*