

CHAOYUE GROUP LIMITED

超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

Form of Proxy for the Special General Meeting to be held on 11 February 2009 and any adjournment thereof

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
shares (“Shares”) of HK\$0.01 each in the capital of Chaoyue Group Limited (the “Company”),
HEREBY APPOINT ^(Note 3) _____
of _____
or failing him/her, the Chairman of the Meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Special General Meeting (the “Meeting”) of the Company to be held at Unit 2302, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on Wednesday, 11 February 2009 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening the Meeting and at the Meeting to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, confirm and ratify (a) the Loan Agreement (as defined in the circular of the Company dated 22 January 2009 (the “Circular”)); and (b) to authorise any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, to execute the Loan Agreement (as defined in the Circular) and do all such acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in and for completion of the provision of the Facility (as defined in the Circular) and the transactions contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in his opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Loan Agreement.		
2.	(a) To approve, confirm and ratify the Agreements (as defined in the Circular); (b) to approve the issue of the Non-voting Convertible Preference Shares (as defined in the Circular) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Conversion Shares (as defined in the Circular); (c) to approve the issue of the Conversion Shares which may fall to be issued by the Company to the Vendors (or their nominees) upon the exercise of the conversion rights attaching to the Non-voting Convertible Preference Shares; and (d) to authorise any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, to execute the Agreements and do all such acts and things in relation to the Acquisition (as defined in the Circular) and the exercise of conversion right attaching to the Non-voting Convertible Preference Shares and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in and for completion of the Acquisition and the transactions contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in his opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Agreements.		

ORDINARY RESOLUTION		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
3.	To approve and confirm the creation and designation of 200,000,000 shares of HK\$0.01 each in the authorised share capital of the Company as Non-voting Convertible Preference Shares, each subject to the terms of the Non-voting Convertible Preference Shares set out in Appendix V to the Circular, and the designation of the remaining authorised but unissued shares of HK\$0.01 each and the existing issued shares of HK\$0.01 each of the Company as Ordinary Shares of the Company.		
4.	To approve the proposed refreshment of the scheme mandate limit in respect of the granting of share options under the share option scheme of the Company adopted on 17 September 2004 and all other share option scheme(s) up to 10% of the number of shares of the Company in issue as at the date of passing this Resolution and to authorise any one director of the Company to do all such acts and execute all such documents to effect the proposed refreshment of the scheme mandate limit.		

Signature *(Note 5)*: _____

Dated this _____ day of _____ 2009

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "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 WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.