

# CHAORYUE GROUP LIMITED

## 超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

### PROXY FORM ANNUAL GENERAL MEETING – 21 SEPTEMBER 2012

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.001 each  
in the capital of Chaoyue Group Limited (the “Company”), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to vote and act for me/us at the Annual General Meeting (“AGM”) (and at any adjournment thereof) of the Company to be held at Unit 2302, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on Friday, 21 September 2012 at 10:00 a.m. (for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the AGM and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions) as indicated below.

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2012		
2.	(a) To re-elect Ms. Luan Li as an executive director of the Company		
	(b) To re-elect Mr. Zhang Guang Sheng as an independent non-executive director of the Company		
	(c) To authorize the board of directors of the Company to fix their remuneration		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration		
4.	To grant a general mandate to board of directors to issue new shares of the Company		
5.	To grant a general mandate to board of directors to repurchase shares of the Company		
6.	To extend the general mandate granted to board of directors to issue new shares by the number of shares repurchased		
Special Resolution			
7.	To consider and approve the adoption of new bye-laws of the Company set out in special resolution number 7 in the Notice of Annual General Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature <sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his 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 those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney authorised 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 authorised.
6. 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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s principal office located at Unit 2302, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.