
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chaoyue Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHAORYUE GROUP LIMITED

超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SGM**

Terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the SGM to be held at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11 a.m. on Wednesday, 9 November 2016 is set out on pages 5 and 6 of this circular. A form of proxy for the SGM is enclosed herein.

Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

17 October 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings when used herein:

“Announcement”	the announcement of the Company dated 22 September 2016 in respect of, among others, the Change of Company Name
“Board”	the board of Directors
“Business Day(s)”	a day (other than Saturday and Sunday) on which banks are open for business in Hong Kong
“Change of Company Name”	the proposed change of the existing name of the Company in English from “Chaoyue Group Limited” to “International Business Settlement Holdings Limited” and the adoption of the Chinese name of “國際商業結算控股有限公司” as the secondary name of the Company to replace the existing secondary name of “超越集團有限公司”
“Company”	Chaoyue Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of the Company as at the date of this circular
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Change of Company Name
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD

CHAORYUE GROUP LIMITED

超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

Executive Directors:

Mr. Luo Feng (*Chairman*)

Mr. Yuen Leong

Ms. Luan Li

Ms. Li Na

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Dr. Lam Man Kit, Dominic

Mr. Yap Yung

Mr. Zhang Guangsheng

Mr. Chan Siu Tat

*Head office and principal place of
business in Hong Kong:*

Room 2310, 23rd Floor,

China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

17 October 2016

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SGM**

INTRODUCTION

Reference is made to the Announcement where the Company proposed to seek Shareholders' approval in respect of the Change of Company Name.

The purpose of this circular is to provide Shareholders with further details of (i) the Change of Company Name; and (ii) the notice of the SGM.

CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from "Chaoyue Group Limited" to "International Business Settlement Holdings Limited" and to adopt the Chinese name of "國際商業結算控股有限公司" as the secondary name of the Company to replace the existing Chinese name of "超越集團有限公司".

LETTER FROM THE BOARD

Conditions for the Change of Company Name

Pursuant to the memorandum and bye-laws of the Company and the Listing Rules, the Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (b) the Registrar of Companies in Bermuda approving the Change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name and secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name and secondary name of the Company. Upon the Change of Company Name becoming effective, the Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board believes that the Change of Company Name will provide the Company with a better identification with the new business of arranging the next generation settlement network, details of which are set out in the Announcement, and strengthen the Company's corporate image, which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operation. All existing share certificates of the Company in issue bearing the existing names of the Company will, after the Change of Company Name, continue to be evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new names of the Company. Upon the Change of Company Name becoming effective, any new issue of share certificates will be issued in the new names of the Company.

There will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates. The stock short names of the Company may also be changed accordingly and the Shares will be traded on the Stock Exchange under the new names.

LETTER FROM THE BOARD

SGM

The SGM will be held at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11 a.m. on Wednesday, 9 November 2016 for the purpose of considering and, if thought fit, approving the special resolutions in respect of the Change of Company Name.

The notice convening the SGM is set out on pages 5 and 6 of this circular. A form of proxy for use at the SGM is also enclosed to this circular. Whether or not you are able to attend the SGM and/or vote at the SGM in person, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions as set out in the notice of SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Chaoyue Group Limited
Luo Feng
Chairman

NOTICE OF SGM

CHAORYUE GROUP LIMITED

超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Chaoyue Group Limited (the “**Company**”) will be held at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11 a.m. on Wednesday, 9 November 2016 for the purpose of considering and, if thought fit, passing the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Chaoyue Group Limited” to “International Business Settlement Holdings Limited” and the Chinese name of “國際商業結算控股有限公司” be adopted and registered as the secondary name of the Company to replace the existing secondary name of “超越集團有限公司” (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda, and **THAT** any one or more of the directors or officers of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

On behalf of the Board
Chaoyue Group Limited
Luo Feng
Chairman

Hong Kong, 17 October 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 2310, 23rd Floor,
China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

NOTICE OF SGM

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney or other person duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company holding two or more shares may appoint more than one proxy to represent him and vote at the Meeting. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the vote of the most senior shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the directors of the Company are Mr. Luo Feng (Chairman), Mr. Yuen Leong, Ms. Luan Li and Ms. Li Na as executive directors of the Company; Dr. Lam Man Kit, Dominic, Mr. Yap Yung, Mr. Zhang Guangsheng and Mr. Chan Siu Tat as independent non-executive directors of the Company.