

CHAORYUE GROUP LIMITED

超越集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

PROXY FORM SPECIAL GENERAL MEETING TO BE HELD ON 21 SEPTEMBER 2012 AND ANY ADJOURNMENT THEREOF

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.001 each
in the capital of Chaoyue Group Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to vote and act for me/us at the Special General Meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at Unit 2302, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong at 10:30 a.m. or immediately after the Company’s annual general meeting for the financial year ended 31 March 2012 to be held at 10:00 a.m., whichever is later, on Friday, 21 September 2012 for the purpose of considering and, if thought fit, passing the Resolution set out in the Notice convening the meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below.

Ordinary Resolution	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 31 August 2012 (the “Circular”)) and the transactions contemplated under the Agreement as set out in the Circular; and to generally and unconditionally authorize any one director of the Company to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company and to take all steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Agreement.		

Dated this _____ day of _____ 2012 Signature ^(Note 5): _____

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 Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.