



PME GROUP LIMITED
必美宜集團有限公司*
 (incorporated in the Cayman Islands with limited liability)
 (Stock Code: 379)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting to be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Thursday, 17 February 2011 at 10:00 am and at any adjournment thereof.

I/We^(note 1) _____
 of _____
 being the registered holder(s) of _____ shares ^(note 2) of HK\$0.01 each
 in the capital of PME Group Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING
 or ^(note 3) _____
 of _____

as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (the “Meeting”) (and at an adjournment thereof) of the said Company to be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Thursday, 17 February 2011 at 10:00 am for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such 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 ^(note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To approve the Agreement (as defined in the circular of the Company dated 27 January 2011) and the transactions contemplated thereunder, and to authorize the directors of the Company to implement all the transactions referred to in the Agreement and the arrangements contemplated thereunder.		
2	Conditional upon the passing of resolution 1 above, to approve the use of proceeds from the placing of the convertible bonds by the Company pursuant to the placing agreement dated 7 January 2010 (as amended by supplemental placing agreements dated 7 April 2010 and 20 April 2010) be revised with effect from the date of this resolution and will now be applied by the Company to finance part of the cash consideration of RMB343,679,250 pursuant to the Agreement.		

Dated this _____ day of _____ Shareholder’s signature _____
(notes 5, 6, 7 and 8)

Notes:

1. Full name(s) and address(es) are 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 capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
4. **If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”.** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the head office and principal place of business of the Company at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.

* For identification purpose only