

# PYXIS GROUP LIMITED

## 瀚智集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 516)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 28 SEPTEMBER 2012

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10 each in  
the capital of Pyxis Group Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting or  
\_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the above mentioned Annual General  
Meeting of the Company and at any adjournment thereof on the resolutions set out in the Notice convening the  
Meeting as indicated hereunder<sup>4</sup>.

|    | Resolutions  | For <sup>4</sup> | Against <sup>4</sup> |
|----|--|------------------|----------------------|
| 1. | To receive and consider the Audited Accounts and Reports of the Directors and the Auditors for the year ended 31 March 2012.   |                  |                      |
| 2. | (a) To re-elect Mr. Chin Yao LIN as a Director.  | (a)              | (a)                  |
|    | (b) To fix a maximum number of Directors.  | (b)              | (b)                  |
|    | (c) To authorise the Board of Directors to appoint new directors.  | (c)              | (c)                  |
|    | (d) To authorise the Board of Directors to fix the Directors' remuneration.  | (d)              | (d)                  |
| 3. | To re-appoint auditors and authorise the Directors to fix their remuneration.  |                  |                      |
| 4. | To pass the ordinary resolution number 4 as set out in the Notice convening the Annual General Meeting to grant an issuance mandate to the directors to allot, issue and deal with the unissued shares of the Company.   |                  |                      |
| 5. | To pass the ordinary resolution number 5 as set out in the Notice convening the Annual General Meeting to grant a repurchase mandate to the directors to purchase issued shares of the Company.  |                  |                      |
| 6. | To pass the ordinary resolution number 6 as set out in the Notice convening the Annual General Meeting to extend the mandate granted under the ordinary resolution number 4 by including nominal amount of the shares repurchased by the Company pursuant to the ordinary resolution number 5. |                  |                      |

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

#### Notes:

1. Full name(s) and the address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. 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 OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX. If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the resolutions or to abstain from voting. 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 under the hand of the appointor or his attorney duly authorised in writing or in the case of a corporation, must be either under seal or under the hand of an officer duly authorised on that behalf.
6. 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 notarially certified copy of that power of attorney or other authority, must be deposited with the Company's branch share registrars in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or adjourned meeting (as the case may be).
7. In the case of joint holders of any share, any one of such persons may vote either personally or by proxy in respect of such share, provided that if more than one of such joint holders are present at the Meeting personally or by proxy, only the person whose name stands first in the Register of Members is entitled to vote in respect thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or at any adjournment thereof if you so wish.