

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 30 SEPTEMBER 2014

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² of HK\$0.10 each in
the capital of Pyxis Group Limited (the “Company”) HEREBY APPOINT³ 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 hereunder⁴.

	Resolutions	For ⁴	Against ⁴
1.	To receive the Audited Accounts and Reports of the Directors and Auditors for the year ended 31 March 2014.		
2.	(a) To re-elect Mr. Lin Chin Yao as a Director.	(a)	(a)
	(b) To fix the 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 respective Directors' remuneration.	(d)	(d)
3.	To re-appoint Ernst & Young as auditors and authorise the Board of Directors to fix their remuneration.		
4.	To grant an issuance mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To grant a repurchase mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Dated this _____ day of _____ 2014 Signature(s)⁵ _____

Notes:

1. Full name(s) and the 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 of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company entitled to attend and vote at the Annual General Meeting may appoint one or (if holding two or more shares) more proxies to attend and vote on his behalf. 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 INITIALLED 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 no direction is given, 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 Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
5. This form of proxy must be signed under the hand of the appointor or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common 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 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, 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 Annual General Meeting or any adjournment thereof.
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 Annual General 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 if you so wish.