



YARDWAY GROUP LIMITED

啟帆集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 646)

Form of Proxy for use at the Extraordinary General Meeting to be held on Monday, 1 March 2010

I/We^(Note 1), _____ of,

being the registered holder(s) of _____ shares^(Note 2) of HK\$0.05 each in the share capital of
Yardway Group Limited (“Company”) HEREBY APPOINT^(Note 3) _____ of

or failing him, THE CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (“Meeting”) of the Company to be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 March 2010 at 11:00 a.m. (and at any adjournment thereof) in respect of the resolution as set out in the notice convening the Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit^(Note 4):

Please tick (“√”) in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
<p>THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Subdivided Shares (as defined in paragraph (a) of this Resolution below) and any new Subdivided Shares which may fall to be issued pursuant to the exercise of any options which may be granted under the share option scheme adopted by the Company on 28 March 2002: (a) with effect from 9:30 a.m. (Hong Kong time) on the business day (not being a Saturday) immediately after the passing of this Resolution, each of the issued and unissued ordinary shares having a par value of HK\$0.05 in the capital of the Company be and it is hereby subdivided into two ordinary shares having a par value of HK\$0.025 each (the “Subdivided Shares”); and (b) the directors of the Company be and they are hereby authorised generally to do all such acts and things as they consider necessary or expedient in connection with the subdivision of shares as referred to in paragraph (a) above.</p>		

Dated this _____ day of, _____ 2010

Signed^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of 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).
- Please insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“√”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“√”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on the resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- On a poll every member present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote(s) of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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.
- To be valid, this form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjournment thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.