

NEPTUNE GROUP LIMITED

海王國際集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00070)

Form of proxy for use at the Extraordinary General Meeting to be held on 20th October, 2008

I/We¹ _____
of _____
being a member of Neptune Group Limited (the "Company") and the registered holder(s)
of _____ shares² of HK\$0.20 each in the capital of the Company, HEREBY APPOINT
THE CHAIRMAN OF THE MEETING, or³ _____
of _____
as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at The Royal Pacific Hotel and Towers, Pacific Room I, 9th Floor, Towers Wing, 33 Canton Road, China Hong Kong City, Tsimshatsui, Kowloon, Hong Kong on 20th October, 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, 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 Resolutions as indicated below, or if no such indication is given, as my/our proxy think fit.

| | ORDINARY RESOLUTIONS: | FOR ⁴ | AGAINST ⁴ |
|-----|--|------------------|----------------------|
| (a) | To approve, ratify and confirm the conditional sale and purchase agreement dated 22nd June 2008 (as varied by the deed of variation dated 27th June, 2008) entered into between Rich Pearl Enterprises Limited as purchaser and Mr. Choi Tai Wai as vendor relating to the acquisition of 100% of the total issued share capital of Best Max Enterprises Limited (the "Share Acquisition Agreement") at an aggregate consideration of HK\$4,320,000,000 and all transactions contemplated under the Share Acquisition Agreement and to authorise any one director of Company to do or execute all such acts or such other documents which the director may deem to be necessary, desirable or expedient to carry into effect or to give effect to the Share Acquisition Agreement; | | |
| (b) | To authorise the directors of the Company to allot and issue an aggregate of approximately 6,210,000,000 new Shares (the "Consideration Shares") upon and after completion of the Share Acquisition Agreement and to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the issue of the Consideration Shares; and | | |
| (c) | To authorise the directors of the Company to issue HK\$1,200,000,000 of promissory note (the "Promissory Note") to Mr. Choi Tai Wai upon completion of the Share Acquisition Agreement, and to do and sign all such acts and things as they consider necessary, desirable or expedient in connection with the issue of the Promissory Note. | | |
| (d) | To approve, ratify and confirm the entering into of the Loan Agreement dated 22nd June, 2008 entered into between the Company, Peak Wing Enterprises Limited and Mr. Choi Tai Wai for the lending of up to HK\$6 billion by the Company to Peak Wing Enterprises Limited including the entering into of ancillary and incidental security documents. | | |

Dated this _____ day of _____ 2008 Signature⁵ _____

- 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) to which the proxy relates. 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 "Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **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 ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at this discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting
- 5 This form of proxy must be signed by you or your attorney duly authorized 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 authorized.