

**KAIYUE INTERNATIONAL INC.**

150 – 6th Avenue Southwest

Calgary, Alberta T2P 3Y6

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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

TO THE SHAREHOLDERS OF KAIYUE INTERNATIONAL INC.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Kaiyue International Inc. (the “**Company**”) will be held at the offices of Parlee McLaws LLP, located at 150 – 6th Avenue Southwest, Calgary, Alberta, on Wednesday, October 24, 2012, at the hour of 4:30 p.m. (Calgary time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial period ended December 31, 2011, and accompanying report of the auditors;
2. to appoint MNP LLP, Chartered Accountants as the auditors of the Company for the fiscal period ending December 31, 2012;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal period ending December 31, 2012;
4. to set the number of directors of the Company for the ensuing year at five (5);
5. to elect Hilda Sung, Bradley Cran, Joseph Chan, Yingting (Tony) Guo and Judyanna Chen as the directors of the Company to serve until the next annual general meeting of the shareholders;
6. to ratify and approve the continuation of the rolling incentive stock option plan for the Company;
7. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Company, exclusive of non-arm’s length parties of the Company, approving of the transfer of the Company’s common shares from the TSX Venture Exchange to NEX if necessary as more particularly described in the accompanying Information Circular;
8. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Company, exclusive of non-arm’s length parties of the Company, approving of the cancellation of certain escrowed securities as more particularly described in the accompanying Information Circular;
9. to amend the Company's By-laws, subject to approval from the TSX Venture Exchange, to authorize the board of directors to hold shareholder meetings outside of the Province of Alberta; and
10. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's Board of Directors has fixed September 18, 2012 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 by 5:00 p.m. (local time) at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Alberta) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Calgary, Alberta, this 24th day of September, 2012.

By Order of the Board of Directors of

**KAIYUE INTERNATIONAL CORP.**

/s/ Hilda Sung

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Hilda Sung  
President, Chief Executive Officer  
and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED IN ACCORDANCE WITH THE PROXY INSTRUCTIONS.**