



PALMPAY CHINA (HOLDINGS) LIMITED

中國掌付(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

FORM OF PROXY

Form of proxy for use by shareholders of Palmpay China (Holdings) Limited (the "Company") at the special general meeting (the "Meeting") to be convened at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 15 August 2011 at 11:00 a.m. (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the holder(s) of ^(note b) _____
ordinary shares of HK\$0.05 each of the Company hereby appoint the Chairman (the "**Chairman**") of the Meeting
or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 15 August 2011 at 11:00 a.m. (or at any adjournment thereof) and to vote on my/our behalf as directed below.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 28 July 2011 unless the context requires otherwise.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast ^(note d).

Ordinary Resolution	For	Against
To approve (a) the Open Offer; (b) the grant of authorisation to the Directors to allot and issue the Offer Shares; (c) the Underwriting Agreement and the transactions contemplated thereunder; (d) the arrangements for no excess application; and (e) the grant of authorization to the Directors in connection with the Open Offer and the Underwriting Agreement	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____, 2011

Signature: _____ ^(notes e to i)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- b. Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- d. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote of abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. 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 either executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
- f. In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed, or a certified copy of such power of attorney or authority must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- g. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting or at adjourned meeting should you so wish.
- h. In the case of joint holders, the vote of the senior who tenders a vote, whether present 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- i. Any alteration made to this form should be initialled by the person who signs the form.

* For identification purposes only