



**China Smartpay Group Holdings Limited**  
**中國支付通集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8325)

**Form of Proxy for Extraordinary General Meeting**

I/We,<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_ being holder(s)  
of<sup>2</sup> \_\_\_\_\_ shares of  
HK\$0.01 each in the capital of CHINA SMARTPAY GROUP HOLDINGS LIMITED (the "Company")  
hereby appoint<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy to attend and  
vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on  
Thursday, 17 March 2016 at 11:00 a.m. at Office No. 01, 31st Floor, Hong Kong Plaza, 188 Connaught  
Road West, Hong Kong or at any adjournment thereof in respect of the resolutions set out in the notice  
convening the said meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/  
our proxy thinks fit:

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR<sup>4</sup></b>	<b>AGAINST<sup>4</sup></b>
1.	To approve the Proposed Increase in Authorised Share Capital as described in the Notice.		
2.	To approve the Proposed Refreshment of the Scheme Mandate Limit under the share option scheme of the Company as described in the Notice.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016      Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
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 in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 of such power or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, of A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.