

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)

Proxy Form for use at the Extraordinary General Meeting (the "Meeting") to be held on Thursday, 15 January 2015 (or any adjournment thereof)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ share(s) of HK\$0.01 each in the share capital of
China Smartpay Group Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or (Note 3) _____
of _____
as my/ our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 11:00 a.m. on Thursday, 15 January 2015 at 16/F, China
Building, 29 Queen's Road Central, Central, Hong Kong (or any adjournment thereof) on the undermentioned resolution as indicated, and, if no such indication is given,
as my/our proxy thinks fit:

Ordinary Resolution	For (Note 4)	Against (Note 4)
<p>"THAT</p> <p>(a) the framework agreement dated 15 October 2014 (the "Option Framework Agreement", a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) (as amended and supplemented by the side letter dated 29 December 2014 (the "Option Framework Side Letter", a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification)) entered into among 深圳前海雅勒信息技術服務有限公司 (Shenzhen Qianhai Yongle Information Services Limited*) ("Shenzhen Yongle"), 上海雅勒信息技術有限公司 (Shanghai Yongle Information Technology Limited*) ("Shanghai Yongle"), 微科睿思在線(北京)科技有限公司 (Wei Ke Rui Si Online (Beijing) Technology Company Limited*) ("Beijing Weike"), Mr. Zhang Zebin ("Mr. Zhang"), Mr. Lin Xiaofeng and Mr. Wu Mianqing in relation to the exercise of the option (the "Option") to acquire 67% of the equity interests in Beijing Weike granted by Mr. Zhang to Shanghai Yongle pursuant to the agreement dated 9 July 2014 (the "Option Agreement") entered into between Shanghai Yongle and Mr. Zhang and the transactions contemplated thereunder, including but without limitation to:</p> <p>(i) the exercise of the Option and the execution of the written notice (the "Exercise Notice") to be served to Mr. Zhang for the exercise of the Option under the Option Agreement;</p> <p>(ii) the execution of the shareholders' resolution of Beijing Weike dated 15 October 2014 (the "Second WK Resolutions") signed by Mr. Zhang and Shanghai Yongle, and the agreement dated 15 October 2014 (the "Second WK Articles Amendment Agreement") entered into between Mr. Zhang and Shanghai Yongle in relation to the proposed amendments to be made to the articles of association of Beijing Weike;</p> <p>(iii) the entering into of the supplemental agreements to the Option Agreement dated 15 October 2014 (the "Option Supplemental Agreement I") and 29 December 2014 (the "Option Supplemental Agreement II") respectively between Shanghai Yongle and Mr. Zhang;</p> <p>(iv) the entering into of a loan agreement dated 15 October 2014 (the "New Third Loan Agreement") between Shenzhen Yongle and Shanghai Yongle in relation to the provision of a loan in the amount of RMB78.8 million to Shanghai Yongle by Shenzhen Yongle;</p> <p>(v) the entering into of a loan agreement (the "Fourth Loan Agreement") between Shenzhen Yongle and Shanghai Yongle in relation to the provision of a loan in the amount of RMB169.2 million to Shanghai Yongle upon serving of the Exercise Notice; and</p> <p>(vi) the entering into of a sale and purchase agreement (the "Second WK S&P Agreement") between Shanghai Yongle and Mr. Zhang following the exercise of the Option for the acquisition of 67% of the equity interests in Beijing Weike by Shanghai Yongle from Mr. Zhang</p> <p>be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company (the "Director") (or if execution under the common seal of the Company is required, any two Directors) be and is hereby authorised for and on behalf of the Company to do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of implementing, completing and giving effect to the Option Framework Agreement (as amended and supplemented by the Option Framework Side Letter) and the transactions contemplated thereunder (including but without limitation to the exercise of the Option and the execution of the Second WK Resolutions, the Second WK Articles Amendment Agreement, the Option Supplemental Agreement I, the Option Supplemental Agreement II, the New Third Loan Agreement, the Fourth Loan Agreement, the Exercise Notice and the Second WK S&P Agreement), with such amendments, alterations or additions thereto as he may in his absolute discretion think fit, whose signature thereto shall be conclusive evidence of his approval to such amendments, alterations or additions."</p>		

Dated this _____ day of _____ 2014/2015

Signature(s) (Note 5) _____

Notes:

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). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "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 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 the boxes will entitle your proxy to cast his votes at his discretion.
5. This proxy form 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 or other person duly authorised.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 in respect of the joint holding, the first named being the senior.
7. To be valid, this proxy form together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you wish to do so.

* For identification purpose only