



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 Annual General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of HK\$0.01 each
in the capital of CHINA SMARTPAY GROUP HOLDINGS LIMITED (the “Company”) hereby appoint³ 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 Annual General Meeting of the
Company to be held on Monday, 22 August 2016 at 11:00 a.m. at Hibiscus Room, 2/F., Hotel Jen 508 Queen’s
Road West, Hong Kong or at any adjournment thereof in respect of the resolutions set out in the notice convening
the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	RESOLUTIONS	FOR⁴	AGAINST⁴
1.	To receive and adopt the audited financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 March 2016.		
2.	(i) To re-elect Dr. Cao Guoqi as an executive Director.		
	(ii) To re-elect Mr. Fung Weichang as an executive Director.		
	(iii) To re-elect Dr. Yuan Shumin as an independent non-executive Director.		
	(iv) To re-elect Dr. Zhou Jinhuang as an independent non-executive Director.		
	(v) To authorise the remuneration committee of the Company to fix the remuneration of the Directors.		
3.	To re-appoint Mazars CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	(A) To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.		
	(B) To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.		
	(C) To include the nominal amount of shares repurchased by the Company to the aggregate nominal amount of share capital which may be allotted and issued by the directors under the general mandate granted to the directors under Resolution No. 4(A).		
5.	To approve the Proposed Refreshment of the Scheme Mandate Limit under the share option scheme of the Company.		

Dated this _____ day of _____ 2016

Signature(s)⁶ _____

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 INITIALLED 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, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, 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.