



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,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 Extraordinary General Meeting (the “EGM”) of the Company to be held on Thursday, 13 May 2021
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 resolution(s) set out in the notice convening the EGM as hereunder indicated, and, if no such indication is given, as my/our
proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To approve the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each (“Shares”) to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares in the capital of the Company.		
2.	A. Conditional upon the passing of resolution no. 1 above, to grant a general mandate to the directors (the “Directors”) of the Company to allot, issue or otherwise deal with additional Shares not exceeding 20 per cent. of the total number of issued Shares as at the date of passing of this resolution.		
	B. Conditional upon the passing of resolution no. 2A above, to add the number of Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the annual general meeting of the Company held on 3 September 2020 to the mandate granted to the Directors pursuant to resolution no. 2A above.		
3.	Conditional upon the passing of resolution no. 1 above, the terms of the new share option scheme of the Company contained in the document marked “A” produced to the EGM and initialled by the chairman of the EGM for the purpose of identification (the “New Share Option Scheme”) be and are hereby approved and adopted; and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider necessary, desirable or expedient in order to implement and to give full effect to the New Share Option Scheme.		

Dated this _____ day of _____ 2021 Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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).
- If any proxy other than the Chairman of the EGM 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.**
- 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 or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 of authority, must be deposited at Union Registrars Limited, the Company’s Hong Kong share registrar and transfer office, 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 EGM or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.