



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
_____ as my/our proxy to attend and
for me/us and on my/our behalf at the Extraordinary General Meeting (the “EGM”) of the Company to be held on Friday, 19 November 2021 at 11:00 a.m. at
23/F, Connaught Marina, 48 Connaught Road West, Sheung Wan, 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 RESOLUTION	FOR ⁴	AGAINST ⁴
1.	<p>“THAT:</p> <p>(a) the conditional sale and purchase agreement dated 15 August 2021 (the “Sale and Purchase Agreement”) entered into among the Company as the purchaser, Mr. Lu Linming and Xi'an Jurui Real Estate Co., Ltd.* (西安聚瑞置業有限公司) as the vendors and Mr. Chen Xi as the guarantor, in relation to the acquisition of 35% equity interest in Fujian Medical Union Health Care Information Technology Co., Ltd.* (福建醫聯康護信息技術有限公司) by the Company at a consideration of RMB150,500,000, which shall be satisfied by the allotment and issue of 903,979,914 consideration shares (the “Consideration Shares”) by the Company to the Vendors upon and subject to the terms and conditions as set out therein (a copy of which has been produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be);</p> <p>(b) the grant of a specific mandate (the “Specific Mandate”) to the directors of the Company (the “Directors”) to allot and issue the Consideration Shares to the Vendors upon and subject to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved, the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/ have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one Director (if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised for and on behalf of the Company to sign and execute, and when required, to affix the common seal of the Company, to deliver any documents, instruments or agreements and to do all such acts and things and to take all such steps which, in the opinion of such Director, may be necessary, desirable or expedient to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.”</p>		

* For identification purpose only

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 INITIALED 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 fulfill 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.