



Palmpay

PALMPAY CHINA (HOLDINGS) LIMITED

中國掌付(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

PROXY FORM

Form of proxy for use at the annual general meeting (the “Meeting”) of Palmpay China (Holdings) Limited (the “Company”) to be held at Unit 1601, 16F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 28 September 2009, at 11:00 a.m..

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.05 each in
the capital of the Company, hereby appoint (Note 3) _____

or failing him, the Chairman of the Meeting 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 Unit 1601, 16F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 28 September 2009, at 11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and adopt the audited financial statements and the reports of the directors (the “Directors”) and auditors of the Company and its subsidiaries for the year ended 31 March 2009.		
2.	(i) (a) To re-elect Mr. Chan Francis Ping Kuen as an executive Director and deputy chairman.		
	(b) To re-elect Mr. Chan Hin Wing, James as an executive Director.		
	(c) To re-elect Mr. Yuan Shengjun as an executive Director and chief executive officer		
	(ii) To authorise the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Vision A. S. Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company’s shares (the “Shares”).		
5.	To grant a general mandate to the Directors to repurchase Shares.		
6.	To extend the general mandate to issue new Shares by adding the number of Shares repurchased.		
7.	To consider and approve the refreshment of the 10 per cent. limit on grant of options of the Company under the share option scheme.		

SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
8.	To approve the Share Premium Reduction and the Authorisation.		

Dated this _____ day of _____ 2009 Shareholder’s signature (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 of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
- (3) Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting.
- (4) Please indicate with a (“✓”) in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his/her/its votes on the relevant resolutions at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* For identification purpose only