



# China e-Wallet Payment Group Limited

## 中國錢包支付集團有限公司\*

(formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司\*)

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

### FORM OF PROXY

For use at the annual general meeting (the "Meeting") of China e-Wallet Payment Group Limited (the "Company") to be held at 11:00 a.m. on 5 June 2017 (Hong Kong time), at No. 16-3, Jalan PJU 5/4, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia (and at any adjournment thereof).

I/We <sup>(Note 1)</sup> \_\_\_\_\_ (in BLOCK CAPITALS please)

of \_\_\_\_\_

being a shareholder(s) of \_\_\_\_\_ shares of HK\$0.04 each in the share capital

of the above-named Company, hereby appoint the Chairman of the Meeting or <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held on the above-mentioned date (and at any adjournment thereof) and direct my/our proxy to vote for me/us on my/our behalf as directed below, and, if no such indication is given, as my/our proxy thinks fit.

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

Resolutions of Members		For	Against
ORDINARY RESOLUTIONS			
1.	To receive and consider the audited financial statements for the year ended 31 December 2016 and the reports of the directors of the Company and of the auditors thereon.		
2.	(a) To re-elect Mr. Wang Zhongling as an executive director of the Company.		
	(b) To re-elect Mr. Liu Wen as an independent non-executive director of the Company.		
	(c) To re-elect Ms. Lo Suet Lai as an independent non-executive director of the Company.		
3.	To authorise the board of directors or executive committee of the board of directors to fix the remuneration of the directors of the Company.		
4.	To re-appoint HLB Hodgson Imprey Cheng Limited as the auditors of the Company and authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors to allot, issue and deal with new shares not exceeding 20% of the existing issued share capital of the Company.		
6.	To extend the general mandate granted to the directors to allot, issue and deal with new shares by an amount not exceeding the amount of the shares repurchased by the Company.		
7.	To refresh the Scheme Mandate Limit under the share option scheme adopted on 28 June 2013.		
SPECIAL RESOLUTION			
8.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		

Signature <sup>(Note 1)</sup> \_\_\_\_\_

Dated \_\_\_\_\_ 2017

#### Notes:

- The signature of any one of joint holders will be sufficient, but the names of all joint holders should be stated.
- If any other proxy is preferred, strike out the words "the Chairman of the Meeting or" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
- If the appointor is a corporation this form must be completed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must reach the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting as the case may be.
- The completion of this form will not preclude a member from attending the Meeting and voting in person.
- Any alteration of this form must be initialled by the person who signs it.

\* For purpose of identification only