



China Innovationpay Group Limited
中國創新支付集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

FORM OF PROXY FOR SPECIAL GENERAL MEETING
(or any adjournment thereof)

Form of proxy for use by shareholders of China Innovationpay Group Limited (the "Company") at the special general meeting to be held at Yue Function Room, First Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Monday, 29 June 2015 at 10:00 a.m. (or any adjournment thereof) (the "Meeting").

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.01 each (the "Shares") in the share capital of the Company **HEREBY APPOINT** the chairman of the Meeting, or ^(notes c and h) _____
of _____
to act as my/our proxy to attend and to act for me/us at the Meeting and to vote on my/our behalf in respect of the resolution set out in the notice convening the Meeting as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate box to indicate how you wish your vote(s) to be cast ^(note d).

Ordinary Resolution	For ^(note d)	Against ^(note d)
To approve the creation and issuance of the warrants (the "Warrants") to Greater China Select Fund entitling the holder(s) thereof to subscribe in cash up to an aggregate of HK\$381.60 million for new shares of HK\$0.01 each in the share capital of the Company (the "Shares") in accordance with the terms and conditions of the subscription agreement dated 6 February 2015 (as supplemented and amended by two supplemental agreements thereto dated 5 March 2015 and 29 May 2015) (the "Subscription Agreement"), the allotment and issuance of new Shares (the "Warrant Shares") at the initial exercise price of HK\$0.72 each (subject to adjustments) upon exercise of the Warrants, and to authorise any one director of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in his or her discretion consider desirable or expedient to give effect to the Subscription Agreement and all the transactions contemplated thereunder as well as in relation to the issue of the Warrants and the allotment and issue of the Warrant Shares and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.		

Shareholder's signature: _____ ^(notes e, f, g and h)

Dated this _____ day of _____ 2015

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person(s) other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the Meeting, or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick ("✓") the appropriate box marked "For". If you wish to vote against the resolution, please tick ("✓") the appropriate box marked "Against". If this form is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 notarially certified copy of such power or authority must be deposited at the Company c/o the Company Secretary at the Company's principal place of business and head office in Hong Kong at Unit 2708, 27/F., The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.