



Smartac Group China Holdings Limited

中國智能集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 395)

Form of proxy for use at the Extraordinary General Meeting (the "Meeting") to be held on Wednesday, 20 December 2017 at 3:00 p.m. (or any adjournment thereof)

I/We ^(note 1) _____
of _____

being the holder(s) of ^(note 2) _____ shares of HK\$0.05 each
(the "Shares") in the capital of Smartac Group China Holdings Limited (the "Company") HEREBY APPOINT ^(note 3) the Chairman of the Meeting
or ^(note 4) _____

of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 1204, 12th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 20 December 2017 at 3:00 p.m. (or at any adjournment thereof) in respect of the matters and resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	(a) the Sale and Purchase Agreement (a copy of which has been produced to the EGM and marked "A" and initialed by the chairman of the EGM for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;		
	(b) the grant of specific mandate to the directors (the "Directors") of the Company to allot and issue the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement, conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares; and		
	(c) any one Director be and is hereby authorised to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things that are of administrative nature only and ancillary to the transaction contemplated under the Sale and Purchase Agreement, as he/she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Sale and Purchase Agreement and the transaction contemplated thereunder, including the allotment and issue of the Consideration Shares, and to agree to such variations of the term and conditions of the Sale and Purchase Agreement and the transaction contemplated thereunder that are of administrative nature only as he or she may in his or her absolute discretion consider necessary or desirable.		

Signature ^(Note 6): _____

Dated this day _____ of _____ 2017

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of the joint holders needs to sign (but see note 8 below).
- Please insert the number of Shares 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).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" herein inserted 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 WHO SIGNS IT.**
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy does not need to be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A MATTER/RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE MATTER/RESOLUTION. IF YOU WISH TO VOTE AGAINST A MATTER/RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST" BESIDE THE MATTER/RESOLUTION.** Failure to complete the box will entitle your proxy to cast his votes at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly 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 certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time fixed for the Meeting or any adjournment thereof (as the case may be).
- Where there are joint holders of a Share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such Share as if such holder were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.