

# EFT Solutions Holdings Limited

## 俊盟國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8062)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 13 DECEMBER 2019

I/We (Name) \_\_\_\_\_ (Block capitals, please)

of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of HK\$0.01 each

in the capital of EFT Solutions Holdings Limited (the "Company") hereby appoint (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at JAN Financial Press Limited, 22/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 13 December 2019 at 11:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
1.	To ratify, confirm and approve the Sale and Purchase Agreement (as defined in the circular of the Company dated 26 November 2019, the "Circular") and the transactions contemplated thereunder, including but not limited to the execution of the Deed of Waiver of Indebtedness, and the Deed of Waiver of Outstanding Cash Consideration (as defined in the Circular), and authorise any one director of the Company or, if the affixation of the common seal of the Company is necessary, any one director and the company secretary of the Company or any two directors or such other person or persons as the board may appoint to approve and execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and the transactions contemplated thereunder as he/she/they may consider necessary, desirable or expedient.		
2.	a. To re-elect Mr. Tso Ping Cheong Brian as an independent non-executive director of the Company.		
	b. To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company.		
3.	a. To re-elect Mr. Wong Ping Yiu as an independent non-executive director of the Company.		
	b. To authorise the Board to fix the remuneration of the directors of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature(s) \_\_\_\_\_ (see Note 5)

#### Notes:

- 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).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.  
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, together with the power of attorney (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the meeting (i.e. by 11:00 a.m., Wednesday, 11 December 2019) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.