

**TTG Fintech Limited**  
(ARBN 158 702 400)

**Proxy Form**  
**APPOINTMENT OF PROXY**

I/We \_\_\_\_\_

being a member/members of TTG Fintech Limited ARBN 158 702 400 and entitled to attend and vote hereby appoint

☐

the Chairman of the meeting  
(Mark this box with an X)

or if you are not appointing the Chairman of the meeting as your proxy, write the full name of the individual or body corporate you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the annual general meeting of TTG Fintech Limited to be held at 10:30am (China time) 12:30pm (Sydney time) on Friday, 9 September 2016, at Level 12, Block 2, Xunmei Tech Plaza, No. 8 Keyuan Blvd, Nanshan District, Shenzhen 518000, China and at any adjournment of that meeting in respect of the resolutions as hereunder indicated or, if no such indication is given, at the discretion of my/our proxy(ies).

**IMPORTANT : IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED “FOR”, IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED “AGAINST” AND IF YOU TICK IN THE BOX(ES) MARKED “ABSTAIN”, YOU ARE DIRECTING YOUR PROXY(IES) NOT TO VOTE ON YOUR BEHALF ON A SHOW OF HANDS OR ON A POLL AND YOUR VOTE(S) WILL NOT BE COUNTED IN COMPUTING THE REQUIRED MAJORITY ON A POLL.** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) at his/their discretion. (Please refer to Notes as undermentioned) A tick in the relevant box indicates that the votes attached to all the Shares held by you will be casted accordingly.

		For	Against	Abstain
Items of Business				
2	Remuneration of Directors			
3	Re-election of Director – XIONG, Qiang			
4	Re-election of Director – CHOW, Ki Shui Louie			
5	Re-appointment of Auditors			
6	Approval of conversion mechanism in the Convertible Bond Agreement – Mr Qiang XIONG			
7	Approval of conversion mechanism in the Convertible Bond Agreement – Mr Ki Shui Louie CHOW			
8	Approval of conversion mechanism in the Convertible Bond Agreement – Mr Wen Sheng CAI			
9	General Mandate to Issue and Allot New Shares			
10	Approval of the 10% placement facility			

**Note: The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.**

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**PLEASE SIGN BELOW** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

**Individual or Securityholder 1**

**Sole Director and Sole Company Secretary**

**Securityholder 2**

**Director**

**Securityholder 3**

**Director/Company Secretary**

In addition to signing the Proxy Form on the previous page please provide the information below in case we need to contact you.

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_/\_\_\_\_/\_\_\_\_  
Date

**How to complete the Proxy Form**

**1 Appointment of a Proxy**

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**2 Votes on Items of Business**

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**3 Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's Registered Office or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

**4 Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the Registered Office or Share Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Registered Office.

**Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10:30am (China time) 12.30pm (Sydney time) on 7 September 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged:**

BY MAIL            1806, Park In Commercial Centre, 56 Dundas Street, Kowloon, Hong Kong, or  
BY FAX            (852) 2302 4355