金猫银猫 CSmall
买珠宝只选金猫银猫

CSMall Group Limited
金貓銀貓集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1815)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Unit 1415, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 16 August 2019 at 2:00 p.m. (or any adjournment thereof)

I/We (*note a*) _____

of _____

being the registered holder(s) of _____ (*note b*) shares (the "**Shares**") of US$0.0001 each in the capital of CSMall Group Limited (the "**Company**") hereby appoint the chairman of the extraordinary general meeting (the "**Meeting**") of the Company

or _____ of _____

to act as my/our proxy (*note c*) at the Meeting to be held at Unit 1415, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 16 August 2019 at 2:00 p.m. (or any adjournment thereof) and to vote on my/our behalf as directed below. Please make a mark (√) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

	ORDINARY RESOLUTIONS *(note l)*	**FOR** *(note d)*	**AGAINST** *(note d)*
1.	To approve the Whitewash Waiver, subject to and conditional upon the following: (a) the grant of the Whitewash Waiver by the Executive; (b) all necessary conditions attached to the Whitewash Waiver (if any) having been satisfied; and (c) the Whitewash Waiver not having been withdrawn by the Executive.		
2.	To approve the following, subject to and conditional upon the passing of the resolution numbered 1 above: (a) the Employee Subscription Agreement, the Employee Trust Deed and the Strategic Investor Subscription Agreement; (b) the grant of the Specific Mandate to the Board to allot and issue 184,287,040 ordinary shares, being the Issuance Shares; (c) the allotment and issue of the Issuance Shares; and (d) the implementation of the Issuances.		

Dated this _____ day of _____ 2019. Signature(s) _____ (*notes e to j*)

Notes:

a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.

b. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).

c. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting (the "**Meeting**") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.

d. If you wish to vote for any of the resolutions set out above, please tick ("√") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("√") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

e. In the case of joint holders of Shares, any one of such joint holders may vote, 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 are present at the Meeting personally or by proxy, then 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.

f. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

g. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar and transfer office (the "**Hong Kong Share Registrar**") of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof) (i.e. not later than 2:00 p.m. on Wednesday, 14 August 2019 or the corresponding time of the adjourned meeting (as the case may be)).

h. The register of members of the Company will be closed from Tuesday, 13 August 2019 to Friday, 16 August 2019 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address by no later than 4:30 p.m. on Monday, 12 August 2019.

i. Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

j. Any alteration made to this form should be initialled by the person(s) who sign(s) the form.

k. References to time and dates in this form of proxy are to Hong Kong time and dates.

l. For the full text of the above proposed resolutions, please refer to the notice of the Meeting set out in the circular of the Company dated 31 July 2019.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "**Purposes**"). The Company may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Unit 1417, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong, or the Hong Kong Share Registrar at the above address.