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China Smartpay Group Holdings Limited

中國支付通集團控股有限公司

(formerly known as Oriental City Group Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8325)

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that as all conditions to completion of the Subscription had been fulfilled, the parties to the Placing and Subscription Agreement mutually agreed the completion of the Subscription to take place on 11 April 2014 and 144,000,000 Subscription Shares have been issued to the Vendor at the Subscription Price of HK\$1.46 per Subscription Share.

Reference is made to (i) the announcement of China Smartpay Group Holdings Limited (the “Company”) dated 28 March 2014 (the “Placing Announcement”) in relation to, among other things, the Placing, the Subscription and the Sale Shares Placing; and (ii) the announcement of the Company dated 3 April 2014 (the “Completion Announcement”) in relation to, among other things, the completion of the Placing and the Sale Shares Placing. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Placing Announcement.

As mentioned in the Completion Announcement, the Placing was completed in full on 2 April 2014 and 144,000,000 Placing Shares were successfully placed to not less than six Independent Third Parties. The Board is pleased to announce that as all conditions to completion of the Subscription had been fulfilled, the parties to the Placing and Subscription Agreement mutually agreed the completion of the Subscription to take place on 11 April 2014 and 144,000,000 Subscription Shares have been issued to the Vendor at the Subscription Price of HK\$1.46 per Subscription Share.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and immediately after the completion of the Subscription is as follows (assuming there being no other change in the share capital of the Company):

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor (<i>Note 1</i>)	30,500,000	4.24	174,500,000	20.20
Mr. Cao, a Director	49,910,000	6.93	49,910,000	5.77
	<i>(Note 2)</i>			
Public Shareholders:				
Places	239,500,000	33.26	239,500,000	27.72
Other public Shareholders	400,090,000	55.57	400,090,000	46.31
Total	720,000,000	100.00	864,000,000	100.00

Notes:

1. The Vendor is owned as to 70% and 30% by Mr. Cheng and Ms. Cheng respectively. Ms. Cheng is the sister of Mr. Cheng.
2. Of which 49,140,000 Shares are held by Probest Limited which in turn is wholly-owned by Mr. Cao and 770,000 Shares are held by Ms. Zheng Lu who is the wife of Mr. Cao.

By Order of the Board
China Smartpay Group Holdings Limited
Zhang Huaqiao
Chairman

Hong Kong, 11 April 2014

As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Cheng Nga Ming Vincent, Ms. Cheng Nga Yee, Mr. Cao Guoqi and Mr. Fung Weichang; (ii) one non-executive Director, namely, Mr. Zhang Huaqiao; and (iii) three independent non-executive Directors, namely, Mr. Lee Kin Fai, Mr. Wang Yiming and Mr. Lu Dongcheng.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.ocg.com.hk.