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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)

CHANGE OF SHAREHOLDING INTERESTS OF AN EXECUTIVE DIRECTOR

This voluntary announcement is made by China Smartpay Group Holdings Limited (the “**Company**”). The board of directors of the Company (the “**Board**”) was notified by Mr. Cao Guoqi (“**Mr. Cao**”), an executive director of the Company, that on 17 April 2014, Mr. Cao, through Probest Limited (“**Probest**”), a company wholly-owned by him, acquired 2,130,000 shares of the Company on the secondary market at a consideration of an average price of HK\$1.094 per share (the “**Acquisition**”). Details of the change in the shareholding interests of the Company held by Mr. Cao as a result of the Acquisition are set out as follows:

Capacity	Before the Acquisition		After the Acquisition	
	Number of shares of the Company	Percentage of shareholding	Number of shares of the Company	Percentage of shareholding
Corporate – Interest of Probest	49,140,000 <i>(Note 1)</i>	5.69%	51,270,000 <i>(Note 1)</i>	5.93%
Interest of spouse	<u>770,000 <i>(Note 2)</i></u>	<u>0.09%</u>	<u>770,000 <i>(Note 2)</i></u>	<u>0.09%</u>
Total	<u>49,910,000</u>	<u>5.78%</u>	<u>52,040,000</u>	<u>6.02%</u>

Notes:

1. These shares are held by Probest, a company wholly-owned by Mr. Cao. As Mr. Cao is the controlling shareholder of Probest, he is deemed to be interested in these shares held by Probest under the Securities and Futures Ordinance (the “**SFO**”).
2. These shares are held by Ms. Zheng Lu who is the wife of Mr. Cao. Accordingly, Mr. Cao is deemed to be interested in these shares held by Ms. Zheng Lu under the SFO.

Mr. Cao and the management of the Company may further increase his/their shareholding in the Company when opportunity arises, to the extent as permitted by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and other applicable laws in Hong Kong.

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

Hong Kong, 22 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 Board 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 Board, 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.