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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)

**APPLICATION FOR MASTERCARD INCORPORATED'S
PREPAID CARD PRINCIPAL MEMBERSHIP**

This announcement is made by China Smartpay Group Holdings Limited (the “**Company**”, together with its subsidiary, the “**Group**”) pursuant to Rule 17.10 of 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 Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The board of directors of the Company (the “**Board**”) is pleased to announce that after successfully completing the pre-approval process, the Company submitted a formal application (the “**Application**”) to MasterCard Incorporated (“**MasterCard**”) for the prepaid card principal membership on 29 April 2014. Such membership status, if granted, will enable the Group to issue prepaid cards that can be accepted at the extensive merchant networks of MasterCard.

MasterCard is a technology company in the global payments industry that connects consumers, financial institutions, merchants, governments and businesses worldwide, enabling them to use electronic forms of payment instead of cash and cheques. In 2013, MasterCard processed transactions through its network for its issuer customers in more than 150 currencies in more than 210 countries and territories. The Group is principally engaged in operating the card acceptance business in Thailand, which allows tourists from the People’s Republic of China (the “**PRC**”) to make overseas purchases through convenient payment methods. In view of the MasterCard’s strong worldwide networks and in order to enhance the Group’s product lines for our PRC tourist customers, the Company submitted the Application for the prepaid card principal membership. The Board considers that the Application will create synergy with the Group’s business in Thailand and thus enhance the Group’s profitability. As such, the Application is in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole.

As at the date of this announcement, the Application is still being processed by MasterCard. The Board is confident in obtaining the prepaid card principal membership from MasterCard in the near future and the Company will make further announcement(s) regarding the progress of the Application in accordance with the GEM Listing Rules in a timely manner as and when appropriate.

Shareholders and potential investors should note that the Application may or may not be successful. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

China Smartpay Group Holdings Limited
Zhang Huaqiao
Chairman

Hong Kong, 29 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.