

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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)**

**FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference are made to the announcements of China Smartpay Group Holdings Limited (the “**Company**”) respectively dated 4 November 2013, 25 November 2013, 27 December 2013 and 28 February 2014 (the “**Announcements**”) in relation to, amongst other things, the entering into the Framework Agreement (as supplemented and amended by the Supplemental Agreement of 27 December 2013) and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meaning as those defined in the Announcements unless stated otherwise.

As disclosed in the Announcements, a circular (the “**Circular**”) containing, amongst other things, (i) further information on the Framework Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder; (ii) the accountants’ reports of the PRC Company and the Licence Company prepared by independent accountants; (iii) the valuation report prepared by the Independent Valuer; and (iv) a notice of the EGM, was expected to be despatched by the Company to the Shareholders on or before 30 April 2014. Given that further time is required to finalise the contents of the Circular, including financial information and valuation report, as well as any change in the arrangements under the Framework Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder, it is expected that the despatch of the Circular will be further postponed to a date falling on or before 31 May 2014. The Board noted that all formalities are being carried out smoothly under normal procedures in accordance with the requirements of the relevant regulations.

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

Hong Kong, 30 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](http://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](http://www.ocg.com.hk).*