

APPENDIX 5**FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: China Smartpay Group Holdings Limited

Stock code (ordinary shares): 8325

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 November 2014

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 August 2009

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
Mr. Cheng Nga Ming, Vincent (鄭雅明先生)
Mr. Cao Guoqi (曹國琪先生)
Mr. Fung Weichang (馮煒權先生)
Mr. Xiong Wensen (熊文森先生)

Non-executive Director:
Mr. Zhang Huaqiao (張化橋先生)

Independent non-executive Directors:
Mr. Wang Yiming (王亦鳴先生)
Mr. Lu Dongcheng (魯東成先生)
Dr. Yuan Shumin (袁樹民博士)

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Approximate percentage of issued shares
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	Tian Li Holdings Limited ("Tian Li") <i>(Note)</i>	174,500,000	16.83%
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	Mr. Cheng Nga Ming, Vincent ("Mr. Cheng") <i>(Note)</i>	174,500,000	16.83%
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Note:

Tian Li is owned as to 70% and 30% by Mr. Cheng and Ms. Cheng Nga Yee, the sister of Mr. Cheng, respectively. Accordingly, Mr. Cheng is deemed to be interested in the shares of the Company held by Tian Li pursuant to the Securities and Futures Ordinance.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business: Hong Kong

Office No.15, 38th Floor,
Hong Kong Plaza,
188 Connaught Road West,
Hong Kong

Web-site address (if applicable): <http://www.chinasmartpay.com>

Share registrar: Union Registrars Limited
18/F, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai
Hong Kong

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Auditors: Mazars CPA Limited
 Certified Public Accountants
 42/F, Central Plaza
 18 Harbour Road
 Wanchai
 Hong Kong

B. Business activities

The Company and its subsidiaries are principally engaged in operating the card acceptance business in Thailand and the cross-border e-commerce solution business in Hong Kong and the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue: 1,036,800,000

Par value of ordinary shares in issue: HK\$0.01 per share

Board lot size (in number of shares): 10,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

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Share options granted under the share option scheme of the Company adopted on 14 August 2009:

Date of grant	Exercise price per share option	Number of share options granted (each share option shall entitle the grantee to subscribe for one share of the Company)	Validity period of the share options
7 September 2012	HK\$0.84	6,000,000 (Note 1)	Five years (7 September 2012 to 6 September 2017)
19 November 2013	HK\$1.66	54,000,000 (Note 2)	Five years (19 November 2013 to 18 November 2018)
22 September 2014	HK\$1.55	72,000,000 (Note 2)	Five years (22 September 2014 to 21 September 2019)

Notes:

1. 2,000,000 of the share options will be vested on 6 March 2015.
2. Subject to certain vesting conditions applicable to the relevant grantees as set out in their respective offer letters.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Signed:

Mr. Cheng Nga Ming Vincent (鄭雅明先生)
Director

Mr. Cao Guoqi (曹國琪先生)
Director

Mr. Fung Weichang (馮煒權先生)
Director

Mr. Xiong Wensen (熊文森先生)
Director

Mr. Zhang Huaqiao (張化橋先生)
Director

Mr. Wang Yiming (王亦鳴先生)
Director

Mr. Lu Dongcheng (魯東成先生)
Director

Dr. Yuan Shumin (袁樹民博士)
Director

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*