

*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**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8325)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of China Smartpay Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 15 January 2015 at 16/F, China Building, 29 Queen’s Road Central, Central, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the framework agreement dated 15 October 2014 (the “**Option Framework Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) (as amended and supplemented by the side letter dated 29 December 2014 (the “**Option Framework Side Letter**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification)) entered into among 深圳前海雍勒信息技術服務有限公司 (Shenzhen Qianhai Yongle Information Services Limited\*) (“**Shenzhen Yongle**”), 上海雍勒信息技術有限公司 (Shanghai Yongle Information Technology Limited\*) (“**Shanghai Yongle**”), 微科睿思在線(北京)科技有限公司 (Wei Ke Rui Si Online (Beijing) Technology Company Limited\*) (“**Beijing Weike**”), Mr. Zhang Zebin (“**Mr. Zhang**”), Mr. Lin Xiaofeng and Mr. Wu Mianqing in relation to the exercise of the option (the “**Option**”) to acquire 67% of the equity interests in Beijing Weike granted by Mr. Zhang to Shanghai Yongle pursuant to the agreement dated 9 July 2014 (the “**Option Agreement**”) entered into between Shanghai Yongle and Mr. Zhang and the transactions contemplated thereunder, including but without limitation to:
- (i) the exercise of the Option and the execution of the written notice (the “**Exercise Notice**”) to be served to Mr. Zhang for the exercise of the Option under the Option Agreement;

- (ii) the execution of the shareholders' resolution of Beijing Weike dated 15 October 2014 (the "**Second WK Resolutions**") signed by Mr. Zhang and Shanghai Yongle, and the agreement dated 15 October 2014 (the "**Second WK Articles Amendment Agreement**") entered into between Mr. Zhang and Shanghai Yongle in relation to the proposed amendments to be made to the articles of association of Beijing Weike;
- (iii) the entering into of the supplemental agreements to the Option Agreement dated 15 October 2014 (the "**Option Supplemental Agreement I**") and 29 December 2014 (the "**Option Supplemental Agreement II**") respectively between Shanghai Yongle and Mr. Zhang;
- (iv) the entering into of a loan agreement dated 15 October 2014 (the "**New Third Loan Agreement**") between Shenzhen Yongle and Shanghai Yongle in relation to the provision of a loan in the amount of RMB78.8 million to Shanghai Yongle by Shenzhen Yongle;
- (v) the entering into of a loan agreement (the "**Fourth Loan Agreement**") between Shenzhen Yongle and Shanghai Yongle in relation to the provision of a loan in the amount of RMB169.2 million to Shanghai Yongle upon serving of the Exercise Notice; and
- (vi) the entering into of a sale and purchase agreement (the "**Second WK S&P Agreement**") between Shanghai Yongle and Mr. Zhang following the exercise of the Option for the acquisition of 67% of the equity interests in Beijing Weike by Shanghai Yongle from Mr. Zhang

be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company (the “**Director**”) (or if execution under the common seal of the Company is required, any two Directors) be and is hereby authorised for and on behalf of the Company to do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of implementing, completing and giving effect to the Option Framework Agreement (as amended and supplemented by the Option Framework Side Letter) and the transactions contemplated thereunder (including but without limitation to the exercise of the Option and the execution of the Second WK Resolutions, the Second WK Articles Amendment Agreement, the Option Supplemental Agreement I, the Option Supplemental Agreement II, the New Third Loan Agreement, the Fourth Loan Agreement, the Exercise Notice and the Second WK S&P Agreement), with such amendments, alterations or additions thereto as he may in his absolute discretion think fit, whose signature thereto shall be conclusive evidence of his approval to such amendments, alterations or additions.”

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

Hong Kong, 29 December 2014

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

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

*Notes:*

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Delivery of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy will be deemed to be revoked.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such power or authority), must be deposited at the office of the Hong Kong share registrar of the Company, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Cheng Nga Ming Vincent, Mr. Cao Guoqi, Mr. Fung Weichang and Mr. Xiong Wensen; (ii) one non-executive Director, namely, Mr. Joe Zhang Huaqiao; and (iii) three independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rule 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](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.chinasmartpay.com](http://www.chinasmartpay.com).*