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**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)**

**ENTERING INTO STRATEGIC COOPERATION AGREEMENTS WITH  
HAITONG INTERNATIONAL AND SHANGHAI NIWODAI**

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 10 April 2015, the Company and Shanghai Niwodai entered into the NWD Strategic Cooperation Agreement in respect of the collaboration on exploring and developing internet finance and payment platform.

On 12 April 2015, the Company and Haitong International entered into the HTI Strategic Cooperation Agreement in respect of the collaboration on providing convenient, efficient, and diversified cross-border financial services platform for clients both in- and outside the PRC in accordance with relevant laws and regulations.

The NWD Strategic Cooperation Agreement and the HTI Strategic Cooperation Agreement are strategic cooperations between the Company, Shanghai Niwodai and Haitong International and they may enter into further agreements to set out further details of the cooperation business. Should the entering into of any of such further agreements constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules, the Company will comply with relevant provisions of the GEM Listing Rules accordingly.

This announcement is made by China Smartpay Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) 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 under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

## **THE NWD STRATEGIC COOPERATIVE AGREEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 10 April 2015, the Company and 上海你我貸金融信息服務有限公司 (transliterated as Shanghai Niwodai Financial Information Services Company Limited\*, “**Shanghai Niwodai**”) have entered into a strategic cooperation agreement (the “**NWD Strategic Cooperation Agreement**”) in respect of the collaboration on exploring and developing internet finance and payment platform.

The major terms of the NWD Strategic Cooperation Agreement are set out as the follows:-

Date: 10 April 2015

Parties: The Company  
Shanghai Niwodai

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, Shanghai Niwodai and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Term: The NWD Strategic Cooperation Agreement shall be valid from 1 April 2015 to 31 March 2020 and will be automatically extended for another five years upon expiry unless objected by the parties in writing.

\* For identification purposes only

Major Terms:

The scope of the strategic cooperation between the Company and Shanghai Niwodai is in three stages. In stage one, based on the platform of peer-to-peer (“**P2P**”) internet finance of Shanghai Niwodai, the Company will provide capital custodian clearing and internet payment services to enhance the safety of the capital in internet financing. In stage two, the Company and Shanghai Niwodai will leverage on their financial resources and the experience gained from the strategic cooperation to develop various payment projects in conjunction with the P2P internet financing services and extend the geographical coverage of such services on a nationwide basis in the PRC. In stage three, with the growth in the number of customers’ accounts and the data collected from the usage of the P2P internet finance services, both parties will develop an internal credit rating system in order to facilitate the P2P internet financing services business.

Pursuant to the NWD Strategic Cooperation Agreement, Shanghai Niwodai will be responsible for the operation of internet financing business while the Company will be responsible for the provision of services including internet payment, capital custodian and clearing services to ensure the safety of the capital.

In addition, both Shanghai Niwodai and the Company will be responsible for the design, development, marketing and operation of the collaborated internet financing business and develop the internal credit rating system.

Termination:

The NWD Strategic Cooperation Agreement will be terminated automatically if new agreement(s) in respect of the cooperation contemplated under the NWD Strategic Cooperation Agreement are entered into during the term of the NWD Strategic Cooperation Agreement.

Parties may terminate the NWD Strategic Cooperation Agreement in the following events and claim the relevant damage.

- i) a party materially breaches the standard required for business under the NWD Strategic Cooperation Agreement and fails to rectify immediately, and result in material adverse impact to another party;
- ii) a party materially breaches any of its obligations under the NWD Strategic Cooperation Agreement;
- iii) a party conducts any act which is in breach of the NWD Strategic Cooperation Agreement; and
- iv) a party becomes incapable to operate due to its bankruptcy, deregistration and insolvency pursuant to the applicable laws.

## **THE HTI STRATEGIC COOPERATIVE AGREEMENT**

The Board is pleased to announce that on 12 April 2015, the Company and Haitong International Securities Group Limited (“**Haitong International**”) have entered into a strategic cooperation agreement (the “**HTI Strategic Cooperation Agreement**”) in respect of the collaboration on providing convenient, efficient, and diversified cross-border financial services platform for clients both in- and outside the PRC in accordance with relevant laws and regulations.

The major terms of the HTI Strategic Cooperation Agreement are set out as the follows:-

Date: 12 April 2015

Parties: The Company  
Haitong International

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, Haitong International is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules).

**Term:** The HTI Strategic Cooperation Agreement shall be valid from 1 April 2015 to 31 March 2020 and will be automatically extended for another five years upon expiry unless objected by the parties in writing.

**Major Terms:** The goal of the strategic cooperation is to provide convenient, efficient, and diversified cross-border financial services platform for clients both in- and outside the PRC in accordance with relevant laws and regulations. In the beginning, the platform will serve clients in the PRC with RMB-denominated products both in- and outside the PRC developed by Haitong International. Later, the platform may serve overseas clients with RMB-denominated products in the PRC and may include third-party financial products.

The scope of the strategic cooperation between the Company and Haitong international is in two stages. In stage one, the systems of Haitong International and the Company will be linked up and the Company will be responsible for the provision of clearing and internet payment services. In stage two, the Company and Haitong International will leverage on their financial resources and the experience gained from the strategic cooperation to develop various internet financing and cross-border payment services.

Pursuant to the HTI Strategic Cooperation Agreement, Haitong International will be responsible for the design, development, marketing and operation of the internet financial products related to the cross-border financial services platform while the Company will be responsible for developing relevant electronic payment solutions and the provision of convenient internet payment, cross-border payment and clearing services in accordance with relevant laws and regulations. In addition, both parties will be responsible for the development and maintenance of the customers' data collected from their usage of services.

**Termination:** The HTI Strategic Cooperation Agreement will be terminated automatically if new agreement(s) in respect of the cooperation contemplated under the HTI Strategic Cooperation Agreement are entered into during the term of

the HTI Strategic Cooperation Agreement.

A party may terminate the HTI Strategic Cooperation Agreement in the following events.

- i) When the other party commits fraud or other illegal activities.
- ii) When the other party materially breaches any of its obligations under the HTI Strategic Cooperation Agreement, and failed to rectify before the deadline.
- iii) When the other party becomes incapable to operate due to its bankruptcy, deregistration and insolvency pursuant to the applicable laws.
- iv) When the other party's governance licences and approvals necessary for carrying out the HTI Strategic Cooperation Agreement are cancelled, revoked or expired.
- v) Obligations under the HTI Strategic Cooperation Agreement are unable to carry out due to incompatibility with applicable laws and regulations, any one party can terminate the HTI Strategic Cooperation Agreement.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE NWD STRATEGIC COOPERATION AGREEMENT AND THE HTI STRATEGIC COOPERATION AGREEMENT**

The Group is principally engaged in payment business in the PRC and South East Asia and operates a nationwide prepaid and internet payment network in the PRC.

Haitong International is listed on the main board of the Stock Exchange of Hong Kong Limited (Stock code: 665), and offers brokerage, corporate finance, investment management, fixed income, currency, commodities and structured financing to institutional clients and individual investors globally. Given China's strongly growing demand for internet finance services, The Company strives to establish efficient and sophisticated platforms for both Chinese and international customers. By cooperating with a major financial institution like Haitong International, the Company can leverage its own cross-border capabilities and Haitong International's vast global network to quickly access customers and provide quality internet finance solutions.

Shanghai Niwodai operates an internet finance platform which serves small- and mini-sized companies and individuals with demand for investment and/or financing. Its service network covers more than 100 cities in more than 30 provinces in the PRC. Internet finance offers better utilization of the payment data collected by the Company and can generally increase the attractiveness of the Company's payment solution.

As mentioned in the third quarterly report of the Company for the three months ended 31 December 2014, the Company will gradually shift the strategic focus to payment business in the PRC. The Group will base the PRC payment business on prepaid payment, internet payment, mobile payment and online-offline services. Leveraging the internet financial products of Haitong International and the internet financing technology of Shanghai Niwodai, the Company believes that application of the Company's internet payment services can be broadened and the geographical coverage can also be extended.

The Board believes the entering into of the NWD Strategic Cooperation Agreement and the HTI Strategic Cooperation Agreement is in line with the Group's strategy enabling it to expand its existing services and revenue base and enhance its growth potential. Accordingly, the Board considers the NWD Strategic Cooperation Agreement and the HTI Strategic Cooperation Agreement is in the interest of the Company and its shareholders as a whole.

## **GENERAL**

The NWD Strategic Cooperation Agreement and the HTI Strategic Cooperation Agreement are strategic cooperations between the Company, Shanghai Niwodai and Haitong International and they may enter into further agreements to set out further details of the cooperation business. Should the entering into of any of such further agreements constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules, the Company will comply with relevant provisions of the GEM Listing Rules accordingly.

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

Hong Kong, 12 April 2015

*As at the date of this announcement, the board of the Company comprises (i) five executive Directors, namely, Mr. Cheng Nga Ming Vincent, Mr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen and Mr. Song Xiangping; (ii) one non-executive Director, namely, Mr. 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).*