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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 A STRATEGIC COOPERATION AGREEMENT ON JOINT DEVELOPMENT OF CROSS-BORDER E-COMMERCE AND INTERNET FINANCE IN YUNNAN PROVINCE, SOUTH ASIA AND SOUTH EAST ASIA**

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 13 May 2015 after trading hours, Open Union, Zhongdian Capital (a subsidiary of SASAC of Yunnan Province) and Yunnan Shuangya entered into the Zhongdian Strategic Cooperation Agreement in respect of collaboration on jointly developing cross-border e-commerce and internet finance business in Yunnan Province, South Asia and South East Asia.

The Zhongdian Strategic Cooperation Agreement is a strategic cooperation between Open Union, Zhongdian Capital and Yunan Shuangya 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 ZHONGDIAN STRATEGIC COOPERATIVE AGREEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 13 May 2015 after trading hours, 開聯通支付服務有限公司 (Open Union Payment Services Limited) (the “**Open Union**”), a company incorporated in the People’s Republic of China (the “**PRC**”) which is indirectly held by the Company as to 90% of its equity interests through certain contractual arrangements; HongKong Zhongdian Capital Co., Limited (the “**Zhongdian Capital**”), a company incorporated in Hong Kong; and 雲南雙亞科技有限公司 (Yunnan Shuangya Technology Co. Ltd.\*) (the “**Yunnan Shuangya**”) a company incorporated in the PRC, have entered into a strategic cooperation agreement (the “**Zhongdian Strategic Cooperation Agreement**”) in respect of the collaboration on jointly developing cross-border e-commerce and internet finance business in Yunnan Province, South Asia and South East Asia.

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

Date: 13 May 2015

Parties: Open Union  
Zhongdian Capital  
Yunnan Shuangya

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

Term: The Zhongdian Strategic Cooperation Agreement shall be valid from 13 May 2015.

\* For identification purposes only

Strategic Goal: The goal of the cooperation is to jointly develop cross-border e-commerce and internet finance market in Yunnan Province, Southwest Region of the PRC, South Asia and South East Asia.

Major Terms: Pursuant to the Zhongdian Strategic Cooperation Agreement, the scope of the cooperation will cover six areas including:

- i. creating a multi-function, convenient and secure prepaid card product connecting Yunnan Province, South Asia and South East Asia;
- ii. co-building a comprehensive cross-border e-commerce platform connecting the Southwest Region of the PRC and South East Asia;
- iii. co-building an online factoring business platform catering to the vast cross-border trading market between the PRC and Southeast Asia;
- iv. co-building an online financial leasing platform;
- v. working capital management services for businesses;
- vi. co-developing the mobile payment market.

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

The Group is principally engaged in payment business in the PRC and South East Asia and has completed the acquisition of 90% equity interests in the Open Union which is a licensee of one of the only six Payment Service Licences in the area of internet payment and prepaid payment on a nationwide-basis on 27 January 2015. To further enhance the growth potential of the Group, the Group has been actively looking for cross-border payment and internet finance business opportunities. In connection with the development of the cross-border internet finance services, the Company and Haitong International Securities Group Limited entered into a strategic cooperation agreement in respect of the collaboration on providing convenient, efficient, and diversified cross-border financial services platform for clients both within and outside of the PRC in accordance with relevant laws and regulations, details of which are set out in the announcement of the Company dated 12 April 2015. Furthermore, an

approval has been granted by The People’s Bank of China (“**PBOC**”), Guangzhou Branch, and has been filed for record for the cooperation between Open Union and one of the largest banking corporations in the PRC to conduct cross-border Renminbi settlement services for trading of goods and services by corporations and individuals in the PRC (the “**Approval**”), details of which are set out in the announcement of the Company dated 6 May 2015. Starting from January 2014, the Group is also engaged in cross-border e-commerce business.

Zhongdian Capital is established and controlled by State-owned Assets Supervision and Administration Commission of Yunnan Provincial People’s Government (the “**SASAC of Yunnan Province**”) in order to support the 雲南橋頭堡戰略 (Yunnan Bridgehead Strategy\*) and One Belt, One Road Strategy (一帶一路戰略). As a government subsidiary, Zhongdian Capital enjoys ample political resources and strong financing strength. Yunnan Shuangya has started cooperation with Yunnan International Exposition Bureau (雲南國際博覽事務局) and is responsible for construction of the website of China-South Asia Expo (中國－南亞博覽會).

The Board believes the entering into of the Zhongdian 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, especially in the cross-border internet finance and e-commerce area. Accordingly, the Board considers the Zhongdian Strategic Cooperation Agreement is in the interest of the Company and its shareholders as a whole.

## **GENERAL**

The Zhongdian Strategic Cooperation Agreement is a strategic cooperation between Open Union, Zhongdian Capital and Yunan Shuangya 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, 13 May 2015

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