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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Smartpay Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 29 June 2015 at Unit 809, 8/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions.

ORDINARY RESOLUTIONS

1. “**THAT**

- a. the conditional sale and purchase agreement dated 20 April 2015 (the “**Sale and Purchase Agreement**”) entered into between Mr. Zhang Junzhen, Mr. Ru Tianshu, Mr. Shan Wei Dong, Mr. Li Dong Hai, and Mr. Fan Peng Kun (collectively, the “**Vendors**”) as vendors and Firm Idea Limited, a direct wholly owned subsidiary of the Company, as purchaser in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of AE Investment Consulting Limited for the initial consideration of HK\$300,000,000 (subject to downward adjustments), (a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- b. the allotment and issue of an aggregate of up to 58,139,534 new shares (“**Consideration Shares**”) of HK\$0.01 par value each in the capital of the Company at an issue price of HK\$2.15 per Consideration Share to the Vendors, in accordance with the terms and conditions of the Sale and Purchase Agreement be and is hereby approved and the Consideration Shares shall, when allotted and issued, rank pari passu in all respects with the existing shares (the “**Shares**”) of the Company in issue at the date of allotment of such Consideration Shares and further that the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Consideration Shares, credited as fully paid, pursuant to the Sale and Purchase Agreement and such specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to passing of this resolution; and

- c. any one of the Directors (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 Sale and Purchase Agreement and the transactions contemplated thereunder, 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.”

2. “**THAT**

- a. the subscription agreement dated 20 April 2015 (the “**Subscription Agreement**”) entered into between the Company and the Vendors in respect of the issue of an aggregate of 63,953,488 fully paid new Shares (the “**Subscription Shares**”) of HK\$0.01 par value each in the capital of the Company at an issue price of HK\$2.15 per Subscription Share to the Vendors (a copy of which has been produced to the Meeting marked “B” and initialled by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- b. the allotment and issue of an aggregate of 63,953,488 Subscription Shares to the Vendors, in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved and the Subscription Shares shall, when allotted and issued, rank pari passu in all respects with the existing Shares in issue

at the date of allotment of such Subscription Shares and further that the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares, credited as fully paid, pursuant to the Subscription Agreement and such specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to passing of this resolution; and

- c. any one of the Directors (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 Subscription Agreement and the transactions contemplated thereunder, 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.”

3. **“THAT**

- a. the grant of the 20,000,000 Share Options (the **“Mr. Zhang’s Share Options”**) by the Company under the share option scheme adopted by the Company on 14 August 2009 (the scheme mandate limit of which was refreshed pursuant to an ordinary resolution of the shareholders of the Company passed on 25 February 2015) (the **“Share Option Scheme”**) to Mr. Zhang Huaqiao (**“Mr. Zhang”**) to subscribe for 20,000,000 Shares at the subscription price of HK\$2.22 per Share (subject to adjustments pursuant to the Share Option Scheme) subject to such conditions (if any) on the exercise of the Mr. Zhang’s Share Options as stipulated in the offer letter issued pursuant to the Share Option Scheme and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- b. any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he may in his opinion be necessary, desirable or expedient in connection with the grant of the Mr. Zhang’s Share Options to Mr. Zhang and the transactions contemplated thereunder.”

4. **“THAT**

- a. the grant of the 5,000,000 Share Options (the **”Mr. Xiong’s Share Options”**) by the Company under the Share Option Scheme to Mr. Xiong Wensen (**“Mr. Xiong”**) to subscribe for 5,000,000 Shares at the subscription price of HK\$2.22 per Share (subject to adjustments pursuant to the Share Option Scheme) subject to such conditions (if any) on the exercise of the Mr. Xiong’s Share Options as stipulated in the offer letter issued pursuant to the Share Option Scheme and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- b. any Director(s) be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as he may in his opinion be necessary, desirable or expedient in connection with the grant of the Mr. Xiong’s Share Options to Mr. Xiong and the transactions contemplated thereunder.”

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

Hong Kong, 12 June 2015

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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 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 for at least 7 days from the date of its posting and on the Company’s website at www.chinasmartpay.com.