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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 an extraordinary general meeting (the “EGM”) of China Smartpay Group Holdings Limited (the “Company”) will be held at 11:00 a.m. on Monday, 14 December 2015 at Office No. 01, 31st Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the Subscription Agreement (as defined in the circular of the Company dated 27 November 2015 (the “Circular”)) (a copy of the which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 20 October 2015 entered into among (i) the Company; (ii) 上海陸家嘴金融發展有限公司 (transliterated as Shanghai Lujiazui Financial Development Company Limited*) and 上海陸家嘴股權投資基金合夥企業(有限合夥) (transliterated as Shanghai Lujiazui Equity Investment Fund Limited Partnership*) as subscribers (together, the “Subscribers”); and (iii) Dr. Cao Guoqi as guarantor, in relation to the subscription by the Subscribers (and/or the Designated Subsidiary (as defined in the Circular)) for a total number of 422,809,720 new ordinary shares of the Company (the “Subscription Share(s)”) at the subscription price of HK\$1.90 per Subscription Share(s), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

* *for identification purpose only*

- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement, where such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue and the 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 the passing of this resolution; and
- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

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

Hong Kong, 27 November 2015

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. 01
31st 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, Wanchai, 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 notice, the Board of Directors of the Company comprise five executive Directors, namely Mr. Zhang Huaqiao, Dr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen, and Mr. Song Xiangping and three independent non-executive Directors, namely Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.