

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Oriental City Group Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Unit 3202, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong, at 11:00 a.m. on Monday, 17 February 2014 are set out on pages EGM-1 to EGM-2.

Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person in the EGM or any adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

24 January 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:-

“Announcement”	the announcement of the Company dated 15 January 2014 in relation to the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Oriental City Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM (Stock Code: 8325)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on Monday, 17 February 2014 to consider and approve, among other things, the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 January 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Change of Company Name”	the proposed change of the Company’s name from “Oriental City Group Holdings Limited” to “China Smartpay Group Holdings Limited” and the adoption of “中國支付通集團控股有限公司” as the new foreign name of the Company to replace “奧思知集團控股有限公司”

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



奧思知集團
Oriental City Group
Oriental City Group Holdings Limited
奧思知集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8325)

Executive Directors:

Mr. Cheng Nga Ming Vincent (*Chairman*)
Ms. Cheng Nga Yee
Mr. Cao Guoqi
Mr. Fung Weichang

Non-executive Director:

Mr. Zhang Huaqiao

Independent Non-executive Directors:

Mr. Lee Kin Fai
Mr. Wang Yiming
Mr. Lu Dongcheng

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:*

Unit 3202, Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

24 January 2014

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

References are made to the Announcement in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the EGM for the Proposed Change of Company Name and to give you the notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Oriental City Group Holdings Limited” to “China Smartpay Group Holdings Limited” and to adopt “中國支付通集團控股有限公司” as the new foreign name of the Company to replace “奧思知集團控股有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the use of the new name and the new foreign name by the Company and issuing a related certificate of incorporation on change of name to the Company.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the issuance of the related certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Besides, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares on GEM will also be changed after the Proposed Change of Company Name becoming effective.

Reasons for the Proposed Change of Company Name

The Group is principally engaged in operating the card acceptance business in Thailand. The Board considers that the proposed new names can better reflect its future business strategies and development and provide the Company with a fresh new corporate identity and image. The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present names of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new names of the Company. Once the Proposed Change of Company Name becoming effective, new certificates of securities will be issued only in the new names of the Company.

LETTER FROM THE BOARD

EGM

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

At the EGM, a special resolution approving the Proposed Change of Company Name will be proposed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the special resolution to be proposed at the EGM will be taken by poll.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective dates of the Proposed Change of Company Name, and the new stock short names of the Company under which the Shares will be traded on GEM.

For the purpose of determining the entitlements of the Shareholders to vote at the EGM, the register of members of the Company will be closed from Thursday, 13 February 2014 to Monday, 17 February 2014 (both days inclusive). As such, in order to attend and vote at the EGM, Shareholders must lodge any transfers of Shares (with the relevant share certificates) with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration by no later than 4:30 p.m. on Wednesday, 12 February 2014.

RECOMMENDATION

The Board believes that the Proposed Change of Company Name as set out in this circular is in the best interests of the Company and the Shareholders as a whole and accordingly the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

By order of the Board
Oriental City Group Holdings Limited
Cheng Nga Ming Vincent
Chairman

NOTICE OF EGM



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Oriental City Group Holdings Limited (“Company”) will be held at 11:00 a.m. on Monday, 17 February 2014 at Unit 3202, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Oriental City Group Holdings Limited” to “China Smartpay Group Holdings Limited” and “中國支付通集團控股有限公司” be adopted as the new foreign name of the Company to replace “奧思知集團控股有限公司”, and that any one of the directors of the Company (the “Directors”) be and is hereby authorised to attend to any necessary registration and/or filing for and on behalf of the Company and do all such acts and things and execute all such documents and make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient in connection with the implementation of or to giving effect to the aforesaid and the transactions contemplated hereunder.”

By order of the Board
Oriental City Group Holdings Limited
Cheng Nga Ming Vincent
Chairman

Hong Kong, 24 January 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:*
Unit 3202, Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

NOTICE OF EGM

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 Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, 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.
- (4) The register of members of the Company will be closed from Thursday, 13 February 2014 to Monday, 17 February 2014, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to ascertain the right to attend the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at the above address not later than 4:30 p.m. on Wednesday, 12 February 2014.

As at the date of this circular, the Board comprises (i) four executive Directors, namely, Mr. Cheng Nga Ming Vincent, Ms. Cheng Nga Yee, Mr. Cao Guoqi and Mr. Fung Weichang; (ii) one non-executive Director, namely, Mr. Zhang Huaqiao; and (iii) three independent non-executive Directors, namely, Mr. Lee Kin Fai, Mr. Wang Yiming and Mr. Lu Dongcheng.