

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company. This announcement does not constitute and is not an offer to sell or the solicitation of an offer to buy any securities referred to in this announcement in the United States of America or elsewhere.

The Company has not registered and does not intend to register any of these securities under the US Securities Act of 1933, as amended (the “US Securities Act”) and such securities may not be offered or sold in the United States of America absent registration under the US Securities Act or an exemption from registration.



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)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
THE THAILAND BUSINESS OF THE GROUP
ON THE GEM OF THE STOCK EXCHANGE**

**POST HEARING INFORMATION PACK
AND
BASIS OF PREFERENTIAL ENTITLEMENT OF
QUALIFYING SHAREHOLDERS IN THE PREFERENTIAL OFFER**

INTRODUCTION

This announcement is made pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcements made by the Company dated 3 December 2017, 14 February 2018, 11 September 2018 and 13 September 2018, respectively, relating to the Proposed Spin-off (collectively the “**Announcement(s)**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

POST HEARING INFORMATION PACK

The Board is pleased to announce that on 24 September 2018, OPG has submitted the PHIP to the Stock Exchange for publication on the Stock Exchange's website. The Directors expect that the PHIP will be available for download and view from the Stock Exchange's website at <http://www.hkexnews.hk> on 25 September 2018.

The PHIP contains, among other things, certain business and financial information relating to the OPG Group. Shareholders should note that the PHIP is in draft form and the information contained in it may be incomplete and is subject to change which can be material. The Company does not have any obligation or liability whatsoever in relation to the PHIP.

BASIS OF THE PREFERENTIAL ENTITLEMENT OF QUALIFYING SHAREHOLDERS IN THE PREFERENTIAL OFFER

In order to enable Qualifying Shareholders to participate in the Share Offer on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the OPG Shares on GEM and the Share Offer becoming unconditional, Qualifying Shareholders are being invited to apply for a maximum of such number of OPG Shares in the Preferential Offer as representing approximately 8.89% and 8% of the Offer Shares available under the Placing and the Share Offer, respectively (assuming that the offer size adjustment option as described in the Prospectus is not exercised) as Preferential Entitlement. The OPG Shares in the Preferential Offer are being offered out of the Offer Shares under the Placing and are not subject to reallocation as described in the Prospectus. In the event the offer size adjustment option as described in the Prospectus is exercised, the number of OPG Shares under the Preferential Offer will not change.

The basis of the Preferential Entitlement is one OPG Share for every integral multiple of 82 Shares held by Qualifying Shareholders as at 4:00 p.m. on Wednesday, 26 September 2018, being the Record Date.

Qualifying Shareholders who hold less than 82 Shares as at 4:00 p.m. on the Record Date and therefore will not have a Preferential Entitlement to the OPG Shares will still be entitled to participate in the Preferential Offer by applying for excess OPG Shares under the Preferential Offer only.

Qualifying Shareholders should note that their Preferential Entitlement to the OPG Shares may not represent a full board lot of OPG Shares. The OPG Shares allocated to the Qualifying Shareholders will be rounded down to the closest whole number if required, and dealings in odd lots of the OPG Shares may be at a price below the prevailing market price for full board lots.

The Preferential Entitlement of Qualifying Shareholders to the OPG Shares under the Preferential Offer is not transferable and there will be no trading in nil-paid entitlements on the Stock Exchange.

Qualifying Shareholders may apply for a number of OPG Shares under the Preferential Offer which is greater than, less than or equal to their Preferential Entitlement under the Preferential Offer. A valid application for a number of such OPG Shares which is less than or equal to a Qualifying Shareholder's Preferential Entitlement under the Preferential Offer will be accepted in full, subject to the terms and conditions set out in the BLUE Application Form(s) and assuming that the conditions of the Share Offer are satisfied.

Where a Qualifying Shareholder applies for a number of OPG Shares under the Preferential Offer which is greater than the Qualifying Shareholder's Preferential Entitlement under the Preferential Offer, the relevant Preferential Entitlement will be satisfied in full (subject to the terms and conditions mentioned above) but the excess portion of such application will only be met to the extent that there are sufficient Available OPG Shares resulting from other Qualifying Shareholders declining to take up some or all of their Preferential Entitlement by way of allocation on a fair and reasonable basis.

If the Preferential Offer proceeds, details of the Preferential Offer, including the terms and conditions for applications (including excess applications) for OPG Shares under the Preferential Offer, will be set out in the Prospectus and the accompanying BLUE Application Form(s).

Shareholders are reminded that the Record Date, as stated in the announcements of the Company respectively dated 11 September 2018 and 13 September 2018, is Wednesday, 26 September 2018. The register of members of the Company will be closed on Wednesday, 26 September 2018 and no transfers of Shares will be registered on that day.

GENERAL

The Board wishes to emphasise that notwithstanding this announcement of the basis of Preferential Entitlement of Qualifying Shareholders in the Preferential Offer, the Listing and the final structure of the Proposed Spin-off are subject to, among others, the approval of the Stock Exchange, final decision of the Board, market conditions and other considerations.

Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place and, if so, when they may take place. Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.

Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

The Company will make further announcement(s) in relation to the Proposed Spin-off and the Listing in accordance with the requirements of the GEM Listing Rules as and when appropriate.

DEFINITIONS

- “Available OPG Shares”** the OPG Shares available under the Preferential Offer not taken up by the Qualifying Shareholders’ Preferential Entitlement
- “BLUE Application Form(s)”** the application form(s) to be sent to Qualifying Shareholders to subscribe for the OPG Shares pursuant to the Preferential Offer
- “Offer Price”** the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% payable thereon) at which the Offer Shares are to be offered for subscription pursuant to the Share Offer
- “Offer Share(s)”** the OPG Shares offered under the Share Offer, together where relevant, with any additional OPG Share(s) issued pursuant to the exercise of the offer size adjustment option as described in the Prospectus
- “OPG Group”** OPG and its subsidiaries
- “PHIP”** the post hearing information pack of OPG
- “Placing”** the conditional placing of the Offer Shares at the Offer Price to selected professional, institutional and other investors, details of which are described in the Prospectus
- “SFC”** the Securities and Futures Commission of Hong Kong

By Order of the Board
China Smartpay Group Holdings Limited
Yan Dinggui
Executive Deputy Chairman

Hong Kong, 24 September 2018

As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Yan Dinggui, Dr. Cao Guoqi, Mr. Fung Weichang and Mr. Song Xiangping; (ii) two non-executive Directors, namely, Mr. Zhang Huaqiao and Mr. Xie Zhichun; and (iii) four independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng, Dr. Yuan Shumin and Dr. Zhou Jinhuang.

This announcement, 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 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 <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://www.chinasmartpay.com>.