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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)**

## **THE FIFTH SUPPLEMENTAL AGREEMENT IN RELATION TO DISPOSAL OF LISTED SECURITIES**

Reference is made to the announcements (the “**Announcements**”) of China Smartpay Group Holdings Limited (the “**Company**”) dated 28 September 2017, 8 February 2018, 8 May 2018, 27 June 2018 and 10 September 2018, respectively, in relation to, among other things, the entering into of a share disposal agreement and four supplemental agreements. Unless otherwise defined, all capitalised terms used herein shall have the same meaning as those defined in the Announcements.

### **THE FIFTH SUPPLEMENTAL AGREEMENT**

On 9 November 2018, the Vendor and the Purchaser entered into the fifth supplemental agreement (the “**Fifth Supplemental Agreement**”) to the Share Disposal Agreement to amend certain terms of the Share Disposal Agreement, pursuant to which:

- (i) the Final Completion Date shall be extended from 10 November 2018 to 15 February 2019 (or such other date as agreed by the Vendor and the Purchaser in writing); and
- (ii) the Purchaser shall pay an additional deposit for the Disposal in the amount of HK\$1,000,000 to the Vendor on the third Business Day from the date of the Fifth Supplemental Agreement. In the event the Purchaser is in breach of the terms of the Share Disposal Agreement, the Purchaser cannot proceed with Completion in accordance with the terms of the Share Disposal Agreement or the Share Disposal Agreement terminates, the Purchaser shall forfeit such deposit to the Vendor.

Save and except for the aforementioned amendments in the Fifth Supplemental Agreement, all other terms and conditions of the Share Disposal Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement) shall remain unchanged and continue to be in full force and effect.

## REASONS FOR ENTERING INTO THE FIFTH SUPPLEMENTAL AGREEMENT

The terms of the Fifth Supplemental Agreement were agreed between the Vendor and the Purchaser after arm's length negotiations. The Purchaser has informed the Vendor that additional time is needed to fulfill his responsibility under the Share Disposal Agreement.

The Directors are of the view that the amendments contemplated under the Fifth Supplemental Agreement would not have any material impact on the financial position of the Company. It would provide for a larger net gain upon settlement (since the Vendor is entitled to charge the Purchaser an interest on extension on the consideration of the Sale Shares which have not yet been transacted) and is therefore in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 9 November 2018

*As the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. Yan Dinggui, Dr. Cao Guoqi and Mr. Song Xiangping; (ii) one non-executive Director, namely, Mr. Zhang Huaqiao; 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 Rules Governing the Listing of Securities on GEM of the Stock Exchange 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).*