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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 Office No. 01, 31st Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong on Friday, 12 June 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing and approving (with or without amendments) the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional sale and purchase agreement dated 13 March 2020 (the “**SPA**”) entered into among the Company as vendor and each of Geerong (HK) Limited and Oak Bay International Limited (the “**Purchasers**”) as purchasers (as amended by the supplemental agreement dated 8 May 2020 to the SPA entered into among the same parties (the “**Supplemental Agreement**”) in relation to the disposal of an aggregate of 75 ordinary shares of Keen Best Investments Limited (the “**Target Company**”) for the total consideration of HK225,000,000 upon and subject to the terms and conditions as set out therein (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder (the “**Disposal**”) be and are hereby approved, confirmed and/or ratified (as the case may be);
- (b) the entering into of the shareholders’ agreement (the “**Shareholders’ Agreement**”) among the Company, the Target Company and the Purchasers in relation to their respective rights and obligations in the Target Company upon completion of the Disposal and the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be); and

- (c) any one director of the Company (“**Director(s)**”) (if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised for and on behalf of the Company to sign and execute, and when required, to affix the common seal of the Company, to deliver any documents, instruments or agreements and to do all such acts and things and to take all such steps which, in the opinion of such Director, may be necessary, desirable or expedient to implement and/or give effect to the SPA (as amended by the Supplemental Agreement) and the transactions contemplated thereunder (including but not limited to the entering into of the Shareholders’ Agreement) and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.”

By Order of the Board  
**China Smartpay Group Holdings Limited**  
**Song Qian**  
*Chairlady*

Hong Kong, 22 May 2020

*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 shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy(ies) (if he/she/it is the holder of two or more shares of the Company) to attend and to vote on a poll instead of him/her/it at the EGM and the appointment shall specify the number of shares in respect of which such proxy is so appointed. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, the vote of the person so present whose name stands first on the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint registered holders.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with the Company's Hong Kong share registrar and transfer office (the "**Share Registrar**"), Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if such shareholder of the Company so wishes and, in such event, the form of proxy shall be deemed to be revoked.
5. The resolution set out in this notice of EGM will be put to shareholders of the Company to vote taken by way of a poll (except where the chairman decides to allow a resolution relating to a purely procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.
6. If Typhoon Signal No.8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong at any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at [www.chinasmartpay.com](http://www.chinasmartpay.com) and on the GEM website at [www.hkgem.com](http://www.hkgem.com) to notify its shareholders of the date, time and venue of the rescheduled meeting.
7. For determining the entitlement to attend and vote at the EGM, the record date will be Monday, 8 June 2020. In order to be eligible to attend and vote at the EGM, all unregistered holders of shares of the Company shall ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 8 June 2020.

*As at the date of this announcement, the board of Directors comprises (i) five executive Directors, namely, Mr. Yan Dinggui, Ms. Song Qian, Mr. Song Xiangping, Mr. Lin Xiaofeng and Mr. Liu Liang; and (ii) three independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.*

*This announcement, for which all 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 Listed Company Information" 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 website of the Company at [www.chinasmartpay.com](http://www.chinasmartpay.com).*