

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: _____

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Company name: China Smartpay Group Holdings Limited
中國支付通集團控股有限公司

Stock code (ordinary shares): 8325

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 27 November 2023

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 August 2009

Name of Sponsor(s): Nil

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
Mr. Zhang Xi (張曦先生)
Mr. Wu Hao (吳昊先生)
Mr. Lin Xiaofeng (林曉峰先生)
Mr. Song Xiangping (宋湘平先生)
Ms. Li Xiaojie (李筱潔女士)
Ms. Huang Yuyun (黃鈺云女士)
Mr. Wei Ming (魏明先生)

Non-executive Directors:
Mr. Li Lianjun (李連軍先生)
Mr. Yi Tao (弋濤先生)
Mr. Yang Wensheng

Independent non-executive Directors:
Mr. Wang Yiming (王亦鳴先生)
Mr. Lu Dongcheng (魯東成先生)
Dr. Yuan Shumin (袁樹民博士)
Ms. Angela Tang Sok Wai (鄧淑慧女士)
Dr. Lowe Chun Yip (婁振業博士)
Ms. Ting Cheuk Ki (丁芍棋女士)

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Shareholders	Number of shares ("Shares") of the Company held	Approximate Percentage of issued share capital
Mr. Zhang Chang ("Mr. Zhang") (Note 1)	530,320,000	22.40%
Vered Capital Limited ("Vered Capital") (Note 2)	260,090,000	10.99%
Mr. Zhang Liyun (Note 3)	190,000,000	8.02%

Note:

1. Out of these 530,320,000 Shares, 93,090,000 Shares were directly held by Mr. Zhang, whereas the remaining 437,230,000 Shares were held by Sino Starlet Limited ("Sino Starlet"), which is in turn wholly owned by Mr. Zhang, as disclosed in the disclosure of interests notice filed by Mr. Zhang on 21 October 2021. As such, Mr. Zhang was deemed to be interested in these 437,230,000 Shares held by Sino Starlet pursuant to Part XV under the Securities and Futures Ordinance (Cap. 571, laws of Hong Kong).
2. As disclosed in the disclosure of interest notices filed by Vered Capital on 29 August 2018, Vered Capital acquired the security interests of 170,000,000 Shares from Sino Starlet and 90,090,000 Shares from Mr. Zhang, respectively, on 27 July 2018.
3. As disclosed in the disclosure of interest notice filed by Mr. Zhang Liyun on 10 October 2023, Mr. Zhang Liyun acquired the interests of 190,000,000 Shares on 5 October 2023 as he was given the Shares by virtue of surrender of rights to shares/debentures. Such Shares were held by Mr. Zhang Jinsong as a nominee for Mr. Zhang Liyun as disclosed in the disclosure of interest notice filed by Mr. Zhang Jinsong on 10 October 2023.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

Nil

Financial year end date:

31 March

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Registered address: Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business: 23/F, Connaught Marina, 48 Connaught Road West, Sheung Wan, Hong Kong

Web-site address (if applicable): <http://www.chinasmartpay.com>

Share registrar: Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

Auditors: Mazars CPA Limited
Certified Public Accountants
42/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in operating prepaid cards and internet payment business in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue: 2,367,618,693

Par value of ordinary shares in issue: HK\$0.01 per share

Board lot size (in number of shares): 10,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

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No. of shares falling to be issued upon N/A
the exercise of outstanding warrants: _____

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Date of grant	Exercise price per share option	Number of share options granted (each share option shall entitle the grantee to subscribe for one share of the Company)	Validity period of the share options
23 August 2021	HK\$0.2	197,300,000 (Note 1)	Three years (23 August 2021 to 22 August 2024)

Note:

1. One third of the share options had been vested on 23 August 2022, another one third of the share options had been vested on 23 August 2023 and the remaining of the share options shall be vested on 15 August 2024.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Mr. Zhang Xi

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Zhang Xi
(Name) _____

Title: Director
(Director, secretary or other duly authorised officer) _____

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.