

**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: \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

**Company name:** China Smartpay Group Holdings Limited

**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 23 September 2019

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 August 2009

Name of Sponsor(s): N/A

Names of directors:

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

***Executive Directors:***

Mr. Yan Dinggui (嚴定貴先生)

Dr. Cao Guoqi (曹國琪博士)

Mr. Song Xiangping (宋湘平先生)

***Non-executive Director:***

Mr. Zhang Huaqiao (張化橋先生)

***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)

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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

Shareholder	No. of Share held	Percentage of issued share capital
Mr. Yan Dinggui (“Mr. Yan”) ( <i>Note 1</i> )	490,019,430	29.80%
Mr. Zhang Chang (“Mr. Zhang”) ( <i>Note 2</i> )	263,090,000	16.00%

*Note:*

1. *Mr. Yan Dinggui directly holds 75% of the issued share capital of 上海嘉銀金融服務有限公司, which in turn holds 100% of the issued share capital of 上海嘉凝信息技術有限公司, which in turn holds 100% of the issued share capital of Jiayin Asia Limited, which in turn holds 100% of the issued share capital of Bright New Vision Inc., which in turn holds 100% of the issued share capital of Invech Holdings Limited. Therefore, Mr. Yan Dinggui is taken to be interested in the number of Shares held by Invech Holdings Limited pursuant to Part XV of the SFO.*
2. *Of 263,090,000 Shares, 170,000,000 Shares are held by Sino Starlet Limited (“Sino Starlet”) which in turn is wholly owned by Mr. Zhang, as disclosed in the disclosure of interests notice submitted by Mr. Zhang on 30 May 2018. As Mr. Zhang is the controlling shareholder of Sino Starlet, he is deemed to be interested in these 170,000,000 Shares held by Sino Starlet under the SFO.*

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

N/A

Financial year end date:

31 March

Registered address:

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

Head office and principal place of business:

Office No. 01, 31st Floor  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

Web-site address (if applicable):

<http://www.chinasmartpay.com>

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Share registrar: Union Registrars Limited  
 Suites 3301-04, 33/F  
 Two Chinacham 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**

The Company and its subsidiaries are principally engaged in operating prepaid cards and internet payment business; prestige benefits business; internet micro-credit business and merchant acquiring business

**C. Ordinary shares**

Number of ordinary shares in issue: 1,644,188,693

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: None

**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

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

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**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).*

<b>Date of grant</b>	<b>Exercise price per share option</b>	<b>Number of share options granted (each share option shall entitle the grantee to subscribe for one share of the Company)</b>	<b>Validity period of the share options</b>
21 April 2015	HK\$2.22	45,000,000 <i>(Note 1)</i>	Five years (21 April 2015 to 20 April 2020)
1 September 2016	HK\$1.68	92,000,000 <i>(Note 2)</i>	Five years (2 September 2016 to 31 August 2021)

*Notes:*

1. 15,000,000 Share options have been vested on 21 April 2016; 15,000,000 Share options have been vested on 21 April 2017 and 15,000,000 Share options have been vested on 21 April 2018.
2. 30,666,666 Share options have been vested on 1 September 2017 and 61,333,334 shall be vested on the 1st day of each month over a period of three years commencing from 1 September 2018 in equal portions.

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

N/A

**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.

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Signed:

Mr. Yan Dinggui (嚴定貴先生)

Director

Dr. Cao Guoqi (曹國琪博士)

Director

Mr. Song Xiangping (宋湘平先生)

Director

Mr. Zhang Huaqiao (張化橋先生)

Director

Mr. Wang Yiming (王亦鳴先生)

Director

Mr. Lu Dongcheng (魯東成先生)

Director

Dr. Yuan Shumin (袁樹民博士)

Director

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *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, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*