

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

Case Number: 20210621-F08325-0002

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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 [30] June 2021.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 August 2009

Name of Sponsor(s): Nil

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

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	Shareholders	Number of shares ("Shares") of the Company held	Approximate Percentage of issued share capital
	Mr. Zhang Chang ("Mr. Zhang") (Note 1)	263,090,000	11.11%

Note:

1. Out of these 263,090,000 Shares, 93,090,000 Shares are directly held by Mr. Zhang, whereas the remaining 170,000,000 Shares are 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 7 January 2021. As such, Mr. Zhang is deemed to be interested in these 263,090,000 Shares, respectively, held by Sino Starlet and himself pursuant to Part XV under the Securities and Futures Ordinance (Cap. 571, laws of Hong Kong). In addition, as disclosed in the disclosure of interest notices both filed by Vered Capital Limited ("**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.

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

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Auditors: Mazars CPA Limited
Certified Public Accountants
42/F, Central Plaza
18 Harbour Road
Wan Chai
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 and prestige benefits business in the People's Republic of China and merchant acquiring business in Thailand.

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

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

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

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1 September 2016	HK\$1.68	21,000,000 (Note 1)	Five years (1 September 2016 to 31 August 2021)
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Note:

1. One third of the share options have been vested on 1 September 2017 and the remaining of the share options 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.

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.