

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)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號 : 8325)

1 September 2014

Dear Shareholders,

China Smartpay Group Holdings Limited (the “Company”)

Letter to Existing Registered Shareholders – Notice of Publication of Circular dated 1 September 2014 in relation to Major Transaction in respect of the entering into of the New Framework Agreement together with the Notice of Extraordinary General Meeting to be held on Thursday, 18 September 2014 (the “EGM”) and Proxy Form for the EGM (collectively the “Current Corporate Communication”)

We are pleased to inform you that the English and Chinese versions of the Current Corporate Communication of the Company are available on the Company’s website at <http://www.chinasmartpay.com> and the website of Hong Kong Exchanges and Clearing Limited (“HKEx”) at <http://www.hkexnews.hk>. You may access the Current Corporate Communication by clicking “Investor Relations” on the home page of the Company’s website or by searching under “Listed Company Information” on the website of HKEx.

Both the English and Chinese versions of the Circular are bound together into one book. If you would like to receive printed version(s) of the Current Corporate Communication and future Corporate Communication ^(Note) of the Company, please complete the Change Request Form on the reverse side of this letter and send it to the Company’s Hong Kong Share Registrar (the “Share Registrar”), Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. If you post the Change Request Form in Hong Kong, you may use the mailing label at the bottom of the Change Request Form and need not affix a stamp. Otherwise, please affix an appropriate stamp. You may also send your request to ocg@unionregistrars.com.hk.

If for any reason you have difficulty in receiving or gaining access to the website version of the Current Corporate Communication posted on the Company’s website, we shall upon your notice send the Current Corporate Communication in printed form to you free of charge as soon as possible. Should you have any queries in relation to this letter, please call the Company’s Share Registrar at Tel: (852) 2849 3399 during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding public holidays.

Yours faithfully,

For and on behalf of

China Smartpay Group Holdings Limited

Zhang Huaqiao

Chairman

Note : Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of any of the Company’s securities, including but not limited to (a) the directors’ report and its annual accounts together with a copy of the auditors’ report thereon and, where applicable, its summary financial report; (b) the half-year report and, where applicable, its summary half-year report; (c) the quarterly report; (d) a notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form.

致各位股東：

中國支付通集團控股有限公司（「本公司」）

致現有登記股東之函件 – 日期為2014年9月1日的通函有關主要交易新框架協議之訂立及將於2014年9月18日（星期四）舉行之股東特別大會（「股東特別大會」）之通告及股東特別大會之代表委任表格（統稱「本次公司通訊」）之發佈通知

本公司欣然知會閣下本次公司通訊的英文及中文版本已上載於本公司網站 <http://www.chinasmartpay.com> 及香港交易及結算有限公司（「香港交易所」）披露易網站 <http://www.hkexnews.hk>。請在本公司網站主頁按「投資者關係」一項或在香港交易所披露易網站於「上市公司公告」項下搜尋及下載本次公司通訊。

通函的英文及中文版本乃共同列印為一本書冊。如閣下欲收取本次公司通訊及本公司日後之公司通訊 ^(附註) 之印刷本，請填妥本函背面的「變更申請表」及簽署，然後將「變更申請表」寄回本公司香港股份過戶登記處（「股份過戶登記處」），聯合證券登記有限公司，地址為香港灣仔駱克道 33 號中央廣場福利商業中心 18 樓。倘若閣下在香港投寄「變更申請表」，可使用「變更申請表」下方的郵寄標籤而毋須貼上郵票；否則請貼上適當的郵票。閣下亦可電郵至 ocg@unionregistrars.com.hk 提出要求。

閣下如因任何理由以致在收取或接收登載本公司網站上的本次公司通訊遇到困難，本公司將於接到閣下通知後，盡快向閣下寄發本次公司通訊之印刷本，費用全免。

若閣下對此信函有任何疑問，請在辦公時間（星期一至星期五上午九時正至下午五時正，公眾假期除外）內致電本公司股份過戶登記處，電話（852）2849 3399。

代表

中國支付通集團控股有限公司

主席

張化橋

謹啟

二零一四年九月一日

附註：公司通訊指由本公司發出或將予發出以供本公司任何證券的持有人參照或採取行動的任何文件，其中包括但不限於：(a) 董事會報告及本公司的年度賬目連同核數師報告；以及（如適用）財務摘要報告；(b) 半年度報告；以及（如適用）半年度摘要報告；(c) 季度報告；(d) 會議通告；(e) 上市文件；(f) 通函；及 (g) 委派代表書。

Change Request Form 變更申請表

To: **China Smartpay Group Holdings Limited (the "Company")**
(Stock Code: 8325)
c/o Union Registrars Limited
18th Floor, Fook Lee Commercial Centre,
Town Place, 33 Lockhart Road,
Wanchai, Hong Kong

致：中國支付通集團控股有限公司（「本公司」或「貴公司」）
（股份代號：8325）
經聯合證券登記有限公司
香港灣仔駱克道33號中央廣場
福利商業中心18樓

Part A – To receive the printed version of the Current Corporate Communication 甲部 – 收取本次公司通訊之印刷本

I/We have chosen (or are deemed to have consented) to read the Current Corporate Communication posted on the Company's website, but I/we would like to receive the printed version of the Current Corporate Communication of the Company.

本人/我們已選擇（或被視為已同意）瀏覽在 貴公司網站所登載之本次公司通訊，但現在希望收取本次公司通訊的印刷本。

Please 「√」 in the box 請以「√」號選擇：

- Circular dated 1 September 2014 and the Proxy Form
2014年9月1日刊發之通函及代表委任表格

Part B – To change your choice of means of receiving all future Corporate Communication 乙部 – 更改選取所有日後公司通訊之收取方式

Please 「√」 in the box 請以「√」號選擇：

- I/We would like to receive all future Corporate Communication in printed form in both English and Chinese.
本人/我們希望收取所有日後公司通訊之英文及中文印刷本。

Name(s)

姓名

Signature(s)

簽名

(Please use ENGLISH BLOCK LETTERS 請用英文正楷填寫)

Contact telephone number

聯絡電話號碼

Date

日期

Notes 附註:

- Please complete all your details clearly.
請 閣下清楚填妥所有資料。
- If your shares in the Company are held in joint names, the shareholder whose name stands first on the register of members of the Company in respect of the joint holding should sign this Change Request Form in order to be valid.
如屬聯名股東，則本變更申請表格須由該名於本公司名冊上就聯名持有股份其姓名位列首位的股東簽署，方為有效。
- Shareholders of the Company are entitled to change the choice of means of receipt of the Corporate Communication at any time by reasonable prior notice in writing to the Company c/o the Company's Share Registrar or by email to ocg@unionregistrars.com.hk.
股東有權隨時發出合理事先書面通知本公司之股份過戶登記處或以電郵發出該通知至 ocg@unionregistrars.com.hk，要求更改收取公司通訊之方式。
- For the avoidance of doubt, we do not accept any special instructions written on this Change Request Form.
為免存疑，任何在本變更申請表格上的額外手寫指示，本公司將不予處理。

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郵寄標籤 MAILING LABEL

閣下寄回此變更申請表時，請將郵寄標籤剪貼於信封上。
如在本港投寄毋須貼上郵票。

Please cut the mailing label and stick this on the envelope to return this Change Request Form to us.

No postage stamp necessary if posted in Hong Kong.

聯合證券登記有限公司 Union Registrars Limited
香港灣仔駱克道 33 號中央廣場福利商業中心 18 樓
18/F Fook Lee Commercial Centre, Town Place,
33 Lockhart Road, Wanchai, Hong Kong
簡便回郵號碼 Freepost No. 37
香港 Hong Kong