
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document contains the notice of the AGM to be held at 11:00 a.m. on 5 June 2017 (Hong Kong time). If you are in any doubt as to what action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser.

If you have sold or transferred all of your Shares, please send this document and the Form of Proxy to the purchaser or transferee or to the stockbroker, bank, licensed securities dealer, or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred part of your registered holding of Shares, please contact immediately your stockbroker, licensed securities dealer, bank or other agent through whom the sale or transfer was effected.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Your attention is drawn to the letter from the Board and to the recommendation that Shareholders vote in favour of the resolutions to be proposed at the AGM.



China e-Wallet Payment Group Limited

中國錢包支付集團有限公司*

(formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司)*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME 2013
AND
NOTICE OF ANNUAL GENERAL MEETING**

Notice of the AGM, to be held at 11:00 a.m. on 5 June 2017 (Hong Kong time) at No. 16-3, Jalan PJU 5/4, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia, is set out at the end of this circular. Shareholders will also find enclosed a Form of Proxy for use at the AGM.

If you are a Shareholder and are not able to attend the AGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM.

Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjournment thereof, should they so wish and in such event the Form of Proxy shall be deemed to be revoked.

28 April 2017

* For purpose of identification only

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DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy unless the context requires otherwise:

“2016 Annual Report”	the annual report of the Company containing the audited financial statements of the Company and the notes thereto for the year ended 31 December 2016;
“AGM”	the annual general meeting of the Company to be convened at 11:00 a.m. on 5 June 2017 (Hong Kong time) at No. 16-3, Jalan PJU 5/4, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia (or any adjournment of it), notice of which is set out at the end of this circular;
“Board”	the board of Directors;
“Bye-laws”	the Bye-laws of the Company;
“close associate(s)”	the meaning ascribed thereto in the Hong Kong Listing Rules;
“Company”	China e-Wallet Payment Group Limited (formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司*), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Hong Kong Stock Exchange;
“core connected person(s)”	the meaning ascribed thereto in the Hong Kong Listing Rules;
“Directors”	the directors of the Company;
“Form of Proxy”	the form of proxy for use by Shareholders at the AGM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued shares of the Company as at the date of passing of the resolution;
“Last Refreshment Date”	30 June 2016, the date of passing an ordinary resolution at the annual general meeting of the Company held on 30 June 2016 for the refreshment of Scheme Mandate Limit;
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Old Share Option Scheme”	the share option scheme adopted by the Company on 16 October 2008 but was terminated on 28 June 2013;
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued shares of the Company as at the date of passing of the resolution;
“Scheme Mandate Limit”	the total number of Shares duly approved and granted by the shareholders at the annual general meeting held on 30 June 2016 to the Directors to allot and issue upon exercise of the share options to be granted under the Share Option Scheme 2013 with a maximum of 152,372,974 new shares, being 10% of the shares in issue as at the date of the Last Refreshment Date;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share Option Scheme 2013”	the share option scheme adopted by the Company on 28 June 2013;
“Share Option Schemes”	Old Share Option Scheme and Share Option Scheme 2013 collectively;
“Shareholder(s)”	the holder(s) of Shares;
“Shares”	the existing ordinary shares with a nominal value of HK\$0.04 each in the capital of the Company; and
“%”	per cent.

LETTER FROM THE BOARD



China e-Wallet Payment Group Limited
中國錢包支付集團有限公司*

(formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司)*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

Executive Directors:

Li Jinglong
Zhang Ligong
Wang Zhongling

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11 Bermuda

Independent Non-executive Directors:

Liu Wen
Kwan King Wah
Lo Suet Lai

*Principal place of business
in Hong Kong:*

Room 626-629
Corporation Park
11 On Lai Street
Siu Lek Yuen, Sha Tin
New Territories
Hong Kong

*Principal place of business outside
Hong Kong:*

Lot 1, Jalan Teknologi 3/5
Taman Sains Selangor 1
Kota Damansara
47400 Petaling Jaya
Selangor, Malaysia

28 April 2017

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME 2013
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable them to make a decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, inter alia:

* For purpose of identification only

LETTER FROM THE BOARD

- (a) re-election of the Directors;
- (b) the grant of the Issue Mandate and Repurchase Mandate to the Directors to issue new Shares and repurchase Shares; and
- (c) refreshment of Scheme Mandate Limit under the Share Option Scheme 2013.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87(1), Mr. Wang Zhongling and Mr. Liu Wen will retire and being eligible, will put themselves up for re-election at the AGM.

In accordance with Bye-law 86(2), Ms. Lo Suet Lai, the independent non-executive Director, shall hold office only until the AGM and being eligible, will put herself up for re-election at the AGM. Mr. Liu Wen and Ms. Lo Suet Lai have confirmed his/her independence with reference to the factors set out in rule 3.13 of the Listing Rules. Having considered the requirements and obligations of independent non-executive Director, including the factors to be taken into account in assessing his/her independence under rule 3.13 of the Hong Kong Listing Rules, the Board believes that Mr. Liu Wen and Ms. Lo Suet Lai continue to be independent.

The particulars of Mr. Wang Zhongling, Mr. Liu Wen and Ms. Lo Suet Lai which are required to be disclosed under rule 13.51 of the Hong Kong Listing Rules are set out below in the 2016 Annual Report and on pages from 5 to 7 of this circular.

Mr. Wang Zhongling

Mr. Wang Zhongling, aged 34, was appointed as an executive Director on 13 November 2012 and the chief executive officer of the Company on 2 December 2013. Mr. Wang is also a director of a number of subsidiaries of the Company. He holds a Diploma in Computer Science from the Jiaying College in China. Prior to joining the Company, Mr. Wang was, since 2008, the deputy general manager of Shenzhen Giinwin Technology Co. Ltd., a company specializing in computer intelligence and software development, wireless communication, smart device development, system integration and technical consultancy, where he was responsible for its operation and management. Mr. Wang has had more than 12 years experience in managing smart system projects in the technology sector and has held a number of senior technology related positions. Mr. Wang is responsible for the Group's technology investment and management.

Save as disclosed above, Mr. Wang has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wang does not have any interests or short positions in the Company's shares within the meaning of Part XV of the SFO. Mr. Wang does not have any relationship with any director, senior management, or substantial or controlling Shareholders.

LETTER FROM THE BOARD

Under the service agreement of Mr. Wang entered into with the Company, the initial term of service is one year with an annual remuneration of HK\$240,000. Mr. Wang's emolument was determined with reference to his duties and responsibilities with the Company and the Company's standard emoluments. Mr. Wang will be subject to retirement by rotation at the Company's annual general meeting at least once every three years in accordance with bye-law 87(1) of the Bye-laws. Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Mr. Liu Wen

Mr. Liu Wen, aged 49, was appointed as an independent non-executive Director and chairman of the Board. He graduated with a Bachelor of Law degree from Peking University in 1990 and began his career practicing law in Guangdong Province, PRC before relocating to Hong Kong in 1997.

Mr. Liu is registered as a foreign lawyer with the Law Society of Hong Kong and is Head of the China Division of Li, Wong, Lam & W. I. Cheung Solicitors. He is experienced in both Hong Kong and Mainland China matters, particularly in relation to foreign direct investments in China. Mr. Liu is also a Member of the 5th and 6th Meizhou Municipal Committee of the Chinese People's Political Consultative Conference, Guangdong Province and is a guest lecturer of the Chinese Manufacturers' Association of Hong Kong.

Save as disclosed above, Mr. Liu has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Liu does not have any interests or short positions in the Company's shares within the meaning of Part XV of the SFO. Mr. Liu does not have any relationship with any director, senior management, or substantial or controlling Shareholders.

Mr. Liu has entered into a service agreement with the Company on 7 March 2014 with no fixed term of service of the Company. Mr. Liu will be subject to retirement by rotation at the Company's annual general meeting at least once every three years in accordance with the Company's bye-laws. Subject to recommendation by the remuneration committee of the Company to the Board, Mr. Liu will be entitled to an annual remuneration of HK\$180,000, which is with reference to his duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

Ms. Lo Suet Lai

Ms. Lo Suet Lai, aged 28, was appointed as an independent non-executive Director on 12 September 2016. She was also appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee.

Ms. Lo graduated from Hong Kong Shue Yan University with Bachelor of Commerce (Honours) in Accounting. Ms. Lo has worked in two international accounting firms in Hong Kong and Wanjia Group Holdings Limited, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 401). Ms. Lo is presently working as a consultant in a Hong Kong private company. She has years of accounting and auditing experiences.

Saved as disclosed above, Ms. Lo has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Lo does not have any interests or short positions in the Company's shares within the meaning of Part XV of the SFO. Ms. Lo does not have any relationship with any director, senior management, or substantial or controlling Shareholders.

Ms. Lo has entered into a service agreement with the Company on 12 September 2016 with a fixed term of one year of service of the Company. Ms. Lo shall hold office until the AGM and shall be eligible for re-election at the AGM and retirement by rotation at least once every three years in accordance with the Company's bye-laws. Ms. Lo will be entitled to an annual remuneration of HK\$120,000, which is with reference to her duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate amount not exceeding 20% of the issued shares of the Company as at the date of passing of the resolution; and
- (ii) to repurchase Shares with an aggregate amount not exceeding 10% of the issued shares of the Company as at the date of passing of the resolution.

LETTER FROM THE BOARD

In addition, a separate ordinary resolution will also be proposed at the AGM to extend the Issue Mandate by an amount representing the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued shares of the Company at the date of passing the resolution for approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,403,729,744 Shares. Subject to the passing of the relevant ordinary resolution at the AGM, the Company will be allowed under the Issue Mandate to issue, allot and deal with a maximum of 480,745,948 Shares on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME 2013

The Company adopted the Share Option Scheme 2013 pursuant to an ordinary resolution passed on 28 June 2013. Apart from the Share Option Scheme 2013, the Company has no other share option scheme currently in force.

The Scheme Mandate Limit under the Share Option Scheme 2013, approved by the Shareholders on the Last Refreshment Date, comprised 152,372,974 Shares, being 10% of 1,523,729,744 Shares in issue as at the Last Refreshment Date. Since the Last Refreshment Date and up to the Latest Practicable Date, share options carrying rights to subscribe 25,000,000 Shares have been granted under the Share Option Scheme 2013.

As at the Latest Practicable Date, a total of 2,403,729,744 Shares was in issue. 303,382 share options were lapsed; and 12,913 share options under the Old Share Option Scheme are outstanding to be exercised. 25,000,000 share options were granted; 20,000,000 share options were exercised; and 5,000,000 share options are outstanding to be exercised under the Share Option Scheme 2013. Save as disclosed above, none of the share options under the Share Option Schemes have been lapsed or cancelled. In view of the increase in the issued Shares as a result of the exercise of share options and convertible bonds since the Last Refreshment Date, the Refreshment of Scheme Mandate Limit is proposed with a view to allow the Company more flexibility to provide more incentives or rewards to eligible participants for their contribution to the Group.

LETTER FROM THE BOARD

If the Refreshment of Scheme Mandate Limit is approved at the AGM, based on the 2,403,729,744 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further share options carrying rights to subscribe for up to a total of 240,372,974 Shares under the Share Option Scheme 2013 (representing 10% of the issued shares of the Company as at the date of the AGM).

As at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding share options comprised 12,913 Shares under the Old Share Option Scheme and 5,000,000 Shares under the Share Option Scheme 2013, representing approximately 0.21% of the Shares in issue as at the Latest Practicable Date. Assuming that the Refreshment of Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Option Scheme 2013 will be an aggregate of 240,372,974 Shares, which, when aggregated with the 12,913 Shares and 5,000,000 Shares that may be issued under the outstanding share options granted under the Old Share Option Scheme and Share Option Scheme 2013 respectively, represented approximately 10.21% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under the Share Option Scheme 2013.

Pursuant to the terms of the Share Option Scheme 2013 and the Listing Rules, share options previously granted under the Share Option Schemes (including those exercised, outstanding, cancelled and lapsed in accordance with the Share Option Schemes) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. However, the aggregate number of Shares that may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Schemes and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares in issue from time to time.

The Refreshment of Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the Listing Rules to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Hong Kong Stock Exchange granting the approval for the listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of such resolution at the AGM) which may fall to be issued upon the exercise of all share options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the approval mentioned in paragraph (ii) above.

LETTER FROM THE BOARD

The Company proposes to seek approval by the Shareholders for the Refreshment of Scheme Mandate Limit with a view to allow the Company more flexibility to provide more incentives or rewards to eligible participants for their contribution to the Group. The Board considers that it will be for the benefit of the Company and the Shareholders as a whole that the eligible participants of the Share Option Scheme 2013 are granted rights to obtain equity holdings of the Company through the grant of share options. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Board will propose the passing of an ordinary resolution at the AGM for the Refreshment of Scheme Mandate Limit.

ANNUAL GENERAL MEETING

The AGM notice is set out on pages from 15 to 20 of this circular. A Form of Proxy for use in respect of the AGM is enclosed.

If you are a Shareholder and are not able to attend the AGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM.

Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the AGM, or any adjournment thereof, if they so wish and in such event the relevant Form of Proxy shall be deemed to be revoked.

LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the re-election of the Directors, the Issue Mandate, the Repurchase Mandate, the extension of Issue Mandate and the Refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM notice.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Hong Kong Listing Rules for the purposes 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 circular 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 circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
China e-Wallet Payment Group Limited
Li Jinglong
Executive Director

This appendix includes an explanatory statement required by rule 10.06(1)(b) of the Hong Kong Listing Rules to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum of Association of the Company and Bye-laws, the Hong Kong Listing Rules and the laws of Bermuda. The laws of Bermuda provide that such repurchases may only be effected out of the capital paid up on the repurchased shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

As compared with the financial position of the Company as at 31 December 2016 (being the date to which the latest audited financial statements of the Company have been made up), the Board considers that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Board does not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Board is from time to time appropriate for the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,403,729,744 Shares.

Subject to the passing of the relevant resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the repurchase proposal to repurchase a maximum of 240,372,974 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company in 2018; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR REPURCHASES

The Board believes that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

4. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the Repurchase Mandate in accordance with the Hong Kong Listing Rules, the applicable laws and regulations of Bermuda and in accordance with the Memorandum of Association of the Company and Bye-laws.

5. EFFECT OF THE HONG KONG TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Hong Kong Takeovers Code.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICE

The highest and lowest market closing prices at which the Shares were traded and listed on Hong Kong Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2016		
April	0.780	0.480
May	0.570	0.425
June	0.640	0.500
July	0.690	0.490
August	0.630	0.395
September	0.740	0.600
October	0.970	0.640
November	0.900	0.560
December	0.710	0.620
2017		
January	0.650	0.580
February	0.710	0.620
March	0.680	0.580
April (up to and including the Latest Practicable Date)	0.670	0.560

NOTICE OF ANNUAL GENERAL MEETING



China e-Wallet Payment Group Limited **中國錢包支付集團有限公司***

(formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司)*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of China e-Wallet Payment Group Limited (the “Company”) will be held at 11:00 a.m. on 5 June 2017 (Hong Kong time) at No. 16-3, Jalan PJU 5/4, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia, for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements for the year ended 31 December 2016 and the reports of the directors of the Company and of the auditors thereon.
2. To re-elect:
 - (a) Mr. Wang Zhongling as an executive director of the Company;
 - (b) Mr. Liu Wen as an independent non-executive director of the Company; and
 - (c) Ms. Lo Suet Lai as an independent non-executive director of the Company.
3. To authorise the board of directors or executive committee of the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of directors to fix their remuneration.

* For purpose of identification only

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.04 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company or any other securities which are convertible into Shares or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-laws, shall not exceed 20% of the shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

- 6. **“THAT** conditional upon the passing of resolutions no. 5 and 8 in the notice convening this meeting of the Company, the general mandate granted to the Directors to allot, issue and deal with additional Shares in the Company pursuant to the said resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the Shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 8, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.”
- 7. **“THAT** subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of share options which may be granted under the Company’s share option scheme adopted by the Company on 28 June 2013 (the “Share Option Scheme 2013”), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme 2013 be refreshed so that the aggregate amount of the shares of the Company which may be allotted and issued pursuant to the grant or exercises of the share options under the Share Option Scheme 2013 (excluding options previously granted, outstanding, cancelled, lapsed or

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exercised under the share option scheme adopted by the Company on 16 October 2008 (terminated on 28 June 2013)) and any other share option schemes of the Company shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant share options under the Share Option Scheme 2013 up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Company:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the amount of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Shareholders in general meeting.”

Yours faithfully,
On behalf of the Board
China e-Wallet Payment Group Limited
Li Jinglong
Executive Director

Hong Kong, 28 April 2017

As at the date of this notice, the Board of the Company comprises the following directors:

Executive Directors:

Li Jinglong
Zhang Ligong
Wang Zhongling

Independent Non-executive Directors:

Liu Wen
Kwan King Wah
Lo Suet Lai

Notes:

1. A Form of Proxy is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

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3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event the Form of Proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. Only those Shareholders registered in the register of members of the Company as of 31 May 2017 are entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded when determining the rights of any person to attend or vote in the AGM. The register of members of the Company will be closed from 1 June 2017 to 5 June 2017, both days inclusive. In order to be entitled to attend and vote at the AGM, Shareholders registered on the Hong Kong branch register of the Company are reminded to ensure that all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 31 May 2017.