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## **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)*

**(Stock Code: 8325)**

### **FURTHER INFORMATION ON, AND COMPLETION OF, DISCLOSEABLE TRANSACTION DEED OF SETTLEMENT AND SHARE TRANSFER ENTAILING THE DISPOSAL OF 25% EQUITY INTERESTS IN KEEN BEST INVESTMENTS LIMITED**

Reference is made to the announcement (the “**Announcement**”) of China Smartpay Group Holdings Limited (the “**Company**”) dated 10 December 2021 in relation to the entering into of the deed of settlement and share transfer entailing the disposal of 25% equity interests in Keen Best Investments Limited. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

#### **FURTHER INFORMATION**

Regarding the basis of determining the Consideration amount as disclosed on page 6 of the Announcement, the Company would like to elaborate that 100% of the unaudited carrying value of Keen Best as at 30 November 2021 (i.e. the unaudited consolidated net assets value of the Keen Best Group as at 30 November 2021 of approximately HK\$279,532,000 (comprising bank balances of approximately HK\$153,169,000, loan and other receivables of approximately HK\$117,268,000, non-current assets of approximately HK\$24,321,000 and non-current and current liabilities of approximately HK\$15,226,000)) (the “**November NAV**”) was close to:-

- (a) (i) the audited assets and liabilities of disposal group classified as held for sale for internet micro-credit business (i.e. the Keen best Group) as at 31 March 2020 amounted to approximately HK\$283,446,000 and HK\$9,291,000, respectively (equivalent to net asset value amounted to approximately HK\$274,155,000 of the Keen Best Group) as appearing on page 116 of the annual report of the Company published on 27 June 2021 for the year ended 31 March 2021 (the “**Annual Report**”), and (ii) the gross amount of net assets of the Keen Best Group as at 31 March 2021 amounted to approximately HK\$281,333,000 as appearing on page 139 of the Annual Report, which, in the Board’s opinion, reflected the then fair value of the net assets of the Keen Best Group at the material time; and

- (b) the carrying amount of 100% of the audited net asset value of the Keen Best Group as at the date of completion of the disposal of 75% equity interests in Keen Best (i.e. 29 September 2020) of approximately HK\$295,077,000 as appearing on page 167 of the Annual Report.

In light of the above, the determination of the Consideration amount primarily based on, among others, the November NAV attributable to 25% equity interests in Keen Best was fair and reasonable.

On the other hand, there was an inadvertent clerical error on page 2 of the Announcement under the summary of the principal terms of the Loan Agreement, and would like to clarify that the date of the Loan Agreement should be “29 September 2020” instead of “29 September 2021”.

Save for the aforesaid, all information as set out in the Announcement remains unchanged.

## COMPLETION

The Board announces that all the conditions precedent to Completion under the Deed have been fulfilled and Completion took place on 17 December 2021. As a result of the Completion, all the Debt amount initially owing by the Borrower to the Lender has been settled in full.

Following Completion, the Group will no longer hold any equity interests in Keen Best and Keen Best will cease to be an associate of the Group.

By Order of the Board  
**China Smartpay Group Holdings Limited**  
**Zhang Xi**  
*Chairman*

Hong Kong, 17 December 2021

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Zhang Xi, Mr. Wu Hao, Mr. Lin Xiaofeng and Mr. Song Xiangping; and (ii) three independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.*

*This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose 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 announcement 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 announcement misleading.*

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