

**FORM 2****CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE**

Notice pursuant to s.324 of Part XV of the Securities and Futures Ordinance (Cap.571)

This Form must be completed in accordance with the directions and instructions in the [Notes to Form 2](#).

## 1. Date of relevant event

28	09	2017
(day)	(month)	(year)

## 2. Date when the substantial shareholder becomes aware of the relevant event/interest in the shares (if later)

(day)	(month)	(year)

3. Stock code	08130
4. Name of listed corporation	
Zhi Cheng Holdings Ltd.	
5. Class of shares	6. Number of issued shares in class (Link to <a href="#">HKEX</a> website)
Ordinary Shares	2,790,859,951

7. Name of substantial shareholder	10. Business registration number	
China Smartpay Group Holdings Limited	52043389	
8. Registered office	11. Place of incorporation	Certificate of Incorporation number
	Cayman Islands	CT-201554
Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands	12. Contact person	
	Henry Tang	
9. Principal place of business in Hong Kong	13. Daytime telephone number	14. Email address
	25468808	henry.tang@ocg.com.hk
Flat/Rm 01, 31th Floor Hong Kong Plaza, 188 Connaught Road West, Hong Kong	15. Exchange on which listed	
	Growth Enterprise Market of The Stock Exchange of Hong Kong Limited	
	16. Name of listed parent and exchange on which parent is listed	
	N/A	

17. Details of relevant event

	Brief description of relevant event		Capacity in which shares were/are held				Number of shares bought/sold or involved	Currency of transaction	On Exchange		Off Exchange		
			Before relevant event	After relevant event	Highest price (per share)	Average price (per share)			Average consideration (per share)	Nature of consideration			
Long position	Enter code or double click below	There has been a change in nature of your interest in the shares because: you have entered into an agreement for the sale of shares in which you are interested but are not required to deliver them within 4 trading days	Enter code or double click below	Interest of corporation controlled by you	Enter code or double click below	Interest of corporation controlled by you	508,000,000	HKD			0.1600	Enter code or double click below	Cash
	1302		2201		2201						3101		
Short position	Enter code or double click below		Enter code or double click below		Enter code or double click below								

18. Total shares immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position	508,000,000	18.20
Short position	0	0.00
Lending pool	0	0.00

19. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position	508,000,000	18.20
Short position	0	0.00
Lending pool	0	0.00

Add Row

Delete Row

Add Row

Delete Row

20. Capacity in which interests disclosed in Box 19 are held

Enter code or double click below	Capacity code	Number of shares	
	Description	Long position	Short position
2201	Interest of corporation controlled by you	508,000,000	0

21. Further information in respect of derivative interests

Enter code or double click below	Derivatives code	Number of shares	
	Description	Long position	Short position

22. Further information in relation to interests of corporations controlled by substantial shareholder

Add Row

Delete Row

Name of controlled corporation	Address and place of incorporation	Name of controlling person	% control	Direct interest (Y/N)	Number of shares	
					Long position	Short position
Vast Mega Limited	Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (British Virgin Islands)	China Smartpay Group Holdings Limited	100.00	N	508,000,000	0
Joy Grand Investment Limited	Room 3101, 31/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong (Hong Kong)	Vast Mega Limited	100.00	Y	508,000,000	0

23. Further information in relation to interests held by substantial shareholder jointly with another person

Add Row

Delete Row

Name of joint shareholder	Address	Number of shares	
		Long position	Short position

24. Further information from a trustee, a beneficiary of a trust, or a person who has set up a discretionary trust

Add Row

Delete Row

Name of trust	Address	Status Code		Number of shares	
		Enter code or double click below	Description	Long position	Short position

25. Further information from a party to an agreement under section 317 *(Please see Notes for further information required)*

Add Row

Delete Row

Names of other parties	Address	Number of shares
Total number of shares in which a substantial shareholder is interested under sections 317 and 318		

26. Details of person(s) in accordance with whose directions the substantial shareholder or its directors are accustomed to act

Add Row

Delete Row

Names	Address	Relationship Code		Percentage (%)
		Enter code or double click below	Description	

27. Supplementary information

28.  Check this box if this is a revision of a previously submitted form

*[insert log/serial number of the previous filing]*

29. Number of concert party document(s) under section 317 attached/uploaded

0