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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)

**THIRD SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING
IN RESPECT OF THE POSSIBLE SUBSCRIPTION
OF NEW SHARES IN THE COMPANY
UNDER SPECIFIC MANDATE**

Reference is made to the announcements (the “**Announcements**”) of China Smartpay Group Holdings Limited (the “**Company**”) dated 17 July 2015, 14 August 2015 and 14 September 2015, respectively, in relation to, among others, the MOU in respect of the Possible Subscription. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

EXTENSION OF THE FORMAL AGREEMENT SIGNING DATE

Pursuant to the terms of the MOU (as supplemented by the Supplemental MOU and the Second Supplemental MOU), subject to LJF’s satisfaction of the results of the Due Diligence Review, the parties intend to proceed with negotiation and hence finalization of detailed terms and conditions of the Formal Agreement based on the provisions of the MOU (as supplemented by the Supplemental MOU and the Second Supplemental MOU) for signing, which shall take place on or before 30 September 2015 (or such later date as the parties may otherwise agree) (the “**Formal Agreement Signing Date**”).

As more time is required to go through relevant approvals and to finalize the Formal Agreement, the Company, LJF and the Facilitator entered into a third supplemental memorandum of understanding on 30 September 2015 (the “**Third Supplemental MOU**”) to extend the Formal Agreement Signing Date to a date on or before 20 October 2015 (or such later date as the parties may otherwise agree).

Save for the above, all other terms of the MOU (as supplemented by the Supplemental MOU and the Second Supplemental MOU) shall remain unchanged. The Board noted that all formalities are being carried out under normal procedures.

GENERAL

The Board wishes to emphasize that no binding agreement in relation to the Possible Subscription has been entered into as at the date of this announcement. As such, the Possible Subscription may or may not proceed. Further announcement in compliance with the GEM Listing Rules in respect of the Possible Subscription will be made by the Company as and when appropriate. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

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

Hong Kong, 30 September 2015

As at the date of this announcement, the board of the Company comprises (i) five executive Directors, namely, Mr. Zhang Huaqiao, Dr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen 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 the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rule 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.chinasmartpay.com.