

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

31/01/2016

To: Hong Kong Exchanges and C	learing Limited			
Name of Issuer China Sr Date Submitted 2 Februar	nartpay Group Holdings L ry 2016	.imited 中國支 ——	付通集團控股有限公司	(the "Compan
I. Movements in Authorised Share	Capital			
1. Ordinary Shares				l
(1) Stock code : <u>8325</u> D	Description:	N/A	<u> </u>	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	th2,000,000,000	HK\$0.01	HK\$20,000,000	1
Increase/(decrease)	0	0	0	
Balance at close of the month	2,000,000,000	HK\$0.01	HK\$20,000,000	
(2) Stock code : N/A D	Description :		_	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	th			1
Increase/(decrease)				l
Balance at close of the month				1

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Stock code: N/	A I	escription :						
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month								
Increase/(decrease)								
Balance at close of th	ne month							
3. Other Classes of S	hares							

Stock code:	N/A	Descrip	otion :		_				
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close	Balance at close of preceding month								
Increase/(decrease	Increase/(decrease)								
Balance at close	of the mont	h							

Total authorised share capital at the end of the month (*State currency*):

HK\$20,000,000

II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	1,268,429,159	N/A	N/A	N/A
Increase / (decrease)				
during the month	184,210,000	N/A	N/A	<u>N/A</u>
Balance at close of the				
month	1,452,639,159	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Movement du Exercised Nil	Cancelled Nil	Lapsed	during the month pursuant thereto Nil	issued pursuant thereto as at close of the month 6,000,000 (See Remarks 1 on page 10
			Nil	-
			Nil	-
Nil	Nil	Nil	Nil	
<u>Nil</u>	Nil	Nil	Nil	
Nil	Nil	Nil	Nil	-
Nil	Nil	Nil	Nil	
<u>Nil</u>	Nil	Nil	Nil	
Nil	Nil	Nil	Nil	
Nil	Nil	Nil	Nil	_ <u> </u>
NII	INII	NII	INII	
				Oce Memarks 1 on page 10
NI:1	NI:1	NT:1	NI:1	£4,000,000
	N11	N11	INII	54,000,000 (See Remarks 2 on page 10
				(See Remarks 2 on page 1)
Nil	Nil	Nil	Nil	72,000,000
				(See Remarks 3 on page 10
				(See Remarks 5 on page 1)
Nil	Nil	Nil	Nil	103,680,000
				(See Remarks 4 on page 10
	Nil Nil	Nil Nil	Nil Nil Nil	Nil Nil Nil Nil

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal	Nominal value a	t Exercise during t	he close of the	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		F8				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price			 			
EGM approval date (if applicable) (dd/mm/yyyy)	(/	′ /)	_			
2.	,	,	_			
					_	
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3.	<u> </u>					
	<u> </u>					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
4.	_					
(/ /)	<u> </u>				_	
Stock code (if listed) Class of shares issuable (Note 1)			_			
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)				
			Total B.	(Ordinary shares)_		_
				(Preference shares)		_
				(Other class)_	N/A	-

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	outstanding	preceding month	month	or the month	thereto	momm
	<u> </u>					
	<u>—</u>					
Stock code (if listed)		-	-			<u> </u>
Class of shares						
issuable (Note 1)						
Subscription price _ EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/	/)				
2.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/	/)				
3.						
		- <u>-</u>				
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/	/)				
4.	<u>—</u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/	/)				
	,	<u>, , , , , , , , , , , , , , , , , , , </u>				
				rdinary shares)	N/A	-
			(Pre	ference shares) (Other class)	N/A N/A	_
				(Onici class)	11/11	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

tnan	under Share Option Schemes)		
		No. of new shares of issuer issued	No. of new shares of issuer which may be
		during the month	issued pursuant thereto
Full	particulars including EGM approval date (dd/mm/yyyy),	pursuant thereto	as at close of the month
	oplicable, and class of shares issuable:		as at close of the month
11. a ₁	Pursuant to a Sale and Purchase Agreement entered by a direct wholly-owned	Nil	58,139,534
1	subsidiary of the Company on 20 April 2015 for the acquisition of the entire issued	INII	38,139,334
-	share capital of AE Investment Consulting Limited, a total Consideration of		
-	HK\$300,000,000 (subject to adjustment) will be satisfied partly in Cash and partly		
-	by the allotment and issue of Consideration Shares. Subject to the terms and		
-	conditions of the Sale and Purchase Agreement, the Company will issue (i) up to		
-	25,116,279 Second Tranche Consideration Shares at an issue price of HK\$2.15		
-	per consideration share for the settlement of the Second Tranche Consideration;		
-	and (ii) up to 33,023,255 Third Tranche Consideration Shares at an issue price of		
-	HK\$2.15 per consideration share for the settlement of the Third Tranche		
-	Consideration. The above transactions have been approved by independent		
-	shareholders at the extraordinary general meeting held on 29 June 2015.		
-	For details, please refer to the Company's circular dated 12 June 2015 and the		
	Company's announcement dated 29 June 2015.		
	(29/06/2015)		
-	Ordinary shares (Note 1)		
_			
2.	On 20 October 2015, the Company entered into a Subscription Agreement with	184,210,000	238,599,720
_	the Subscribers and the Guarantor pursuant to which the Subscribers have		
_	conditionally agreed to subscribe for and the Company has conditionally agreed to		
_	allot and issue a total of 422,809,720 Subscription Shares at the Subscription Price		
	of HK\$1.90 per Subscription Share. As announced by the Company on 8 January		
-	2016, the conditions precedent to the completion of the Subscription Agreement		
-	have been fulfilled. Accordingly, on 8 January 2016, the Company have allotted		
-	and issued a total of 184,210,000 Subscription Shares to the Subscriber.		
-	For details, please refer to the Company's circular dated 27 November 2015 and		
-	the Company's announcements dated 14 December 2015 and 8 January 2016.		
-	(14/12/2015)		
-	Ordinary shares (<i>Note 1</i>)		-
	Ordinary shares (17076-17)		
3.			
J			
-			
-	(/ /)		
-	shares (Note 1)		-
4.	sitales (Note 1)		
-			
-			
-			
-			
-	shares (Note 1)		
-			
-			
	Total D. (Ordinary shares)	184,210,000	_
]	(Preference shares)	N/A	
-	(Other class)	N/A	-
	(2.2.2.3.3.4)		-
<u> </u>			

	her Movements in Is	sucu Share Ca	Juli				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue							
				Class of shares issuable (<i>Note 1</i>)	N/A	_		
1.	Rights issue	At price :	State currency -	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (<i>Note 1</i>)	N/A	_		
2.	Open offer	At price :	State currency -	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (<i>Note 1</i>)	N/A	_		
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		F	_	EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A	_		
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

	her Movements in Issue	a Share Capital			i	No. of new shares of issuer ssued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						monui
			Class of shares issuable (Note 1)	N/A	_		
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares	s <u>N/A</u>			
			repurchased (Note 1)	,			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						-	-
			Class of shares redeemed (Note 1)	s N/A			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	N/A			
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

Ot	her Movements in Issued Share Capital			
			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue			
		Class of shares N/A issuable (Note 1)		
9.	Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
		Class of shares <u>N/A</u> issuable (<i>Note 1</i>)		
10.	Other (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
		Total E. (Ordinary shares) (Preference shares) (Other class)	N/A	
Т	otal increase / (decrease) in ordinary shares du	ring the month (i.e. Total of A to E): (1)	184,210,000	
		(2)	N/A	
Т	otal increase / (decrease) in preference shares d	luring the month (i.e. Total of A to E):	N/A	

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

N/A

Remarks (if any):

1. Vesting date of the Share Options:	2,000,000 Share Options was vested on 6 March 2013;
	2,000,000 Share Options was vested on 6 March 2014; and
	2,000,000 Share Options was vested on 6 March 2015.
2. Vesting date of the Share Options:	Subject to certain vesting conditions applicable to the relevant
	grantee(s), as disclosed in the announcement of the Company
	dated 19 November 2013.
3. Validity period of the Share Options:	The Share Options granted shall be exercisable for a period of five
(subject to acceptance)	years from the Date of Grant, subject to the provisions for early
(subject to acceptance)	termination contained in the Share Option Scheme.
	•
4. Validity period of the Share Options:	The Share Options shall have a validity period of 5 years
(subject to acceptance)	from 21 April 2015 to 20 April 2020, subject to the vesting
	conditions as stated in the offer letter and the provisions for
	early termination contained in the Share Option Scheme.
Submitted by: Mr. Tang Wai Leung	<u> </u>
Title: Company Secretary	
(Director, Secretary or other dul	y authorised officer)
(Director, Secretary of Other dur	y diditions of theory

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.