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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)**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The Board proposes to increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares to HK\$30,000,000 divided into 3,000,000,000 Shares by creation of an additional 1,000,000,000 Shares, which shall rank pari passu in all respects with the existing Shares.

**PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT**

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 14 August 2009 (the “Adoption Date”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. As at the date of this announcement, the Company had utilized all of the Scheme Mandate Limit as refreshed by the Last Refreshment Resolution. The Board proposes to seek the approval by the Shareholders on the Proposed Refreshment of the Scheme Mandate Limit. The Proposed Refreshment of the Scheme Mandate Limit is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Proposed Refreshment of the Scheme Mandate Limit; and (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of any share options that may be granted under the Scheme Mandate Limit to be refreshed.

## GENERAL

The Proposed Increase in Authorised Share Capital and the Proposed Refreshment of the Scheme Mandate Limit is subject to, inter alia, the approval of the Shareholders by way of ordinary resolutions at the EGM. A circular containing, among others, details of the Proposed Increase in Authorised Share Capital and the Proposed Refreshment of the Scheme Mandate Limit together with a notice to convene the EGM, will be dispatched to the Shareholders as soon as practicable.

## PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each (the “**Shares**”), of which 1,452,639,159 Shares are in issue as at the date of this announcement. In order to provide the Company with flexibility for fund raising by allotting and issuing new Shares in the future as and when appropriate for future investment opportunities and other corporate purposes, the Board proposes to increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares to HK\$30,000,000 divided into 3,000,000,000 Shares by creation of an additional 1,000,000,000 Shares, which shall rank *pari passu* in all respects with the existing Shares (the “**Proposed Increase in Authorised Share Capital**”).

The Proposed Increase in Authorised Share Capital is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution at the forthcoming extraordinary general meeting of the Company (the “**EGM**”). Immediately after the completion of Proposed Increase in Authorised Share Capital and assuming no Shares are issued or repurchased from the date of this announcement up to the EGM, the authorised share capital of the Company will be HK\$30,000,000 divided into 3,000,000,000 Shares, with 1,452,639,159 Shares in issue and 1,547,360,841 Shares remaining unissued.

## PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the share option scheme pursuant to an ordinary resolution passed on 14 August 2009 (the “**Share Option Scheme**”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. As at the date of this announcement, the Company had utilized all of the maximum number of Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme (the “**Scheme Mandate Limit**”) as refreshed by the ordinary resolution passed at the extraordinary general meeting of the Company held on 25 February 2015 (the “**Last Refreshment Resolution**”) for the refreshment of the Scheme Mandate Limit.

The Board proposes to seek the approval by the Shareholders on the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme (the “**Proposed Refreshment of the Scheme Mandate**”). If the Scheme Mandate Limit is further “refreshed”, on the basis of 1,452,639,159 Shares in issue as at the date of this announcement and assuming that there is no change in the issued share capital of the Company between the period from the date of this announcement and the date of the

EGM and that no further options will be granted under the Share Option Scheme prior to the date of the EGM, the number of Shares that may fall to be allotted and issued upon exercise in full of the options that may be granted, after the relevant resolution is passed at the EGM, would be 145,263,915 Shares

The Proposed Refreshment of the Scheme Mandate Limit is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Proposed Refreshment of the Scheme Mandate Limit; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of any share options that may be granted under the Scheme Mandate Limit to be refreshed.

## **GENERAL**

The Proposed Increase in Authorised Share Capital and the Proposed Refreshment of the Scheme Mandate Limit is subject to, inter alias, the approval of the Shareholders by way of ordinary resolutions at the EGM. A circular containing, among others, details of the Proposed Increase in Authorised Share Capital and the Proposed Refreshment of the Scheme Mandate Limit together with a notice to convene the EGM, will be dispatched to the Shareholders as soon as practicable.

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

Hong Kong, 23 February 2016

*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 Board 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 Board, 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](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.chinasmartpay.com.hk](http://www.chinasmartpay.com.hk).*