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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)**

## **EXTENSION OF THE SECOND COMPLETION DATE IN RELATION TO SUBSCRIPTION OF NEW SHARES IN THE COMPANY UNDER SPECIFIC MANDATE**

Reference is made to the announcements (the “**Announcement(s)**”) respectively dated 25 October 2015 and 8 January 2016 of China Smartpay Group Holdings Limited (the “**Company**”) and also its circular (the “**Circular**”) dated 27 November 2015 in relation to, among other things, (a) the Subscription of a total of 422,809,720 Subscription Shares by the Subscribers, namely, LJF and LJZ Fund (or the Designated Subsidiary) at the Subscription Price of HK\$1.90 per Subscription Share with its payment to be made in two tranches, and (b) fulfilment of all Conditions precedent to the Completion of the Subscription Agreement with the First Completion taking place on 8 January 2016. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Announcements and the Circular.

### **EXTENSION OF THE SECOND COMPLETION DATE**

Pursuant to the Subscription Agreement, the remaining balance of the Subscription Price of HK\$453,339,468 (or the equivalent amount in RMB) will be payable by LJZ Fund on the Second Completion Date being the thirtieth Business Day after the First Completion Date (that is, 24 February 2016) or such other date as the Company and the Subscribers may agree; and the Company will issue a total of 238,599,720 Subscription Shares to LJZ Fund (or the Designated Subsidiary (as the case may be)).

As more time is needed to undergo relevant procedures for facilitating the Second Completion, the Company, LJZ Fund and the Guarantor have agreed on 24 February 2016 to extend the Second Completion Date to any Business Day falling on or before 30 April 2016 (or such other date as the Company and LJZ Fund may otherwise agree).

Save for the amendments above, all other terms of the Subscription Agreement shall remain unchanged and in full force and effect.

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

Hong Kong, 24 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 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](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](http://www.chinasmartpay.com).*