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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 25 JULY 2014

At the annual general meeting (“**AGM**”) of China Smartpay Group Holdings Limited (the “**Company**”) held on 25 July 2014, all the proposed resolutions as set out in the notice of AGM dated 25 June 2014 have been duly passed by the Shareholders.

Reference is made to the circular (the “**Circular**”) and notice of AGM of the Company (the “**Notice**”) both dated 25 June 2014 and despatched to the Shareholders. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

At the AGM, all votes on all the proposed resolutions as set out in the Notice were taken by way of poll.

As at 25 July 2014, the total number of issued Shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM is 864,000,000 and there were no Shares entitling the holder to attend and vote only against the resolutions or abstain from voting at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

RESOLUTIONS		No. of votes and percentage	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 March 2014.	247,950,042 (100%)	0 (0%)
2.	(i) To re-elect Mr. Cheng Nga Ming Vincent as an executive Director.	247,950,042 (100%)	0 (0%)
	(ii) To re-elect Mr. Cao Guoqi as an executive Director.	247,950,042 (100%)	0 (0%)
	(iii) To re-elect Mr. Fung Weichang as an executive Director.	247,950,042 (100%)	0 (0%)
	(iv) To re-elect Mr. Xiong Wensen as an executive Director.	247,950,042 (100%)	0 (0%)
	(v) To re-elect Dr. Yuan Shumin as an independent non-executive Director.	247,950,042 (100%)	0 (0%)
	(vi) To authorise the remuneration committee of the Company to fix the remuneration of the Directors.	247,950,042 (100%)	0 (0%)
3.	To re-appoint Mazars CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.	247,950,042 (100%)	0 (0%)
4.	(A) To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.	242,730,042 (97.8947%)	5,220,000 (2.1053%)
	(B) To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.	247,950,042 (100%)	0 (0%)

RESOLUTIONS		No. of votes and percentage	
		For	Against
	(C) To include the nominal amount of shares repurchased by the Company to the aggregate nominal amount of share capital which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 4(A).	242,730,042 (97.8947%)	5,220,000 (2.1053%)

As more than 50% of the votes were cast in favour of each of the resolutions number 1 to number 4 above, all these resolutions have been duly passed by the Shareholders as ordinary resolutions.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of the vote-taking.

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

Hong Kong, 25 July 2014

As at the date of this announcement, the Board comprises (i) four executive directors, namely, Mr. Cheng Nga Ming Vincent, Mr. Cao Guoqi, Mr. Fung Weichang and Mr. Xiong Wensen; (ii) one non-executive director, namely, Mr. Zhang Huaqiao; and (iii) three independent non-executive directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.

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