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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)**

### **PROFIT WARNING**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance. The Board wishes to inform the shareholders of the Company and potential investors that, based on the latest unaudited consolidated management accounts of the Company and the information currently available to the Board, the Company expects to record a loss after tax of approximately HK\$2,000,000 for the three months ended 30 June 2014 against a profit after tax of approximately HK\$3,200,000 recorded for the three months ended 30 June 2013. In addition, the Company also expects to record a substantial loss attributable to its equity holders for the three months ended 30 June 2014. The information contained in this announcement is only based on the preliminary assessment by the management of the Company on the latest unaudited consolidated management accounts of the Company for the three months ended 30 June 2014.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

This announcement is made by China Smartpay Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that, based on the latest unaudited consolidated management accounts of the Company and the information currently available to the Board, the Company expects to record a loss after tax of approximately HK\$2,000,000 for the three months ended 30 June 2014 against a profit after tax of approximately HK\$3,200,000 recorded for the three months ended 30 June 2013. In addition, the Company also expects to record a substantial loss attributable to its equity holders for the three months ended 30 June 2014. Such estimated loss was primarily attributable to (i) the increase in salary expenses due to the recruitment of payment industry professionals as part of the Group’s strategy to develop the prepaid payment business in the People’s Republic of China; and (ii) the political instability in Thailand commenced in early November 2013 which affected the turnover of the Group’s subsidiary in Thailand.

Based on the latest unaudited consolidated management accounts of the Company and the information currently available to the Board, the salary expenses for the three months ended 30 June 2014 were estimated to be approximately HK\$3,900,000, as compared with those of approximately HK\$1,500,000 for the three months ended 30 June 2013. In addition, the turnover of the Group’s subsidiary in Thailand for the three months ended 30 June 2014 was estimated to be approximately HK\$18,000,000, as compared with that of approximately HK\$32,500,000 for the three months ended 30 June 2013.

The Company is still in the process of finalising the quarterly results of the Group for three months ended 30 June 2014. The information contained in this announcement is only based on the preliminary assessment by the management of the Company on the latest unaudited consolidated management accounts of the Company for the three months ended 30 June 2014. Finalised quarterly results of the Group for the three months ended 30 June 2014 will be disclosed in the quarterly results announcement of the Group, which is expected to be released on or about 14 August 2014.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 11 August 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 GEM Listing Rules 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 in 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).*