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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of China Smartpay Group Holdings Limited (the “**Company**”) hereby announces that on 22 September 2014, the Company granted share options (the “**Share Option(s)**”) to certain eligible persons (the “**Grantees**”) to subscribe for a total of 72,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 14 August 2009 (the scheme mandate limit of which was refreshed pursuant to an ordinary resolution of the shareholders of the Company passed on 20 December 2013), subject to acceptance by the Grantees and the terms and conditions of the Share Option Scheme. Details of the Share Options granted are set out as follows:

Date of grant : 22 September 2014 (the “**Date of Grant**”)

Exercise price of the
Share Options granted : HK\$1.55 per Share

(being not less than the highest of (i) HK\$0.01, being the nominal value of each Share; (ii) HK\$1.404, being the average of the closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$1.40, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant)

- Number of Share Options granted : 72,000,000 Share Options (each Share Option shall entitle the Grantees to subscribe for one Share)
- Closing price of the Shares on the Date of Grant : HK\$1.40 per Share
- Validity period of the Share Options (subject to acceptance) : The Share Options granted shall be exercisable for a period of five years from the Date of Grant, subject to the provisions for early termination contained in the Share Option Scheme

Among the Share Options granted above, 8,600,000 Share Options were granted to one of the Directors, details of which are as follows:

Name of Director	Position	Number of Share Options granted
Xiong Wensen	Executive Director	8,600,000

The grant of the Share Options to Mr. Xiong Wensen has been approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associate(s) (as defined in the GEM Listing Rules).

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

Hong Kong, 22 September 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 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 herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.chinasmartpay.com.