

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

COMPLETION OF MAJOR TRANSACTION IN RESPECT OF THE ENTERING INTO OF THE NEW FRAMEWORK AGREEMENT

Reference is made to the circular (the “**Circular**”) of China Smartpay Group Holdings Limited (the “**Company**”) to its shareholders dated 1 September 2014 in relation to, among other things, the entering into of the New Framework Agreement and the announcement of the Company dated 18 September 2014 in relation to the poll results of the EGM. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that all the Conditions Precedent of the New Framework Agreement have been fulfilled and Completion took place on 23 September 2014 where the Control Agreements and the Second Loan Agreement were entered into by Shenzhen Yongle and the relevant parties. The signed copies of (i) the Control Agreements; (ii) the WK Articles Amendment Agreement; (iii) the WK Resolutions; (iv) the LC Articles Amendment Agreement; (v) the LC Resolutions; (vi) the Exclusive Equity Acquisition Agreement; (vii) the Exclusive Assets Acquisition Agreement; (viii) the Undertakings; and (ix) the Second Loan Agreement have been published on the website of the Company.

Upon Completion and the entering into of the Control Agreements and the Second Loan Agreement, Beijing Weike (together with its 90% owned subsidiary, the Licence Company) will be recognised as a joint venture of the Group. Beijing Weike will be accounted for using the equity method of accounting in accordance with the Group’s accounting policies to the extent of its 33% equity interest.

The Company will review, among others, the operating performance as well as the industry prospect of the Licence Company from time to time to determine whether the Option will be exercised. In the event that the Company decides to exercise the Option, the Third Loan Agreement will be entered into by Shenzhen Yongle and Shanghai Yongle. The Company will assess the scale of the transaction when the Third Loan Agreement is entered into and will comply with the requirements under the GEM Listing Rules (including obtaining approval of Shareholders, if necessary).

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

Hong Kong, 23 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.