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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)**

### **COMPLETION OF THE SUBSCRIBER'S SUBSCRIPTION UNDER GENERAL MANDATE**

Reference is made to (i) the announcement of China Smartpay Group Holdings Limited (the “**Company**”) dated 10 September 2014 in relation to, among other things, the Placing, the Top-up Subscription and the Subscriber’s Subscription; (ii) the announcement of the Company dated 17 September 2014 in relation to, among other things, completion of the Placing and updates on the Subscriber’s Subscription; and (iii) the announcement of the Company dated 24 September 2014 in relation to, among other things, completion of the Top-up Subscription and updates on the Subscriber’s Subscription. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the aforesaid announcements.

The Board is pleased to announce that as all conditions precedent to completion of the Subscriber’s Subscription had been fulfilled, completion of the Subscriber’s Subscription took place on 8 October 2014 and 68,490,000 Subscriber’s Subscription Shares have been issued to the Subscriber at the Subscription Price of HK\$1.46 per Subscriber’s Subscription Share.

## EFFECT ON SHAREHOLDING OF THE SUBSCRIBER’S SUBSCRIPTION

The shareholding structure of the Company after completion of the Placing and the Top-up Subscription and immediately before and after completion of the Subscriber’s Subscription is as follows (assuming there being no other change in the share capital of the Company):

	After completion of the Placing and the Top-up Subscription and immediately before completion of the Subscriber’s Subscription		After completion of the Placing and the Top-up Subscription and immediately after completion of the Subscriber’s Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor ( <i>Note 1</i> )	174,500,000	18.02	174,500,000	16.83
Mr. Cao Guoqi (“ <b>Mr. Cao</b> ”), a Director	52,040,000 ( <i>Note 2</i> )	5.38	52,040,000 ( <i>Note 2</i> )	5.02
Public Shareholders:				
Places	104,310,000	10.77	104,310,000	10.06
Subscriber	–	–	68,490,000	6.61
Other public Shareholders	637,460,000	65.83	637,460,000	61.48
<b>Total</b>	<b>968,310,000</b>	<b>100.00</b>	<b>1,036,800,000</b>	<b>100.00</b>

*Notes:*

1. The Vendor is owned as to 70% and 30% by Mr. Cheng and Ms. Cheng respectively. Ms. Cheng is the sister of Mr. Cheng.
2. Of which 51,270,000 Shares are held by Probest Limited which in turn is wholly owned by Mr. Cao and 770,000 Shares are held by Ms. Zheng Lu who is the wife of Mr. Cao.

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

Hong Kong, 8 October 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](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).*