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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)**

### **DELAY IN DESPATCH OF CIRCULAR**

This announcement is made pursuant to Rule 19.36A of the GEM Listing Rules.

Reference is made to the announcement of China Smartpay Group Holdings Limited (the “**Company**”) dated 15 October 2014 and 28 November 2014 (the “**Announcements**”), respectively in relation to, amongst other things, the very substantial acquisition involving the proposed acquisition of 67% of the equity interests in Beijing Weike. Capitalised terms used herein shall have the same meaning as those defined in the Announcements unless stated otherwise.

As disclosed in the Announcements, a circular (the “**Circular**”) containing, amongst other things, (i) further information on the Option Framework Agreement and the transactions contemplated thereunder; (ii) the accountants’ report of Beijing Weike and the Licence Company prepared by independent accountants; (iii) the valuation report prepared by the Independent Valuer; and (iv) a notice of the EGM, would be despatched to the Shareholders by no later than 15 December 2014. As further time is required to finalise the contents of the Circular, it is expected that the despatch of the Circular will be postponed to a date falling on or before 31 December 2014.

The Board wishes to inform the Shareholders and the potential investors of the Company that the Group has continued to implement its business strategy of developing the payment business in the PRC (details of which are set out in the section headed “Business Outlook” of the interim report of the Company for the six months ended 30 September 2014), and that relevant preparatory work is being carried out smoothly. Should any part of such preparatory work constitutes a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules, the Company will comply with relevant requirements of the GEM Listing Rules accordingly.

**As completion of the Transaction is subject to the fulfillment of certain conditions and may or may not proceed, Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 15 December 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).*