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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)

(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 JANUARY 2015

AND

(II) COMPLETION OF THE OPTION FRAMEWORK AGREEMENT

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**Notice**”) of China Smartpay Group Holdings Limited (the “**Company**”) to its shareholders both dated 29 December 2014 in relation to, among other things, the entering into of the Option Framework Agreement dated 15 October 2014 (as amended and supplemented by the Option Framework Side Letter dated 29 December 2014). Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

(I) POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 15 January 2015, the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total number of shares of the Company (the “**Share(s)**”) in issue was 1,036,800,000 Shares. No Shareholder was entitled to attend and vote only against the proposed resolution at the EGM. None of the Shareholders was required to abstain from voting on the proposed resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in favor of or against the proposed resolution at the EGM was 1,036,800,000 Shares.

The poll results of the EGM are as follows:

Ordinary resolution	Number of votes cast (approximate % of votes cast)		Total number of Shares voted
	For	Against	
To approve, confirm and ratify the Option Framework Agreement (as amended and supplemented by the Option Framework Side Letter) and the transactions contemplated thereunder. <i>(Note)</i>	353,051,502 (100%)	0 (0%)	353,051,502

Note: The above description of the ordinary resolution is by way of summary only. Full text of the ordinary resolution was set out in the Notice.

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company by way of poll .

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of the vote-taking.

(II) COMPLETION OF THE OPTION FRAMEWORK AGREEMENT

The Board is pleased to announce that all the Option CP under the Option Framework Agreement have been fulfilled, and the Option Completion took place on 15 January 2015 where Shanghai Yongle (i) served the Exercise Notice to Mr. Zhang to exercise the Option to acquire 67% of the equity interests in Beijing Weike; (ii) entered into the Fourth Loan Agreement with Shenzhen Yongle; and (iii) entered into the Second WK S&P Agreement with Mr. Zhang. Details of the Exercise Notice, the Fourth Loan Agreement and the Second WK S&P Agreement are set out in the Circular. Further announcement will be made after the Completion.

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

Hong Kong, 15 January 2015

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. Joe 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 Rule 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.