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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 25 FEBRUARY 2015**

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 5 February 2015 in relation to, among other things, the Proposed Refreshment of General Mandate and Refreshment of Scheme Mandate Limit. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 25 February 2015, the ordinary resolutions as set out in the Notice were duly passed by the Independent Shareholders or the Shareholders (as the case may be) 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. Set out below are the poll results in respect of the resolutions proposed at the EGM:

Ordinary resolutions		Number of votes cast (approximate % of votes cast)		Total number of Shares voted
		For	Against	
1	To approve the Proposed Refreshment of General Mandate (<i>Note</i>)	88,890,100 (100%)	0 (0%)	88,890,100
2	To approve the Proposed Refreshment of Scheme Mandate Limit (<i>Note</i>)	88,890,100 (100%)	0 (0%)	88,890,100

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 resolution numbered 1 at the EGM, the resolution numbered 1 was duly passed by as an ordinary resolution of the Company.

As more than 50% of the votes were cast in favour of the resolution numbered 2 at the EGM, the resolution numbered 2 was duly passed by as an ordinary resolution of the Company.

As at the date of the EGM, a total of 1,036,800,000 Shares were in issue. The total number of Shares entitling the holders to attend the EGM and vote for or against the resolutions (other than the resolution numbered 1) was 1,036,800,000 Shares.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution numbered 1 at the EGM was 810,260,000 Shares (representing 78.15% of the total issued share capital of the Company as at the date of the EGM). As stated in the Circular, Mr. Cheng Nga Ming Vincent and Mr. Cao Guoqi and their respective associates, who in aggregate control or are entitled to exercise control over the voting right in respect of 226,540,000 Shares, representing approximately 21.85% of the total Shares in issue as at the date of the EGM, were required to, and did, abstain from voting on the resolution numbered 1 at the EGM.

Save as disclosed above, there was no Share entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the EGM, and no other Shareholders were required under the GEM Listing Rules to abstain from voting on the ordinary resolutions at the EGM.

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

Hong Kong, 25 February 2015

As at the date of this announcement, the Board comprises (i) five executive Directors, namely, Mr. Cheng Nga Ming Vincent, Mr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen and Mr. Song Xiangping; (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 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.