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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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement (the “**Announcement**”) of China Smartpay Group Holdings Limited (the “**Company**”) dated 12 April 2015 in relation to, among others, the proposed subscription and placing of the convertible bonds due on 30 April 2018. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement

Further to the information disclosed in the Announcement, the Company would like to clarify and supplement the following additional information:

Pursuant to the terms and conditions of the Convertible Bonds, the Conversion Price shall from time to time be adjusted upon occurrence of certain events as disclosed on pages 9 to 11 of the Announcement. In this relation, taking into account the lowest possible Conversion Price (i.e. the maximum number of new Shares that may be issued), the Company will ensure that the total number of Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds (whether or not the Conversion Price and thus such number of Conversion Shares have been adjusted as a result of occurrence of any adjustment events mentioned above after the issue of the Convertible Bonds) will not exceed the number of new Shares that can be allotted and issued under the General Mandate (i.e. a total of 207,360,000 new Shares (subject to adjustment as a result of any subsequent consolidation or sub-division)).

In addition, the Company would like to clarify that there was a clerical error in both the English and Chinese version of the Announcement. The phrase “(B) Sub-total of non-public Shareholders” as appearing on the first column of the table set out under the heading “Effect on Shareholding Structure” on page 28 of the Announcement should be revised to and read as “(B) Sub-total of public Shareholders”.

Save as disclosed above, all other information in the Announcement remains unchanged.

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

Hong Kong, 14 April 2015

*As at the date of this announcement, the board of the Company 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](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).*