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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 announcements (the “**Announcement(s)**”) of China Smartpay Group Holdings Limited (the “**Company**”) dated 12 April 2015 and 14 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 Announcements.

The Company would like to further clarify that given 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 dated 12 April 2015, the Company will monitor internally before taking any action which may trigger any of such adjustment events, and if any corporate action would trigger such adjustment event(s) which would result in the General Mandate being insufficient to cover the issue of Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds, such corporate action will not be taken, so as to ensure that such number of Conversion Shares will not exceed the number of new Shares that can be allotted and issued under the General Mandate.

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

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

Hong Kong, 15 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 for at least 7 days from the date of its posting and on the Company’s website at www.chinasmartpay.com.