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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

GRANT OF SHARE OPTIONS

The board (the “**Board**”) of directors (the “**Directors**”) of China Smartpay Group Holdings Limited (the “**Company**”) hereby announces that on 21 April 2015, the Company granted share options (the “**Share Option(s)**”) to certain eligible persons (the “**Grantees**”) to subscribe for a total of 103,680,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 14 August 2009 (the scheme mandate limit of which was refreshed pursuant to an ordinary resolution of the shareholders of the Company passed on 25 February 2015), subject to acceptance by the Grantees and the terms and conditions of the Share Option Scheme. Details of the Share Options granted are set out as follows:

Date of grant: 21 April 2015 (the “**Date of Grant**”).

Exercise price of the
Share Options granted: HK\$2.22 per Share.

(Being not less than the highest of (i) HK\$0.01, being the nominal value of each Share; (ii) HK\$2.21, being the average of the closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$2.20, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant).

Number of Share Options granted: 103,680,000 Share Options (each Share Option shall entitle the Grantees to subscribe for one Share).

Closing price of the Shares on the Date of Grant: HK\$2.20 per Share.

Validity period of the Share Options (subject to acceptance): The Share Options shall have a validity period of 5 years from 21 April 2015 to 20 April 2020, subject to the vesting conditions as stated in the offer letter and the provisions for early termination contained in the Share Option Scheme.

One third of the Share Options shall be vested on the date falling on the first anniversary of the Date of Grant and exercisable from 21 April 2016 to 20 April 2020, both dates inclusive.

Another one third of the Share Options shall be vested on the date falling on the second anniversary of the Date of Grant and exercisable from 21 April 2017 to 20 April 2020, both dates inclusive.

The remaining of the Share Options shall be vested on the date falling on the third anniversary of the Date of Grant and exercisable from 21 April 2018 to 20 April 2020, both dates inclusive.

Among the Share Options granted above, a total of 35,000,000 Share Options were granted to the following Directors, details of which are set out below:

Name of Director	Position	Number of Share Options Granted
Zhang Huaqiao	Non-executive Director and Chairman	20,000,000
Cao Guoqi	Executive Director	5,000,000
Xiong Wensen	Executive Director and President	5,000,000
Song Xiangping	Executive Director	5,000,000

The grant of the Share Options to the above Directors has been approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associate(s) (as defined in the GEM Listing Rules).

Conditions

Since the grant of the Share Options to each of Mr, Zhang Huaqiao and Mr. Xiong Wensen would result in the Shares issued and to be issued to each of them upon the exercise of all the Share Options granted and to be granted to each of them in the 12-month period up to and including the Date of Grant exceeding 1% of all the issued Shares, such grant is conditional upon the approval of the Shareholders at an extraordinary general meeting of the Company (the “EGM”) (where such Grantees and their associates shall abstain from voting) as required by the Note to Rule 23.03(4) of the GEM Listing Rules and Clause 8.5 of the Share Option Scheme.

EGM

The EGM will be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the grant of the Share Options to Mr, Zhang Huaqiao and Mr. Xiong Wensen, both being Directors. According to Rule 23.03(4) of the GEM Listing Rules and Clause 8.5 of the Share Option Scheme, they and their respective associates, to the extent they hold any Shares, are required to abstain from voting in respect of the resolutions to approve the grant of the Share Options to them at the EGM.

CIRCULAR

A circular containing information relating to the grant of the Share Options and notice of the EGM is expected to be despatched to the Shareholders on or before 30 June 2015.

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

Hong Kong, 21 April 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 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 for at least 7 days from the date of its posting and on the Company’s website at www.chinasmartpay.com.