



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Smartpay Group Holdings Limited 中國支付通集團控股有限公司(the "Company")

Date Submitted 4 May 2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>8325</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000</u>
Increase/(decrease)	<u>0</u>	<u>0</u>	<u>0</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>  N/A  </u> Description : _____			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u> Description : _____			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State  
currency*) :

\_\_\_\_\_ HK\$20,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	1,036,800,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,036,800,000	N/A	N/A	N/A

**III. Details of Movements in Issued Share Capital**

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 14/08/2009 Date of grant: 07/09/2012 Exercise Price: HK\$0.84 per share Ordinary shares	Nil	Nil	Nil	Nil	Nil	6,000,000
(Note 1)						(See Remarks 1 on page 10)
2. Share Option Scheme adopted on 14/08/2009 Date of grant: 19/11/2013 Exercise Price: HK\$1.66 per share Ordinary shares	Nil	Nil	Nil	Nil	Nil	54,000,000
(Note 1)						(See Remarks 2 on page 10)
3. Share Option Scheme adopted on 14/08/2009 Date of grant: 22/09/2014 Exercise Price: HK\$1.55 per share Ordinary shares	Nil	Nil	Nil	Nil	Nil	72,000,000
(Note 1)						(See Remarks 3 on page 10)
4. Share Option Scheme adopted on 14/08/2009 Date of grant: 21/04/2015 Exercise Price: HK\$2.22 per share Ordinary shares	103,680,000	Nil	Nil	Nil	Nil	103,680,000
(Note 1)	(Among the Share Options granted above, a total of 35,000,000 Share Options were granted to four directors which is conditional upon the approval of the shareholders at an EGM of the Company.)					(See Remarks 4 on page 10)
				Total A. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	
Total funds raised during the month from exercise of options (State currency)					N/A	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total B. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds A for principal amount of US\$10,000,000 (equivalent to approx. HK\$77,550,000) (due on 30 April 2018)	US\$	N/A	Nil	US\$10,000,000	Nil	41,918,918
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.85 per conversion share (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the EGM held on 25 February 2015)					
2. Convertible Bonds B for principal amount of US\$10,000,000 (equivalent to approx. HK\$77,550,000) (due on 30 April 2018)	US\$	N/A	Nil	US\$10,000,000	Nil	41,918,918
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.85 per conversion share (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the EGM held on 25 February 2015)					
3. Convertible Bonds C for principal amount of US\$20,000,000 (equivalent to approx. HK\$155,100,000) (due on 30 April 2018)	US\$	N/A	Nil	US\$20,000,000	Nil	83,837,837
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.85 per conversion share (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the EGM held on 25 February 2015)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
	Total C. (Ordinary shares)				Nil	
	(Preference shares)				N/A	
	(Other class)				N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. Pursuant to a Sale and Purchase Agreement entered by a direct wholly-owned subsidiary of the Company on 20 April 2015 for the acquisition of the entire issued share capital of AE Investment Consulting Limited, a total Consideration of HK\$300,000,000 (subject to adjustment) will be satisfied partly in Cash and partly by the allotment and issue of Consideration Shares. Subject to the terms and conditions of the Sale and Purchase Agreement, the Company will issue (i) up to 25,116,279 Second Tranche Consideration Shares at an issue price of HK\$2.15 per consideration share for the settlement of the Second Tranche Consideration; and (ii) up to 33,023,255 Third Tranche Consideration Shares at an issue price of HK\$2.15 per consideration share for the settlement of the Third Tranche Consideration. For details, please refer to the Company's announcement dated 20 April 2015.</p> <p style="text-align: right;">(to be approved at the forthcoming EGM) Ordinary shares (<i>Note 1</i>)</p>	Nil	58,139,534
<p>2. On 20 April 2015, the Company entered into a Subscription Agreement with the Vendors ("the Vendors") pursuant to which the Company has agreed to allot and issue, and the Vendors have conditionally agreed to subscribe for a total of 63,953,488 Subscription Shares at a Subscription Price of HK\$2.15 per Subscription Share. Completion of the above transaction is subject to the terms and conditions set out in the subscription agreement. For details, please refer to the Company's announcement dated 20 April 2015.</p> <p style="text-align: right;">(to be approved at the forthcoming EGM) Ordinary shares (<i>Note 1</i>)</p>	Nil	63,953,488
<p>3. _____</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>Nil</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ) ( / / )	
2. Open offer	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ) ( / / )	
3. Placing	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ) ( / / )	
4. Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ) ( / / )	

## Other Movements in Issued Share Capital

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	Class of shares issuable <u>  N/A  </u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares		Class of shares repurchased <u>  N/A  </u> <i>(Note 1)</i> Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		Class of shares redeemed <u>  N/A  </u> <i>(Note 1)</i> Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable <u>  N/A  </u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____



## Other Movements in Issued Share Capital

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)		
Total E.		(Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) Nil
	(2) N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

1. Vesting date of the Share Options : 2,000,000 Share Options was vested on 6 March 2013;  
2,000,000 Share Options was vested on 6 March 2014; and  
2,000,000 Share Options was vested on 6 March 2015.

2. Vesting date of the Share Options : Subject to certain vesting conditions applicable to the relevant  
grantee(s), as disclosed in the announcement of the Company  
dated 19 November 2013.

3. Validity period of the Share Options: The Share Options granted shall be exercisable for a period of five  
(subject to acceptance) years from the Date of Grant, subject to the provisions for early  
termination contained in the Share Option Scheme.

4. Validity period of the Share Options: The Share Options shall have a validity period of 5 years  
(subject to acceptance) 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.

Submitted by: Mr. Tang Wai Leung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.