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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)

DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcements (the “**Announcements**”) of China Smartpay Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 20 April 2015 and 12 May 2015 in relation to, among others, the proposed acquisition of the Target Group involving VIE Contracts and the issue of Consideration Shares. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcements, a circular (the “**Circular**”) containing, among other things, (i) further details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) further details of the Subscription Agreement and the transactions contemplated thereunder; (iii) details of the Specific Mandate; and (iv) the notice of the EGM would be despatched to the Shareholders on or before 1 June 2015. As further time is required to finalise the contents of the Circular, it is expected that the despatch of the Circular will be postponed to a date falling on or before 15 June 2015.

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

Hong Kong, 1 June 2015

As at the date of this announcement, the board of the Company comprises (i) six executive Directors, namely, Mr. Zhang Huaqiao, Mr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen, Mr. Song Xiangping and Mr. Cheng Nga Ming Vincent; and (ii) 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.