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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 JUNE 2015

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**Notice**”) of China Smartpay Group Holdings Limited (the “**Company**”) to its shareholders both dated 12 June 2015 in relation to, among other things, the Acquisition, the Subscription and the grant of Share Options. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 29 June 2015, the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total number of shares of the Company (the “**Share(s)**”) in issue was 1,204,475,671 Shares. No Shareholder was entitled to attend and vote only against the resolutions numbered 1 and 2 at the EGM. None of the Shareholders was required to abstain from voting on the resolutions numbered 1 and 2 at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in favor of or against the resolutions numbered 1 and 2 at the EGM was 1,204,475,671 Shares.

The total number of Shares entitling the Shareholders (other than Mr. Zhang and his associate(s)) to attend and vote for or against the resolution numbered 3 at the EGM was 1,199,725,671 Shares (representing approximately 99.61% of the total issued Shares of the Company as at the date of the EGM). As stated in the Circular, Mr. Zhang and his associate(s), who in aggregate control or are entitled to exercise control over the voting right in respect of 4,750,000 Shares, representing approximately 0.39% of the total issued Shares of the Company as at the date of the EGM, were required to, and did abstain from voting on the resolution numbered 3 at the EGM.

In relation to the resolution numbered 4, as Mr. Xiong and his associate(s) did not hold any Shares as at the date of the EGM, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered 4 at the EGM was 1,204,475,671 Shares.

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of the vote-taking. Set out below is the poll results of the EGM are as follows:

Ordinary resolutions <i>(Note)</i>		Number of votes cast (approximate % of votes cast)		Total number of Shares voted
		For	Against	
1.	(a) To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder; (b) To grant a Specific Mandate to the Directors to issue and allot the Consideration Shares; and (c) To authorise the Directors to take actions to implement the Sale and Purchase Agreement.	143,180,000 (100%)	0 (0%)	143,180,000
2.	(a) To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder; (b) To grant a Specific Mandate to the Directors to issue and allot the Subscription Shares; and (c) To authorise the Directors to take actions to implement the Subscription Agreement.	143,180,000 (100%)	0 (0%)	143,180,000
3.	(a) To approve the grant of the 20,000,000 Share Options by the Company under the Share Option Scheme to Mr. Zhang; and (b) To authorize the Directors to take actions to implement the grant of the 20,000,000 Share Options to Mr. Zhang.	143,180,000 (100%)	0 (0%)	143,180,000
4.	(a) To approve the grant of the 5,000,000 Share Options to Mr. Xiong by the Company under the Share Option Scheme to Mr. Xiong; and (b) To authorise the Directors to take actions to implement the grant of the 5,000,000 Share Options to Mr. Xiong.	143,180,000 (100%)	0 (0%)	143,180,000

Note: The above description of the ordinary resolutions is by way of summary only. Full text of the ordinary resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 and 2, the resolutions numbered 1 and 2 were duly passed by the Shareholders as ordinary resolutions.

As more than 50% of the votes were cast in favour of the resolution numbered 3, the resolution numbered 3 was duly passed by the Shareholders (other than Mr. Zhang and his associate(s)) as an ordinary resolution.

As more than 50% of the votes were cast in favour of the resolution numbered 4, the resolution numbered 4 was duly passed by the Shareholders as an ordinary resolution.

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

Hong Kong, 29 June 2015

As at the date of this announcement, the board of the Company comprises (i) six executive Directors, namely, Mr. Zhang Huaqiao, Dr. 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.