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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)

CHANGE OF SHAREHOLDING INTERESTS HELD BY AN EXECUTIVE DIRECTOR

This voluntary announcement is made by China Smartpay Group Holdings Limited (the “**Company**”). The board of directors of the Company (the “**Board**”) was notified by Dr. Cao Guoqi (“**Dr. Cao**”), an executive director of the Company, that (i) on 29 June 2015, Dr. Cao, through Probest Limited (“**Probest**”), a company wholly-owned by him, acquired 1,040,000 shares of the Company on the secondary market at a consideration of an average price of HK\$2.5174 per share; (ii) on the same day, Ms. Zheng Lu, the wife of Dr. Cao, acquired 600,000 shares of the Company on the secondary market at a consideration of an average price of HK\$2.5616 per share; and (iii) on 30 June 2015, Dr. Cao through Probest acquired 550,000 shares of the Company on the secondary market at a consideration of an average price of HK\$2.4818 per share (the “**Acquisitions**”). Details of the change in the shareholding interests of the Company held by Dr. Cao as a result of the Acquisitions are set out as follows:

Capacity	Before the Acquisitions		After the Acquisitions	
	Number of shares of the Company	Percentage of shareholding	Number of shares of the Company	Percentage of shareholding
Corporate – Interest of controlled corporation	51,270,000 (Note 1)	4.26%	52,860,000 (Note 1)	4.38%
Beneficial owner	11,000,000 (Note 2)	0.91%	11,000,000 (Note 2)	0.91%
Interest of spouse	770,000 (Note 3)	0.06%	1,370,000 (Note 3)	0.11%
Total	<u>63,040,000</u>	<u>5.23%</u>	<u>65,230,000</u>	<u>5.41%</u>

Notes:

1. These shares are held by Probest, a company wholly-owned by Dr. Cao. As Mr. Cao is the controlling shareholder of Probest, he is deemed to be interested in these shares held by Probest under the Securities and Futures Ordinance (the “SFO”).
2. These shares represent the options of shares granted to Dr. Cao pursuant to the Company’s share option scheme. Accordingly, he is deemed to be interested in these shares under the SFO.
3. These shares are held by Ms. Zheng Lu who is the wife of Dr. Cao. Accordingly, Dr. Cao is deemed to be interested in these shares held by Ms. Zheng Lu under the SFO.

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

Hong Kong, 30 June 2015

As at the date of this announcement, the board of the Company comprises (i) five executive directors, namely, Mr. Zhang Huaqiao, Dr. Cao Guoqi, Mr. Fung Weichang, Mr. Xiong Wensen and Mr. Song Xiangping; and (ii) three independent non-executive directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.

This announcement, for which the Board 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 Board, 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.hk.