

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	30/06/2015	
For the month ended (dd/mm/yyyy):	30/00/2015	

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	2 July 2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8325</u> Descrij	ption :	N/A	A
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	2,000,000,000	<u>HK\$0.01</u>	HK\$20,000,000
Increase/(decrease)	0	0	0
Balance at close of the month	2,000,000,000	HK\$0.01	HK\$20,000,000
(2) Stock code : <u>N/A</u> Descri	ption :		
	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 :	N/A	_Descrip	tion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding n	nonth			
Increase/(decreas	se)				
Balance at close	of the month				

3. Other Classes of Shares

Stock code :	N/A	Descrip	otion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	of preceding	month			
Increase/(decreas	e)				
Balance at close of	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 ordi	nary shares	No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	1,036,800,000	N/A	N/A	<u>N/A</u>	
Increase / (decrease) during the month	167,675,671	N/A	N/A	N/A	
Balance at close of the month	1,204,475,671	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Particulars of share No. of new shares No. of new shares of option scheme of issuer issued issuer which may be including EGM during the month issued pursuant thereto as approval date pursuant thereto at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable 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 Nil Ordinary shares 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 Nil Nil Nil Nil Nil 72,000,000 Ordinary shares (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 Nil Nil Nil Nil Nil 103,680,000 (Note 1) (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

Share Options (under Share Option Schemes of the Issuer)

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency Nominal value at of nominal close of	Exercised Nominal value at during the close of the month 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
<u>1. N/A</u>				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price				
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)			
<u>2.</u>				
(/ /) Stock code (if listed) Class of shares				
issuable (<i>Note 1</i>)		_		
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)	(/ /)	_		
<pre></pre>				
		Total B. (Ordinary shares) (Preference shares)	N/A N/A	
		(Preference shares) (Other class)	N/A N/A	
		(· · · · · · · · · · · · · · · · · · ·		

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

Convertibles (i.e. Convertib	Currency of amount outstanding	Amount at close of preceding month	Converted	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	outstanding	preceding month	montin	of the month	thereto	monui
for principal amount of						
US\$10,000,000 (equivale	ent					
to approx. HK\$77,550,00	00)					
(due on 30 April 2018)	US\$	US\$10,000,000	US\$10,000,000) Nil	41,918,918	Nil
Stock code (if listed)	N/A					
Class of shares	Ondin					
issuable (Note 1)	Ordinary shares HK\$1.85 per conv	ersion share				
Subscription price	(subject to adjustr					
EGM approval date	(under the general	mandate granted				
(if applicable)	to the directors at					
(dd/mm/yyyy))	25 February 2015					
2. Convertible Bonds B						
for principal amount of						
US\$10,000,000 (equivale						
to approx. HK\$77,550,00		115610.000.000		NO N::1	41 019 019	NT:1
(due on 30 April 2018) Stock code (if listed)	US\$	US\$10,000,000	US\$10,000,00	00 Nil	41,918,918	Nil
Class of shares	IN/A					
issuable (Note 1)	Ordinary shares					
, , , , , , , , , , , , , , , , , , , ,	HK\$1.85 per conv	ersion share				
Subscription price	(subject to adjustn	nent)				
EGM approval date	(under the general					
(if applicable)	to the directors at					
(dd/mm/yyyy)	25 February 2015)				
3. Convertible Bonds C for principal amount of						
US\$20,000,000 (equivale	ent					
to approx. HK\$155,100,0						
(due on 30 April 2018)	US\$	US\$20,000,000	US\$20,000,00	00 Nil	83,837,835	Nil
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary shares					
Subcomination miss	HK\$1.85 per conv					
Subscription price EGM approval date	(subject to adjustm					
(if applicable)	(under the general to the directors at					
(dd/mm/yyyy)	25 February 2015					
4.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	1 1					
(if applicable) (dd/mm/yyyy)	(/	/)				
	(/	/	Total C. (Ordi	inary shares) 1	67,675,671	
	(/	/		inary shares) 1 rence shares)	167,675,671 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
 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. The above transactions have been approved by independent shareholders at the extraordinary general meeting held on 29 June 2015. For details, please refer to the Company's circular dated 12 June 2015 and the Company's announcement dated 29 June 2015. 	Nil	58,139,534
 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. The above transactions have been approved by independent shareholders at the extraordinary general meeting held on 29 June 2015. For details, please refer to the Company's circular dated 12 June 2015 and the Company's announcement dated 29 June 2015. 3. 	Nil	63,953,488
(/ /) shares (Note 1) Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

Type of Issue Class of shares $N/A_{issuable (Note 1)}$ 1. Rights issue At State price : currency Issue and allotment (// /) 1. Rights issue At State price : currency Issue and allotment (//) 2. Open offer At price : State price : currency Issue and allotment (//) 2. Open offer At price : currency Issue and allotment (//) 3. Placing At price : currency Issue and allotment (//) 3. Placing At price : currency Issue and allotment (//) Issue and allotment (id/mm/yyyy) EGM approval date: (//) Issue and allotment (//) Issue and allotment (//) Glass of shares (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//)<	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	No. of new shares of issuer issued during the month pursuant thereto			pital	sued Share Ca	er Movements in Is	Oth
1. Rights issue At state price : currency Issue and allotment date : (dd/mm/yyyy) $(///)$ 1. Rights issue At price : currency Issue and allotment date : (dd/mm/yyyy) $(///)$ 2. Open offer At price : currency Class of shares N/A issuable (Note 1) N/A 2. Open offer At price : currency Issue and allotment date : (dd/mm/yyyy) $(///)$ 3. Placing At price : currency Class of shares N/A issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) 3. Placing At price : currency Class of shares (M/A) issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) 3. Placing At class issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) $(///)$ 3. Placing At class issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) $(///)$ Glass of shares N/A Issue and allotment (dd/mm/yyyy) $(///)$ $(///)$ Glass of shares N/A Issue and allotment (dd/mm/yyyy) $(///)$ $(///)$ Glass of shares N/A Issue and allotment (dd/mm/yyyy) $(///)$ $(///)$ Glass of shares Issue and allotment (dd/mm/yyyy) $(////)$ $(///)$ $(///)$			N/A	Class of shares			Type of Issue	
1. Rights issue price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 2. Open offer At State Issue and allotment (/ /) 2. Open offer At State Issue and allotment (/ /) 2. Open offer At State Issue and allotment (/ /) GM approval date: (/ /) EGM approval date: (/ /) 3. Placing At State State N/A jrice : currency EGM approval date: N/A								
$\begin{array}{c ccccccccccccccccccccccccccccccccccc$			(/ /)				Rights issue	1.
2. Open offer At State price : currency $(/ /)$ Barborn Barborn State price : currency $(/ /)$ EGM approval date: $(/ /)$ (d/mm/yyyy) 3. Placing At State price : currency $(/ /)$ Barborn Barborn			(/ /)					
2. Open offer At State price : currency $(//)$ Issue and allotment $(//)$ BGM approval date: $(//)$ ($(//)$ ($(//)$ ($(//)$) 3. Placing At State price : currency $(//)$ Issue and allotment $(//)$ ($(//)$) EGM approval date: $(//$								
2. Open order price : currency $(dd/mm/yyyy)$ EGM approval date: $(dd/mm/yyyy)$ (dd/mm/yyyy) 3. Placing At State price : currency $(dd/mm/yyyy)$ EGM approval date: $(//)$ Issue and allotment $(//)$ EGM approval date: $(//)$			N/A					
EGM approval date: (/ /) (dd/mm/yyyy) 3. Placing At State Class of sharesN/A Issue and allotment (/ /) price : currency Issue and allotment (/ /) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares			(/ /)				Open offer	2.
3. Placing At State price : currency Issue and allotment (/ /) GRASS OF Shares Issue and allotment (/ /) EGM approval date: (/ /) (dd/mm/yyyy)			(/ /)					
3. Placing At State price : currency Issue and allotment (/ /) GGM approval date: (/ /) (dd/mm/yyyy) Class of shares <u>N/A</u>			<u>N/A</u>	Class of shares				
S. Flacing At state price : currency								
(dd/mm/yyyy)			(/ /)	date : (dd/mm/yyyy)			Placing	3.
			(/ /)					
issuable (Note 1)			N/A	Class of shares issuable (<i>Note 1</i>)				
4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy)			(/ /)				Bonus issue	4.
EGM approval date: (/ /) (dd/mm/yyyy)			(/ /)	EGM approval date:				

S. Scrip dividend At price : State currency Issue and allotment date : (d/mm/yyy) $(// /)$ F. Scrip dividend At price : State currency Issue and allotment date : (d/mm/yyy) $(// /)$ F. Repurchase of shares Class of shares N/A repurchased (Nore 1) 6. Repurchase of shares Class of shares N/A repurchased (Nore 1) 7. Redemption of shares Class of shares N/A redeemed (Nore 1) 7. Redemption of shares Class of shares N/A redeemed (Nore 1) 8. Consideration issue At price : State currency Class of shares issuable currency N/A redemption (1//) (d/mm/yyy) 8. Consideration issue At price : State currency Issue and allotment (1//) (d/mm/yyy) (1//) (1//) (d/mm/yyy)		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 Issue and allotment date : $(dd/mm/yyyy)$ $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$				N/A			
EGM approval date: $(/ / /)$ G. Repurchase of shares N/A. G. Redemption date: (/ /) (dd/mm/yyyy) EGM approval date: Class of shares N/A. redeemption of shares N/A. Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: State Class of shares issuable (// /) (Note 1) Issue and allotment (/ /) Base and allotment (//) Issue and allotment (//) EGM approval date: (//)	5.	SCHD dividend – ALDHCe -	Issue and allotment	(/ /)		
6. Repurchase of shares Cancellation date : $(//)$ (d/mm/yyyy) EGM approval date: $(//)$ EGM approval date: $(//)$ (//) (d/mm/yyyy) Class of shares $\underline{N/A}$ 7. Redemption of shares Redemption date : $(//)$ Redemption date: $(//)$ (//) Redemption date: $(//)$ (//) (d/mm/yyyy) EGM approval date: $(//)$ 8. Consideration issue At price : State currency Issue and allotment date: $(//)$ Issue and allotment date: $(//)$ EGM approval date: $(//)$		currency	EGM approval date:	(/ /)		
6. Repurchase of shares Cancellation date : $(//)$ (d/mm/yyyy) EGM approval date: $(//)$ EGM approval date: $(//)$ (//) (d/mm/yyyy) Class of shares $\underline{N/A}$ 7. Redemption of shares Redemption date : $(//)$ Redemption date: $(//)$ (//) Redemption date: $(//)$ (//) (d/mm/yyyy) EGM approval date: $(//)$ 8. Consideration issue At price : State currency Issue and allotment date: $(//)$ Issue and allotment date: $(//)$ EGM approval date: $(//)$							
shires $(dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) EGM approval date: $(//)$ (//) (dd/mm/yyyy) EGM approval date: $(//)$ (//) EGNs of shares issuable N/A (Note 1) (dd/mm/yyyy) EGM approval date: $(//)$ (//) EGM approval date: $(//)$ (//) EGM approval date: $(//)$				N/A			
Class of shares	6.			(/ /)		
7. Redemption of shares Redemption date : $(//)$ 7. Redemption of shares Redemption date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ EGM approval date: $(//)$ (//) (dd/mm/yyyy) EGM approval date: $(//)$ 8. Consideration issue At price : State currency Class of shares issuable N/A Issue and allotment date : $(dd/mm/yyyy)$ EGM approval date: $(//)$ EGM approval date : $(//)$ EGM approval date: $(//)$				(/ /)		
7. Redemption of shares Redemption date : $(//)$ 7. Redemption of shares Redemption date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ EGM approval date: $(//)$ (//) (dd/mm/yyyy) EGM approval date: $(//)$ 8. Consideration issue At price : State currency Class of shares issuable N/A Issue and allotment date : $(dd/mm/yyyy)$ EGM approval date: $(//)$ EGM approval date : $(//)$ EGM approval date: $(//)$							
shares $(dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) 8. Consideration issue At price : State currency — Issue and allotment (//) EGM approval date: $(//)$ EGM approval date: $(//)$				N/A			
8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ EGM approval date: $(\frac{//}{)}$	7.	1 -		(/ /)		
8. Consideration issue At price : State currency — Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)				(/ /)		
8. Consideration issue At price : State currency — Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)							
8. Consideration issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /)				N/A			
	8.			(/ /)		
				(/ /)		

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
	Class of shares issuable <u>N/A</u> (<i>Note 1</i>)		
9. Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
	Class of shares issuable <u>N/A</u> (<i>Note 1</i>)		
10. Other (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		<u> </u>
	Total E. (Ordinary share (Preference share) (Other class	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	167,675,671
	(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
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

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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	

Submitted by: <u>Mr. Tang Wai Leung</u>

 Company Secretary

 (Director, Secretary or other duly authorised officer)

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.*