

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**COMPLETION OF THE ACQUISITION OF THE ENTIRE ISSUED
SHARE CAPITAL OF AE INVESTMENT CONSULTING LIMITED
INVOLVING ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE**

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

The Board is pleased to announce that all the Conditions to the Sale and Purchase Agreement have been fulfilled on 30 June 2015 and Completion took place on 8 July 2015 in accordance with the terms of the Sale and Purchase Agreement.

Following Completion, the Target Company will be fully consolidated into the accounts of the Group in accordance with the Group’s accounting policies. In addition, following Completion, the Company is able to control the OPCO under the principles as outlined in Hong Kong Financial Reporting Standard 10 “Consolidated financial statements” issued by the Hong Kong Institute of Certified Public Accountants, where the Company is exposed, or

has rights, to variable returns from its involvement with the OPCO and also has the ability to affect those returns through power over the OPCO. Accordingly, the OPCO will be consolidated in the Group's consolidated financial statements as if it were a subsidiary of the Group upon Completion.

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

Hong Kong, 8 July 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 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.