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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 ANNUAL GENERAL MEETING HELD ON 22 AUGUST 2016**

At the annual general meeting (“**AGM**”) of China Smartpay Group Holdings Limited (the “**Company**”) held on 22 August 2016, all the proposed resolutions as set out in the notice of AGM dated 12 July 2016 have been duly passed by the Shareholders.

Reference is made to the circular (the “**Circular**”) and notice of AGM of the Company (the “**Notice**”) both dated 12 July 2016 and despatched to the Shareholders. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

At the AGM, all votes on all the proposed resolutions as set out in the Notice were taken by way of poll.

As at 22 August 2016, the total number of issued Shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM is 1,436,049,159 and there were no Shares entitling the holder to attend and vote only against the resolutions or abstain from voting at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

RESOLUTIONS		No. of votes and percentage	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 March 2016.	344,742,911 (65.1746%)	184,210,000 (34.8254%)
2.	(i) To re-elect Dr. Cao Guoqi as an executive Director.	344,742,911 (65.1746%)	184,210,000 (34.8254%)
	(ii) To re-elect Mr. Fung Weichang as an executive Director;	344,742,911 (65.1746%)	184,210,000 (34.8254%)
	(iii) To re-elect Dr. Yuan Shumin as an independent non-executive Director;	344,742,911 (65.1746%)	184,210,000 (34.8254%)
	(iv) To re-elect Dr. Zhou Jinhuang as an independent non-executive Director.	344,742,911 (65.1746%)	184,210,000 (34.8254%)
	(v) To authorise the remuneration committee of the Company to fix the remuneration of the Directors.	344,742,911 (65.1746%)	184,210,000 (34.8254%)
3.	To re-appoint Mazars CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.	344,742,911 (65.1746%)	184,210,000 (34.8254%)
4.	(A) To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.	344,232,911 (65.0782%)	184,720,000 (34.9218%)
	(B) To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.	344,742,911 (65.1746%)	184,720,000 (34.8254%)
	(C) To include the nominal amount of shares repurchased by the Company to the aggregate nominal amount of share capital which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 4(A).	344,232,911 (65.0782%)	184,720,000 (34.9218%)
5.	To approve the Proposed Refreshment of the Scheme Mandate Limit under the share option scheme of the Company.	344,232,911 (65.0782%)	184,720,000 (34.9218%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to numbered 5 above, all these resolutions have been duly passed by the Shareholders as ordinary resolutions.

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of the vote-taking.

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

Hong Kong, 22 August 2016

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

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.*

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