

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2016

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 3 May 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| (1) Stock code : <u>8325</u> | Description : <u>N/A</u> | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>2,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$20,000,000</u> |
| Increase/(decrease) | <u>0</u> | <u>0</u> | <u>0</u> |
| Balance at close of the month | <u>2,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$20,000,000</u> |
| (2) Stock code : <u>N/A</u> | Description : _____ | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|--|--|
| Stock code : <u>N/A</u> | Description : _____ | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|--|--|
| Stock code : <u>N/A</u> | Description : _____ | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close 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 ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|--|-------------------------------|------------|----------------------------|-----------------------------------|
| Balance at close of preceding month | <u>1,452,639,159</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>Nil</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>1,452,639,159</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

Warrants to Issue Shares of the Issuer which are to be Listed

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

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

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | 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. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| 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) | | (/ /) | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | 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 |
|---|--|---|
| <p>1. 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.</p> <p style="text-align: right;">(29/06/2015)</p> <p style="text-align: right;">Ordinary shares (Note 1)</p> | Nil | 58,139,534 |
| <p>2. On 20 October 2015, the Company entered into a Subscription Agreement with the Subscribers and the Guarantor pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 422,809,720 Subscription Shares at the Subscription Price of HK\$1.90 per Subscription Share. On 8 January 2016, the Company have allotted and issued 184,210,000 Subscription Shares to the Subscribers and a remaining balance of 238,599,720 Subscription Shares remain issuable. For details, please refer to the Company's circular dated 27 November 2015 and the Company's announcements dated 14 December 2015, 8 January 2016, 24 February 2016 and 29 April 2016.</p> <p style="text-align: right;">(14/12/2015)</p> <p style="text-align: right;">Ordinary shares (Note 1)</p> | Nil | 238,599,720 |
| <p>3. _____</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p> | | |
| <p>4. _____</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p> | | |
| <p style="text-align: right;">Total D. (Ordinary shares)</p> | Nil | |
| <p style="text-align: right;">(Preference shares)</p> | N/A | |
| <p style="text-align: right;">(Other class)</p> | N/A | |

Other Movements in Issued Share Capital

| 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 |
|-----------------|------------|----------------|--|--|---|
| 1. Rights issue | At price : | State currency | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 2. Open offer | At price : | State currency | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 3. Placing | At price : | State currency | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 4. Bonus issue | | | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |

Other Movements in Issued Share Capital

| | | | 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 | |
|---------------|--|---------------------------------|---|---|-------|
| Type of Issue | | | | | |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares (See Remarks 5 on page 10) | | Class of shares repurchased <u>N/A</u> <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares redeemed <u>N/A</u> <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |

Other Movements in Issued Share Capital

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

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

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
early termination contained in the Share Option Scheme.

5. A total of 16,590,000 shares were repurchased by the Company during the months of February 2016 and
March 2016 but the said shares have not yet been cancelled.

Submitted by: Mr. Tang Wai Leung

Title: 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.