

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2016

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 6 June 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 : <u></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></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 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		No of preference shares	No. of other classes of shares
	(1)	(2)		
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>

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	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 Ordinary shares	Nil	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 Ordinary shares	Nil	Nil	Nil	Nil	Nil	72,000,000
(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					

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

					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
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		
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)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

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
1.	<p>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>(29/06/2015)</p> <p>Ordinary shares (<i>Note 1</i>)</p>	Nil	58,139,534
2.	<p>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, 29 April 2016 and 31 May 2016.</p> <p>(14/12/2015)</p> <p>Ordinary shares (<i>Note 1</i>)</p>	Nil	238,599,720
3.	<p>( / / )</p> <p>shares (<i>Note 1</i>)</p>		
4.	<p>( / / )</p> <p>shares (<i>Note 1</i>)</p>		
Total D. (Ordinary shares)		Nil	
(Preference shares)		N/A	
(Other class)		N/A	

## 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						
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 <u>N/A</u> repurchased <i>(Note 1)</i> Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____ _____
7.	Redemption of shares			Class of shares <u>N/A</u> redeemed <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

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						
9. Capital reorganisation	Class of shares issuable (Note 1)			<u>N/A</u>		
	Issue and allotment date : (dd/mm/yyyy)			( / / )		
	EGM approval date: (dd/mm/yyyy)			( / / )		
<hr/>						
10. Other (Please specify)	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)			( / / )	
<hr/>						
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)	<u>Nil</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

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: (subject to acceptance)	The Share Options granted shall be exercisable for a period of five 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: (subject to acceptance)	The Share Options shall have a validity period of 5 years 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)

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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.*