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 THE ANNUAL GENERAL MEETING HELD ON 23 AUGUST 2019

The Board is pleased to announce that the AGM was held on 23 August 2019 and all the resolutions set out in the AGM Notice, except for the resolution relating to the re-election of Dr. Zhou Jinhuang as an independent non-executive Director which had been withdrawn due to his resignation on 21 August 2019, were duly passed by the Shareholders by way of poll at the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular of China Smartpay Group Holdings Limited (the "**Company**") dated 25 July 2019 (the "**Circular**") in relation to, inter alia, proposals for general mandates to issue new shares and to repurchase shares of the Company, and re-election of directors of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that at the AGM held on 23 August 2019, all the resolutions set out in the notice dated 25 July 2019 convening the AGM (the "**AGM Notice**") except for the resolution relating to the re-election of Dr. Zhou Jinhuang as an independent non-executive Director which had been withdrawn due to his resignation on 21 August 2019, were duly passed by the Shareholders by way of poll.

As at the date of the AGM, a total of 1,644,188,693 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the resolutions proposed at the AGM:

<table>
<tr><th colspan="3" rowspan="2">Ordinary Resolutions</th><th colspan="2">No. of Shares voted (approximate percentage of total number of votes casted)</th></tr>
<tr><th>For</th><th>Against</th></tr>
<tr><td>1.</td><td colspan="2">To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2019.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td>2.</td><td>(i)</td><td>To re-elect Mr. Zhang Huaqiao as a non-executive director of the Company.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td></td><td>(ii)</td><td>To re-elect Dr. Yuan Shumin as an independent non-executive director of the Company.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td></td><td>(iii)</td><td>To re-elect Dr. Zhou Jinhuang as an independent non-executive director of the Company.</td><td>N/A*</td><td>N/A*</td></tr>
<tr><td></td><td>(iv)</td><td>To authorise the remuneration committee of the Company to fix the remuneration of the directors of the Company.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td>3.</td><td colspan="2">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.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td>4.</td><td>(A)</td><td>To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of this resolution.</td><td>648,288,360 (99.9784%)</td><td>140,000 (0.0216%)</td></tr>
<tr><td></td><td>(B)</td><td>To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10% of the total number of the issued shares of the Company as at the date of this resolution.</td><td>648,428,360 (100.0000%)</td><td>0 (0.0000%)</td></tr>
<tr><td></td><td>(C)</td><td>To include the aggregate number of shares repurchased by the Company to the total numbers of issued shares of the Company which may be allotted and issued by the directors under the general mandate granted to the directors under Resolution No. 4(A).</td><td>648,288,360 (99.9784%)</td><td>140,000 (0.0216%)</td></tr>
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* As set out in the announcement of the Company dated 21 August 2019, Dr. Zhou Jinhuang has resigned as an independent non-executive Director with effect from 21 August 2019. The proposed ordinary resolution numbered 2(iii) in respect of the re-election of Dr. Zhou Jinhuang as an independent non-executive Director as set out in the AGM Notice had been withdrawn and was not put forward for consideration and approval by the Shareholders at the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 2(ii) and 2(iv) to 4 at the AGM, such resolutions were duly passed as ordinary resolutions of the Company by way of poll.

By Order of the Board
China Smartpay Group Holdings Limited
Yan Dinggui
Executive Deputy Chairman

Hong Kong, 23 August 2019

As at the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. Yan Dinggui, Dr. Cao Guoqi and Mr. Song Xiangping; (ii) one non-executive Director, Mr. Zhang Huaqiao; and (iii) 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 Rules 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.