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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 EXTRAORDINARY GENERAL MEETING HELD ON 12 JUNE 2020**

Reference is made to the circular (the “**Circular**”), together with the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China Smartpay Group Holdings Limited (the “**Company**”) both dated 22 May 2020, and its clarification announcement dated 22 May 2020 regarding revised form of proxy for the EGM. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 12 June 2020.

As at the date of the EGM, the total number of Shares in issue was 1,644,188,693 Shares, and Invech Holdings Limited (being indirectly held by Mr. Yan as to 75%), which held 334,019,430 Shares, representing approximately 20.32% of the total issued share capital of the Company, had abstained from voting at the EGM as required under the GEM Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution at the EGM was 1,310,169,263 Shares. Save as disclosed above, no other Shareholder was required to abstain from voting on the resolution at the EGM under the GEM Listing Rules. No party had stated its/his/her intention in the Circular to vote against, and there were no Shares entitling the Shareholders to attend and vote only against the resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

The poll results in respect of the resolution proposed at the EGM are set out as follows:

Ordinary Resolution	Number of votes	
	For	Against
<p>(a) To approve, confirm and ratify (as the case may be) the conditional sale and purchase agreement dated 13 March 2020 (the “SPA”) entered into among the Company as vendor and each of Geerong (HK) Limited and Oak Bay International Limited (the “Purchasers”) as purchasers (as amended by the supplemental agreement dated 8 May 2020 to the SPA entered into among the same parties (the “Supplemental Agreement”)) in relation to the disposal of an aggregate of 75 ordinary shares of Keen Best Investments Limited (the “Target Company”) for the total consideration of HK225,000,000 upon and subject to the terms and conditions as set out therein (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder (the “Disposal”);</p> <p>(b) To approve, confirm and ratify (as the case may be) the entering into of the shareholders’ agreement (the “Shareholders’ Agreement”) among the Company, the Target Company and the Purchasers in relation to their respective rights and obligations in the Target Company upon completion of the Disposal and the transactions contemplated thereunder; and</p> <p>(c) To authorise any one director of the Company (“Director(s)”) (if execution under the common seal of the Company is required, any two Directors) for and on behalf of the Company to sign and execute, and when required, to affix the common seal of the Company, to deliver any documents, instruments or agreements and to do all such acts and things and to take all such steps which, in the opinion of such Director, may be necessary, desirable or expedient to implement and/or give effect to the SPA (as amended by the Supplemental Agreement) and the transactions contemplated thereunder (including but not limited to the entering into of the Shareholders’ Agreement) and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.</p>	<p>331,290,036 (100%)</p>	<p>0 (0%)</p>

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company.

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

By Order of the Board  
**China Smartpay Group Holdings Limited**  
**Lin Xiaofeng**  
*Executive Director*

Hong Kong, 12 June 2020

*As at the date of this announcement, the Board comprises (i) five executive Directors, namely, Mr. Yan Dinggui, Ms. Song Qian, Mr. Song Xiangping, Mr. Lin Xiaofeng and Mr. Liu Liang; and (ii) three independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.*

*This announcement, for which all 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.*

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