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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that based on the unaudited financial statements of the Group and information currently available, the Group is expected to record a loss for the year ended 31 March 2014 against a profit recorded for the year ended 31 March 2013. In addition, the Group is expected to record a substantial loss attributable to the equity holders of the Company for the year ended 31 March 2014. The information contained in this announcement is only based on the preliminary assessment by the management of the Company on the unaudited consolidated management accounts of the Group for the year ended 31 March 2014 and is not based on any figure or information which has been audited or reviewed by the Company's auditors.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

This announcement is made by China Smartpay Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Inside Information Provisions (as defined under the GEM Listing Rules) under Part XVIA of the Securities and Futures Ordinance (Chapter 571, laws of Hong Kong) (the “**SFO**”).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that, based on the unaudited financial statements of the Group and information currently available, the Group is expected to record a loss for the year ended 31 March 2014 against a profit recorded for the year ended 31 March 2013. In addition, the Group is expected to record a substantial loss attributable to the equity holders of the Company for the year ended 31 March 2014. Such estimated loss was primarily attributable to (i) the increase in the general administrative expenses of the Group which was caused by the increase in the share-based payment expenses on share options granted and the legal and professional expenses incurred for the possible acquisitions and investments; and (ii) the political instability in Thailand commenced in early November 2013.

The Company is still in the process of finalising the annual results of the Group for the year ended 31 March 2014. The information contained in this announcement is only based on the preliminary assessment by the management of the Company on the unaudited consolidated management accounts of the Group for the year ended 31 March 2014 and is not based on any figure or information which has been audited or reviewed by the Company’s auditors. Finalised annual results of the Group for the year ended 31 March 2014 will be disclosed in the annual results announcement of the Group, which is expected to be released on or about 23 June 2014.

Card acceptance business in Thailand is still the major income stream of the Group, which was mainly generated from the spending of the PRC tourists in Thailand. Since early November 2013, there were certain demonstrations in Bangkok. The Board will continue to closely monitor the situation and the Company will make further announcement when appropriate.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 6 June 2014

As at the date of this announcement, the Board comprises (i) five executive directors, namely, Mr. Cheng Nga Ming Vincent, Ms. Cheng Nga Yee, Mr. Cao Guoqi, Mr. Fung Weichang and Mr. Xiong Wensen; (ii) one non-executive director, namely, 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 of the Company 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 in 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.ocg.com.hk.