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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
19 NOVEMBER 2021**

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 26 October 2021. 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 Shareholders by way of poll at the EGM held on 19 November 2021.

As at the date of the EGM, a total of 2,367,618,693 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution proposed at the EGM. There is no restriction on any Shareholders casting votes on the resolution at the EGM and no Shareholder was required to abstain from voting on the resolution at the EGM under the GEM Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

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

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

Ordinary Resolution		No. of Shares voted (approximate percentage of total number of votes casted)	
		For	Against
1.	<p>“THAT:</p> <p>(a) the conditional sale and purchase agreement dated 15 August 2021 (the “Sale and Purchase Agreement”) entered into among the Company as the purchaser, Mr. Lu Linming and Xi’an Jurui Real Estate Co., Ltd.* (西安聚瑞置業有限公司) as the vendors and Mr. Chen Xi as the guarantor, in relation to the acquisition of 35% equity interest in Fujian Medical Union Health Care Information Technology Co., Ltd.* (福建醫聯康護信息技術有限公司) by the Company at a consideration of RMB150,500,000, which shall be satisfied by the allotment and issue of 903,979,914 consideration shares (the “Consideration Shares”) by the Company to the Vendors 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 initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be);</p> <p>(b) the grant of a specific mandate (the “Specific Mandate”) to the directors of the Company (the “Directors”) to allot and issue the Consideration Shares to the Vendors upon and subject to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved, the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one Director (if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised 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 Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.”</p>	587,970,041 (93.37%)	41,748,918 (6.63%)

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

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

Hong Kong, 19 November 2021

As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Zhang Xi, Mr. Wu Hao, Mr. Lin Xiaofeng and Mr. Song Xiangping; 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.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting. The announcement will also be published on the Company’s website at <http://www.chinasmartpay.com>.