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 **中国创新支付集团**
CHINA INNOVATIONPAY GROUP
China Innovationpay Group Limited
中國創新支付集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 8083)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Innovationpay Group Limited (the “Company”) will be held at Yue Function Room II, First Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong at 10:00 a.m. on 16 December 2011 for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

the sale and purchase agreement dated 21 October 2011 (as supplemented by a supplemental agreement dated 23 November 2011) entered into between the Company and New Smart Version Limited (the “Agreement”) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to, among others, the sale and purchase of the entire issued share capital of SYSCAN Holdings Limited and shareholder’s loan be and is hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Agreement as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

By order of the Board
China Innovationpay Group Limited
Guan Guisen
Chairman

Hong Kong, 29 November 2011

Registered office:
Canon’s Court
22 Victoria Street
Hamilton, HM 12
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit 2708, 27/F, The Center
99 Queen’s Road Central
Central, Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or more separate proxies to attend and vote instead of him/her. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the SGM personally or by proxy, the person whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company c/o the Company Secretary at the Company's principal place of business and head office in Hong Kong at Unit 2708, 27/F., The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and any adjourned meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The form of proxy for use at the SGM is enclosed herewith.
5. As at the date of this notice, the Board comprises two executive Directors, namely Mr. Guan Guisen and Dr. Lei Chunxiong; one non-executive Director, namely Mr. Li Yuezhong and three independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Wang Zhongmin and Mr. Gu Jiawang.

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 for at least 7 days from the date of its posting and on the Company's website at www.innovationpay.com.