

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

REVISED NOTICE OF ANNUAL GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Innovationpay Group Limited (the “Company”) will be held at Yue Function Room, First Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Thursday, 3 May 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2011.
2. To re-elect retiring directors and authorise the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**

- (i) subject to paragraph (iii) of this resolution, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (c) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Company Act 1981 of Bermuda (amended) or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the capital of the Company on GEM or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Company Act 1981 of Bermuda (as amended) or any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting.”

6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 4 above.”

7. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of HK\$0.01 each in the capital of the Company (the “Shares”) which may fall to be allotted and issued upon exercise of the subscription rights attaching to the options that may be granted under the share option scheme, a copy of which is produced to the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification (the “**New Share Option Scheme**”), up to the general scheme limit, being the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue as at the day of the passing of this resolution, the New Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company be and are hereby authorised to grant options to subscribe for Shares under the New Share Option Scheme and to allot and issue Shares pursuant to the exercise of any options which may fall to be granted under the New Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the New Share Option Scheme, and that to the extent permissible under the bye-laws of the Company, the GEM Rules and the rules of the New Share Option Scheme, the directors of the Company may vote in respect of any resolution(s) under or affecting the New Share Option Scheme (including the granting of options thereunder or approving the allotment and issue of Shares upon exercise of options thereunder) notwithstanding any interest(s) of any director(s) of the Company.”

As special business, to consider and, if thought fit, to pass the following resolutions as special resolutions of the Company:-

8. **“THAT** the bye-laws of the Company (the “Bye-laws”) be and are hereby amended in the following manner:-

(a) Bye-law 1(A)

(i) By adding the following new definition of “business day” immediately following the definition of “Bermuda” in the existing Bye-law 1(A):-

““business day” means a day on which The Stock Exchange of Hong Kong Limited is generally open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal or black rainstorm warning, such day shall for the purposes of these Bye-laws be counted as a business day.”; and

(ii) By adding the following new definition of “substantial shareholder” immediately following the definition of “Statutes” in the existing Bye-law 1(A):-

“substantial shareholder” means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the stock exchange in the Relevant Territory from time to time) of the voting power at any general meeting of the Company.”;

(b) Bye-law 63

By deleting the existing Bye-law 63 in its entirety and substituting therefor the following new Bye-law 63:-

“63. An annual general meeting shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting called for the passing of a Special Resolution shall be called by notice in writing of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by notice in writing of not less than fourteen (14) clear days and not less than ten (10) clear business days however if permitted by the rules of the stock exchange in the Relevant Territory, a general meeting may be called by shorter notice if it is so agreed:

(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent, (95%) in nominal value of the shares giving that right.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company.”;

(c) Bye-law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:-

“70. At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll save that the Chairman of the meeting may in good faith and in compliance with the rules of the stock exchange in the Relevant Territory, allow a resolution which relates purely to a procedural and administrative matter to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:-

- (i) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (ii) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Where a resolution is voted on by a show of hands, unless a poll is demanded and the demand is not withdrawn a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

For the purpose of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the shareholders; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be

properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.”;

(d) Bye-law 71

By deleting the existing Bye-law 71 in its entirety and substituting therefor the following new Bye-law 71:-

“71. If a poll is required or demanded as aforesaid, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the stock exchange in the Relevant Territory.”;

(e) Bye-laws 72 and 74

By deleting the existing Bye-laws 72 and 74 in their entirety and replacing each of them with the words “Intentionally Deleted”;

(f) Bye-law 98(H)

By deleting the existing Bye-law 98(H)(iv) in its entirety and replacing it with the words “Intentionally Deleted”;

(g) Bye-laws 98(I) and 98(J)

By deleting the existing Bye-laws 98(I) and 98(J) in their entirety and replacing each of them with the words “Intentionally Deleted”;

(h) Bye-law 129

By deleting the existing Bye-law 129 in its entirety and substituting therefor the following new Bye-law 129:-

“129. A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”;

(i) Bye-law 163

- (1) By deleting Bye-law 163(B) in its entirety and substituted therefor the following new Bye-law 163(B):-

“(B) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company, The Board may fill any casual vacancy in the office of Auditors after obtaining shareholders’ prior approval at the general meeting by way of an Ordinary Resolution, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.”;

- (2) By inserting the following new Bye-law 163(C) after the new Bye-law 163(B):-

“(C) Any removal of an Auditor before the end of its terms of office must obtain prior shareholders’ approval at a general meeting in accordance with the Statutes.”;

(j) Bye-law 167

By deleting the existing Bye-law 167 in its entirety and substituting therefor the following new Bye-law 167:-

“167. (A) Except where otherwise expressly stated, any notice or document (including any “corporate communication” within the meaning ascribed under the rules of the stock exchange in the Relevant Territory) to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules of the stock exchange in the Relevant Territory from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.

(B) Any notice or document (including any “corporate communication” within the meaning ascribed under the rules of the stock exchange in the Relevant Territory) to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the

Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong. Without limiting the generality of the foregoing but subject to the Statutes and any rules of the stock exchange in the Relevant Territory from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”). The notice of availability may be given to the shareholder by any of the means set out above other than by publishing it on a website. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”; and

(k) Bye-law 169

BY deleting the existing Bye-law 169 in its entirety and substituting therefor the following new Bye-law 169:-

“169. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.”.

9. “**THAT** subject to passing of special resolution no. 8 as set out in the notice convening this meeting, a new set of Bye-laws which consolidates all of the proposed amendments referred to in resolution no. 8 and all previous amendments made pursuant to resolutions passed by shareholders of the Company at previous general meetings, a copy of which has been tabled at the meeting marked “B” and signed by the chairman of this meeting for identification purpose, be and is hereby adopted as the new Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect.”

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

Hong Kong, 16 April 2012

Principal place of business and head office in Hong Kong:–

Unit 2708, 27/F.,

The Center,

99 Queen’s Road Central,

Hong Kong

Notes:

1. Any member entitled to attend and vote at the AGM 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. Special arrangements on completion and submission of the Second Form of Proxy are set out in Appendix II to the supplemental circular of the. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.
2. Where there are joint holders of any share, any one of such persons may vote at the AGM, 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 AGM 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. A new form of proxy (the “Second Form of Proxy”) is enclosed. To be valid, the Second Form of Proxy 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 AGM or any adjourned meeting.
4. An explanatory statement containing further details regarding ordinary resolutions nos. 4 to 6 as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 March 2012.
5. Particulars of the retiring directors are set out in Appendix II to the circular of the Company dated 28 March 2012.
6. Details of the proposed amendments to the Bye-laws are set out in Appendix III to the circular of the Company dated 28 March 2012.

7. A summary of the principal terms of the New Share Option Scheme is set out in Appendix I to the supplemental circular issued by the Company on 16 April 2012.
8. As at the date of this revised 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 no 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.hk.