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## **SYSCAN Technology Holdings Limited**

**矽感科技控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8083)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of SYSCAN Technology Holdings 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, 28 April 2011 at 10:00 a.m. for the following purposes:

#### **As Ordinary Business:**

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (individually, a “**Director**” and collectively, the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2010;
2. To re-elect Directors and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3. To re-appoint Messrs RSM Nelson Wheeler Certified Public Accountants (“**RSM**”) as Auditors and to authorise the Board to fix their remuneration;

#### **As Special Business:**

4. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

“**THAT:**

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Share**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers,

\* *For identification purposes only*

agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorizations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) 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 pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (e) of this Resolution);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-Laws**”) or a specific authority granted by the Shareholders in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:
  - (i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
    - (aa) the conclusion of the next annual general meeting of the Company;
    - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or

- (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.
- (ii) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the 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 (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, Bermuda, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and

(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 set out in this notice of annual general meeting dated 31 March 2011 (the “**AGM Notice**”) convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 4 set out in the AGM Notice be and is hereby extended by the addition thereto of the aggregate nominal amount of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 5 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution 6.”

7. “**THAT** pursuant to the terms of the share option scheme C of the Company adopted by the Company on 26 April 2002 (the “**Share Option Scheme**”), with its share mandate limit last refreshed on 23 April 2010, approval be and is hereby generally and unconditionally granted for “refreshing” the 10 per cent scheme mandate limit (the “**Scheme Mandate Limit**”) provided that (i) the total number of shares of HK\$0.01 each in the capital of the Company which fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme and other scheme(s) of the Company under the limit as “refreshed” hereby shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution 7; and (ii) options previously granted under the Share Option Scheme and other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed” hereby; and **THAT** any Director be and is hereby authorised to take any step as he consider necessary, desirable or expedient in connection with the refreshment of the Scheme Mandate Limit and to grant options up to the refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

**SPECIAL RESOLUTION**

“**THAT**, subject to and conditional upon the approval by the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “SYSCAN Technology Holdings Limited” to “China Innovationpay Group Limited” and upon the new name of the Company becoming effective, “中國創新支付集團有限公司” be adopted as the secondary name of the Company, and the Directors be and are hereby authorized to do all such acts and things and execute all documents they consider necessary or expedient to effect the foregoing.”

By Order of the Board  
**SYSCAN Technology Holdings Limited**  
**Guan Gui Sen**  
*Chairman*

Hong Kong, 31 March 2011

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

Unit C, 21/F  
Seabright Plaza  
9-23 Shell Street  
North Point  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM convened by the notice of AGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the AGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Secretary of the Company at the Company’s principal place of business and head office in Hong Kong at Unit C, 21/F, Seabright Plaza, 9-23 Shell Street, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof).
3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish.
5. An explanatory statement containing further details regarding Resolution 5 above is set out in appendix I to the circular of the Company dated 31 March 2011 of which this notice of AGM forms part.
6. Particulars of the retiring Directors are set out in appendix III to the circular of the company dated 31 March 2011.

7. A form of proxy for use in connection with the AGM is enclosed and such form is also published on the website of GEM at [www.hkgem.com](http://www.hkgem.com) and on the Company's website at [www.syscangroup.com](http://www.syscangroup.com).
8. The register of members of the Company will be closed from 20 April 2011 to 28 April 2011 (both dates inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the AGM to be held on 28 April 2011, all properly completed transfer form(s) accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 19 April 2011.

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Guan Gui Sen, Mr. Cheung Wai and Dr. Lei Chun Xiong and three independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Wang Ruiping and Professor He Zhiyi.*

*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.syscangroup.com](http://www.syscangroup.com).*