

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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Company name : **China Innovationpay Group Limited**

Stock code (ordinary shares) : **8083**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 24th May 2017.

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 14th April 2000

Name of Sponsor(s) : Nil

Name of directors : *Executive Directors*
Guan Guisen
Cao Chunmeng
Yan Xiaotian

Independent Non-Executive Directors
Fong Chi Wah
Wang Zhongmin
Gu Jiawang

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:

Shareholder	Interest in shares	Interest in underlying shares	Total interest in shares	% of shareholding
Mighty Advantage Enterprises Limited (Note)	1,311,792,000	-	1,311,792,000	19.04 %
Mr. Guan Guisen (Note)	1,311,792,000	-	1,311,792,000	19.04 %

Note:

Mighty Advantage Enterprises Limited (“Mighty Advantage”) is incorporated in the British Virgin Islands and is beneficially owned by Mr. Guan Guisen.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Nil

Financial year end date : 31st December

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

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

Web-site address : www.innovationpay.com.hk

Share registrar : Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F., Hopewell Centre
183 Queen’s Road East, Wanchai, Hong Kong

Auditor : RSM Hong Kong
29th Floor, Lee Gardens Two
28 Yun Ping Road, Hong Kong

B. Business activities

The Group consists of the Company, Shenzhen Innovationpay Co., Limited and its subsidiaries, Country Praise Enterprises Limited (“CPE”) and its subsidiaries (collectively the “CPE Group”). The Company is an investment holding company. Its subsidiaries mainly operate payment service based business across the People’s Republic of China (the “PRC”). It consists of three operating segments, which are (i) general trading; (ii) third party payment services (Former name as “Prepaid card and related operations”); and (iii) Onecomm – provision of third party payment system solution and sales of integrated smart point of sales (“POS”) devices. Within the third party payment services, there are four core business sectors which are the prepaid card service, internet payment service, merchant integrated payment service, and cross-border Renminbi payment service.

C. Ordinary shares

Number of ordinary shares
in issue : 6,889,710,753

Par value of ordinary shares
in issue : HK\$0.01

Board lot size (in number of
shares) : 4,000

Name of other stock
exchange(s) on which
ordinary shares are also
listed : Nil

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : 5 July 2020

Exercise price : HK\$0.72

Conversion ratio (*Not
applicable if the warrant is
denominated in dollar
value of conversion
right*) : N/A

No. of warrants outstanding : HK\$381,600,000

No. of shares falling to be
issued upon the exercise of
outstanding warrants : 530,000,000

E. Other securities

Shares Options : 19,800,000 (Granted on 6 July 2012)
194,498,000 (Granted on 11 June 2015)

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Guan Guisen
Executive Director

Cao Chunmeng
Executive Director

Yan Xiaotian
Executive Director

Fong Chi Wah
Independent Non-Executive Director

Wang Zhongmin
Independent Non-Executive Director

Gu Jiawang
Independent Non-Executive Director

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*