

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 27 September 2018 (the “**Prospectus**”) issued by Oriental Payment Group Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or invitation to induce an offer by any person to acquire, purchase or subscribe for the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.

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ORIENTAL PAYMENT GROUP HOLDINGS LIMITED

東方支付集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

- Number of Offer Shares : 250,000,000 Shares (subject to the Offer Size Adjustment Option)
- Number of Public Offer Shares : 25,000,000 Shares (subject to reallocation)
- Number of Placing Shares : 225,000,000 Shares including 20,000,000 Reserved Shares under the Preferential Offer (subject to reallocation and the Offer Size Adjustment Option)
- Offer Price : Not more than HK\$0.30 per Offer Share and expected to be not less than HK\$0.22 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal Value : HK\$0.01 per Share
- Stock Code : 8613

Sponsor

AmCap

Ample Capital Limited
豐盛融資有限公司

Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Co-managers



Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Capitalisation Issue and Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the options which may be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional in all respects and the Public Offer Underwriting Agreement is not terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on Tuesday, 16 October 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 16 October 2018. In the event the Offer Size Adjustment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.ocg.com.hk.

The Share Offer comprises: (a) the Public Offer of 25,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares initially made available under the Share Offer (subject to reallocation); and (b) the Placing of 225,000,000 Placing Shares (including the 20,000,000 Reserved Shares under the Preferential Offer), representing 90% of the total number of Offer Shares initially made available under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The Preferential Offer to Qualifying China Smartpay Shareholders comprises 20,000,000 Reserved Shares, representing 8% of the total number of Offer Shares initially available under the Share Offer which will be offered as the Preferential Entitlement out of the Offer Shares under the Placing. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer – Reallocation between the Placing and the Public Offer” in the Prospectus.

In particular, the Sole Global Coordinator may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. With reference to Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares available for subscription under the Public Offer following such reallocation shall be not more than double of the Offer Shares initially allocated to the Public Offer, i.e. 50,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available for subscription under the Share Offer.

In connection with the Share Offer, the Company has granted the Offer Size Adjustment Option to the Placing Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters), at any time before 5:00 p.m. (Hong Kong time) on the business day immediately before the date of the announcement of the results of applications and the basis of allocation of the Public Offer Shares and the Reserved Shares, to require the Company to allot and issue up to 37,500,000 additional Shares, representing 15% of the total number of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer to cover any excess demand in the Placing, if any.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.ocg.com.hk whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Tuesday, 16 October 2018), or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price is expected to be determined by agreement between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or around Monday, 8 October 2018, and in any event, not later than 12:00 noon on Thursday, 11 October 2018. If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before 12:00 noon on Thursday, 11 October 2018, the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.ocg.com.hk.

The Offer Price will not be more than HK\$0.30 per Offer Share and is expected to be not less than HK\$0.22 per Offer Share. Applicants for the Public Offer Shares and Reserved Shares are required to pay the maximum Offer Price of HK\$0.30 per Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund. If the Offer Price as finally determined is less than HK\$0.30 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and the Stock Exchange trading fees attributable to the surplus application monies) will be made to wholly or partially successful applicants, without interest. Further details are set out in the section headed "How to Apply for Public Offer Shares and Reserved Shares – 12. Refund of application monies" in the Prospectus.

Application for the Public Offer Shares and Reserved Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus. If such conditions as mentioned therein have not been fulfilled or waived on or before the dates and times as specified therein, the Share Offer will not proceed and all monies received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.ocg.com.hk on the next business day immediately following the date of such lapse.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Sole Global Coordinator (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the section headed “Underwriting – Public Offer underwriting arrangement and expenses – Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 16 October 2018.

Applicants who wish to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participants’ stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Qualifying China Smartpay Shareholders who wish to be allocated the Reserved Shares under the Preferential Offer should apply by completing and signing the **BLUE** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2018 until 12:00 noon on Wednesday, 3 October 2018, from:

- (i) any of the following offices of the Public Offer Underwriters:

Alpha Financial Group Limited

Room A, 17/F

Fortune House

61 Connaught Road Central

Central

Hong Kong

RaffAello Securities (HK) Limited

Unit 1701
Low Block
Grand Millennium Plaza
181 Queen's Road Central
Central
Hong Kong

ChaoShang Securities Limited

Rooms 4001–4002, 40/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

AFG Securities Limited

Room B, 17/F
Fortune House
61 Connaught Road Central
Central
Hong Kong

Pacific Foundation Securities Limited

11/F
New World Tower II
16–18 Queen's Road Central
Hong Kong

Fortune (HK) Securities Limited

43/F Cosco Tower
183 Queen's Road Central
Hong Kong

Core Capital Securities Limited

Rooms 1005–6, 10/F
Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

- (ii) any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018 on 1/F & Shops 2032–2034 on 2/F, United Centre, 95 Queensway, Admiralty
	Queen’s Road East – DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen’s Road East, Wanchai
Kowloon	Yaumatei Branch	G/F & 1/F, 131–137 Woosung Street, Yaumatei
New Territories	Tuen Mun Town Plaza – SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun
	Yuen Long Branch	G/F, 1–5 Tai Tong Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2018 until 12:00 noon on Wednesday, 3 October 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

Time for Lodging Application Forms

The completed **WHITE** or **YELLOW** Application Form, completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker’s cashier order attached and marked payable to “**Ting Hong Nominees Limited – Oriental Payment Public Offer**” for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, on the following dates during the following times:

Thursday, 27 September 2018	–	9:00 a.m. to 5:00 p.m.
Friday, 28 September 2018	–	9:00 a.m. to 5:00 p.m.
Saturday, 29 September 2018	–	9:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018	–	9:00 a.m. to 5:00 p.m.
Wednesday, 3 October 2018	–	9:00 a.m. to 12:00 noon

The **BLUE** Application Form has been despatched, if you are a Qualifying China Smartpay Shareholder with Preferential Entitlement, to your address recorded on the register of members of China Smartpay at 4:00 p.m. on the Record Date. An electronic copy of the Prospectus (which is identical to the printed Prospectus) can be accessed and downloaded from the websites of our Company at www.ocg.com.hk and the Stock Exchange at www.hkexnews.hk.

Qualifying China Smartpay Shareholders who require a replacement **BLUE** Application Form should contact Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong or on its hotline at (852)2849 3399. Printed copies of the Prospectus can be collected from the designated branches of the receiving bank or the offices of the Public Offer Underwriters as stated above.

The completed **BLUE** Application Form, completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order attached and marked payable to “**Ting Hong Nominees Limited – Oriental Payment Preferential Offer**” for the payment, should be deposited in the special collection boxes provided at the Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong on the following dates during the following times:

Thursday, 27 September 2018 – 9:00 a.m. to 5:00 p.m.
Friday, 28 September 2018 – 9:00 a.m. to 5:00 p.m.
Saturday, 29 September 2018 – 9:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 3 October 2018 – 9:00 a.m. to 12:00 noon

The application for the Share Offer will commence on Thursday, 27 September 2018 through Wednesday, 3 October 2018. The application monies (including the brokerage fee, SFC transaction levy and the Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Monday, 15 October 2018.

The latest time for lodging your application is 12:00 noon on Wednesday, 3 October 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares and Reserved Shares – 9. Effect of bad weather on the opening of the application lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, 27 September 2018 – 9:00 a.m. to 8:30 p.m.
Friday, 28 September 2018 – 8:00 a.m. to 8:30 p.m.
Saturday, 29 September 2018 – 8:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018 – 8:00 a.m. to 8:30 p.m.
Wednesday, 3 October 2018 – 8:00 a.m. to 12:00 noon

Note: The times above are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 27 September 2018 until 12:00 noon on Wednesday, 3 October 2018 (24 hours daily, except on Wednesday, 3 October 2018, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, 3 October 2018, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares and Reserved Shares – 9. Effect of bad weather on the opening of the application lists” in the Prospectus.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sponsor, the Sole Global Coordinator and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares and Reserved Shares” in the Prospectus for details of the conditions and procedures of the Share Offer.

PUBLICATIONS OF RESULTS

The Company expects to publish an announcement on the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the Preferential Offer and the basis of allocation of the Public Offer Shares and the Reserved Shares on Monday, 15 October 2018 on our Company’s website at **www.ocg.com.hk** and the Stock Exchange’s website at **www.hkexnews.hk**.

The results of allocations and the successful applicants’ identification document numbers if applicable, under the Public Offer and the Preferential Offer will be made available through a variety of channels from Monday, 15 October 2018 in the manner described in the section headed “How to Apply for Public Offer Shares and Reserved Shares – 10. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the application monies received.

Share certificates will only become valid provided that the Share Offer becomes unconditional in all respects and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised prior to 8:00 a.m. (Hong Kong time) on Tuesday, 16 October 2018. Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 16 October 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8613.

By Order of the Board
Oriental Payment Group Holdings Limited
Yu Chun Fai
Chairman and executive Director

Hong Kong, 27 September 2018

As at the date of this announcement, the executive Director is Mr. Yu Chun Fai; the non-executive Director is Mr. Xiong Wensen; and the independent non-executive Directors are Mr. Chung, Wai Chuen Alfred, Ms. Huang Ping and Mr. Ng Ka Po.

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 and a copy of the Prospectus will remain on the GEM website at **www.hkgem.com** and the Stock Exchange's website at **www.hkexnews.hk** and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at **www.ocg.com.hk**.*