

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**  
**FORMS RELATING TO LISTING**

**FORM F**

**GEM**

**COMPANY INFORMATION SHEET**

Case Number: 20180815-I18008-0004

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Oriental Payment Group Holdings Limited

Stock code (ordinary shares): 8613

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on 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 GEM 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 15 October 2018

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 October 2018

Name of Sponsor(s): Ample Capital Limited

Names of directors:  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)* Executive Directors  
Yu Chun Fai

Non-executive Director  
Xiong Wensen

Independent non-executive Directors  
Chung, Wai Chuen Alfred  
Huang Ping  
Ng Ka Po

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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

<b>Name</b>	<b>Capacity / Nature of interest</b>	<b>Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") (Note 1)</b>	<b>Approximate percentage of issued Shares (Note 2)</b>
Charm Act Group Limited ("Charm Act") (Note 3)	Beneficial owner	525,000,000	52.50%
China Smartpay Group Holdings Limited ("China Smartpay") (Note 3)	Interest of a controlled corporation	525,000,000	52.50%
Straum Investments Limited ("Straum Investments") (Note 4)	Beneficial owner	157,500,000	15.75%
Mr. Yu Chun Fai ("Mr. Yu") (Note 4)	Interest of a controlled corporation	157,500,000	15.75%
Ms. Choi Hiu Wa ("Ms. Choi") (Note 5)	Interests of spouse	157,500,000	15.75%
Original Fortune Group Limited ("Original Fortune") (Note 6)	Beneficial owner	67,500,000	6.75%
Mr. Sung Hak Keung, Andy ("Mr. Sung") (Note 6)	Interest of a controlled corporation	67,500,000	6.75%

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of 1,000,000,000 Shares in issue immediately following the completion of the Capitalisation Issue and the Share Offer (assuming the Offer Size Adjustment Option and options which may be granted under the Share Option Scheme are not exercised).
- (3) China Smartpay holds the entire issued share capital of Charm Act. Charm Act, in turn, directly holds 525,000,000 Shares after the completion of the Share Offer. Accordingly, China Smartpay is deemed to be interested in the 552,000,000 Shares which Charm Act is deemed to be interested in by virtue of the disclosure requirements of the Securities Futures Ordinance.

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- (4) Mr. Yu holds the entire issued share capital of Straum Investments. Straum Investments, in turn, will directly hold 157,500,000 Shares after the completion of the Share Offer. Accordingly, Mr. Yu is deemed to be interested in the 157,500,000 Shares which Straum Investments is deemed to be interested in by virtue of the disclosure requirements of the Securities Futures Ordinance.
- (5) Ms. Choi is the wife of Mr. Yu and Mr. Yu is deemed to be interested in the 157,500,000 Shares per Note (4) above. Accordingly, Ms. Choi is deemed to be interested in the 157,500,000 Shares which Mr. Yu is deemed to be interested in by virtue of the disclosure requirements of the Securities Futures Ordinance.
- (6) Mr. Sung holds the entire issued share capital of Original Fortune. Original Fortune, in turn, directly holds 67,500,000 Shares after the completion of the Share Offer. Accordingly, Mr. Sung is deemed to be interested in the 67,500,000 Shares which Original Fortune is deemed to be interested in by virtue of the disclosure requirements of the Securities Futures Ordinance.

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

N/A

Financial year end date:

31 March

Registered address:

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

Head office and principal place of business:

Headquarters in Thailand:  
24th Floor, A5 Zone  
TST Building  
No. 21, Choei Phuang Alley  
Vibhavadi Rangsit Road  
Chomphon Sub-district  
Chatuchak District  
Bangkok Metropolis 10900  
Thailand

Place of Business in Hong Kong:  
Unit 2606, 26/F  
West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

Web-site address (if applicable):

[www.ocg.com.hk](http://www.ocg.com.hk)

Share registrar:

Conyers Trust Company (Cayman) Limited as the principal share registrar and transfer agent  
Union Registrars Limited as the Hong Kong branch share registrar

Auditors:

Mazars CPA Limited

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

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The Company and its subsidiaries are principally engaged in the merchant acquiring business in Thailand and further expanding their business to Cambodia.

**C. Ordinary shares**

Number of ordinary shares in issue: 1,000,000,000 (assuming no exercise of the Offer Size Adjustment Option) or 1,037,500,000 (assuming full exercise of the Offer Size Adjustment Option)

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

Board lot size (in number of shares): 10,000

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

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

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

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

**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.

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Signed:

.....  
Yu Chun Fai

.....  
Huang Ping

.....  
Xiong Wensen

.....  
Ng Ka Po

.....  
Chung, Wai Chuen Alfred

**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.*