

The Procedures for Shareholders to Propose a Person for Election as a Director of Oriental Payment Group Holdings Limited is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of Oriental Payment Group Holdings Limited, the English version shall prevail over the traditional Chinese version.

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)

(the “Company”)

(Stock Code: 8613)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1 PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 85 of the Company’s Articles of Association.

1.2 Article 85 is set out below:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

2 REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)

2.1 Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 17.50(2) of the GEM Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3 PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 After the publication of the notice of a general meeting by the Company, according to Article 85 of the Company’s Articles of Association, if a shareholder of the Company wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s head office or registration office.

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

3.3 The period for lodgment of the Notice shall commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during the Notice to the Company may be given will be at least 7 days.

3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4 REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.

4.2 Other than election at annual general meetings, pursuant to Article 58 of the Company's Articles of Association, extraordinary general meetings shall also be convened by the directors of the Company on the written requisition of one or more members of the Company holding as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company or may be convened by such shareholder(s) who made the requisition in the event the directors of the Company fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition.

Hong Kong, 15 October 2018