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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)

(Stock Code: 8613)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 JULY 2019;
(2) RETIREMENT OF DIRECTOR; AND
(3) APPOINTMENT OF DIRECTOR, CHAIRMAN,
CHIEF EXECUTIVE OFFICER, COMPLIANCE OFFICER AND
AUTHORISED REPRESENTATIVE**

Reference is made to the circular (the “**Circular**”) and the notice of Annual General Meeting (the “**Notice**”) of Oriental Payment Group Holdings Limited (the “**Company**”) both dated 27 June 2019. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that the Annual General Meeting was successfully convened on 30 July 2019 at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong. At the Annual General Meeting, all proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were conducted by way of poll.

As at the date of the Annual General Meeting, the Company had 1,000,000,000 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the Annual General Meeting. Any abstained vote or waiver to vote was disregarded as voting rights for the purpose of calculating the result of each resolution. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the Annual General Meeting as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required to abstain from voting at the Annual General Meeting under the GEM Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

The Company had appointed Union Registrars Limited, the branch share registrar of the Company in Hong Kong, as the scrutineer for the vote-taking at the Annual General Meeting.

The poll results are set out below:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditor of the Company for the year ended 31 March 2019	750,132,207 (100.0000%)	0 (0.0000%)
2.	(a) To re-elect Mr. Yu Chun Fai as an executive Director	225,132,207 (30.0123%)	525,000,000 (69.9877%)
	(b) To re-elect Mr. Xiong Wensen as a non-executive Director	750,132,207 (100.0000%)	0 (0.0000%)
	(c) To re-elect Ms. Huang Ping as an independent non-executive Director	750,132,207 (100.0000%)	0 (0.0000%)
3.	To authorise the Board to fix the Directors' remuneration	750,132,207 (100.0000%)	0 (0.0000%)
4.	To re-appoint Mazars CPA Limited as the Company's independent auditor until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration	750,132,207 (100.0000%)	0 (0.0000%)
5.	To grant to the Directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent of the total number of shares of the Company in issue as at the date of this resolution	750,130,500 (99.9998%)	1,707 (0.0002%)
6.	To grant to the Directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent of the total number of shares of the Company in issue as at the date of this resolution	750,132,207 (100.0000%)	0 (0.0000%)
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by adding the aggregate number of the shares repurchased by the Company	750,130,500 (99.9998%)	1,707 (0.0002%)

As more than 50% of the votes were cast in favour of the Proposed Resolutions 1, 2(b), 2(c), 3, 4, 5, 6 and 7, all of such Proposed Resolutions were duly passed as ordinary resolutions of the Company at the Annual General Meeting.

As more than 50% of the votes were cast against the Proposed Resolution 2(a), such Proposed Resolution was not passed as an ordinary resolution of the Company at the Annual General Meeting.

(2) RETIREMENT OF EXECUTIVE DIRECTOR

As the Proposed Resolution 2(a) relating to the re-election of Mr. Yu Chun Fai as an executive Director was not passed at the Annual General Meeting, Mr. Yu has retired as executive Director upon conclusion of the Annual General Meeting. Following his retirement as an executive Director, Mr. Yu has ceased to be the chairman of the Board, the chief executive officer, compliance officer (the “**Compliance Officer**”) under Rule 5.19 of the GEM Listing Rules, authorised representative (the “**Authorised Representative**”) under Rule 5.24 of the GEM Listing Rules and an authorised representative for accepting service of process or notice in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) of the Company.

The Board is not aware of any disagreement with Mr. Yu or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to extend its appreciation to Mr. Yu for his valuable contribution to the Company during his tenure of office.

(3) APPOINTMENT OF DIRECTOR, CHAIRMAN, CHIEF EXECUTIVE OFFICER, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board is also pleased to announce that Mr. Lin Xiaofeng (林曉峰先生) (“**Mr. Lin**”) has been appointed as an executive Director, the chairman of the Board, the chief executive officer of the Company, the Compliance Officer, the Authorised Representative and the Process Agent with effect from 30 July 2019.

Biographical details of Mr. Lin are as follows:–

Mr. Lin, aged 47, graduated from The University of Southern Queensland with a master's degree in business administration in September 2007. For the period from June 2008 to June 2011, he was a non-executive director of China Singyes Solar Technologies Holdings Limited (stock code: 750), whose shares are listed on the Main Board of the Stock Exchange. He also served as an executive director of AUPU Group Holding Company Limited (“AUPU”), whose shares were listed on the Main Board of the Stock Exchange (stock code: 477), from August 2011 to September 2013 and was re-designated as a non-executive director of AUPU from September 2013 to September 2016. Since October 2013, Mr. Lin has been worked as the senior vice president of investment of China Smartpay Group Holdings Limited (stock code: 8325), whose shares are listed on GEM of the Stock Exchange and whose direct wholly-owned subsidiary is interested in the Company as to 52.5%. He also served as an independent non-executive director of Sino Vision Worldwide Holdings Limited (formerly known as DX.com Holdings Limited) (stock code: 8086), whose shares are listed on GEM of the Stock Exchange, from August 2013 to August 2016. Mr. Lin has extensive experience in corporate finance and venture capital investment.

As at the date of this announcement, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, Mr. Lin (i) has not been a director of any other listed company in Hong Kong or overseas in the last 3 years; (ii) does not have any relationship with any member of the Board, senior management, substantial or controlling shareholder(s) of the Company (as respectively defined in the GEM Listing Rules); (iii) does not have any interests in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)); (iv) does not hold any other position in the Company or any other members of the Group; and (v) does not have any other major appointments and professional qualifications.

Mr. Lin will enter into a service contract with the Company and will hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting, and thereafter subject to retirement by rotation at least once every three years at an annual general meeting, in accordance with the articles of association of the Company. Mr. Lin will be entitled to a director fee of HK\$100,000 per month, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as the prevailing market conditions.

In relation to the appointment of Mr. Lin as an executive Director, Mr. Lin has confirmed there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

By Order of the Board
Oriental Payment Group Holdings Limited
Xiong Wensen
Non-executive Director

Hong Kong, 30 July 2019

As at the date of this announcement, the Board comprises Mr. Lin Xiaofeng as executive Director, Mr. Xiong Wensen as non-executive Director and Mr. Chung, Wai Chuen Alfred, Ms. Huang Ping and Mr. Ng Ka Po as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.ocg.com.hk.