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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)

**INSIDE INFORMATION
POSSIBLE DISPOSAL OF SHARES BY
A CONTROLLING SHAREHOLDER
AND
RESUMPTION OF TRADING**

This announcement is made by Oriental Payment Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POSSIBLE DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER

Reference is made to the announcement of the Company dated 14 January 2020 regarding the Company’s request for the trading halt in shares (the “**Share(s)**”) of the Company pending the release of an announcement in respect of inside information of the Company.

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company has been informed that Charm Act Group Limited (美雅集團有限公司) (“**Charm Act**”), a controlling shareholder (as defined in the GEM Listing Rules) of the Company and a wholly-owned subsidiary of China Smartpay Group Holdings Limited (“**China Smartpay**”) (whose shares are listed on GEM of the Stock Exchange with stock code: 8325), entered into a placing agreement (the “**Placing Agreement**”) on 13 January 2020 with a placing agent (the “**Placing Agent**”), namely, Gayang Securities Limited, a connected person (as defined in the GEM Listing Rules) of China Smartpay, pursuant to which Charm Act agreed to place through the Placing Agent up to 200,000,000 Shares (“**Placing Share(s)**”) held by Charm Act to not less than six placees (the “**Placee(s)**”) at the placing price of HK\$0.086 per Placing Share on a best effort basis (the “**Placing**”). Pursuant to the Placing Agreement, the Placing Agent shall use its best endeavours to ensure that (i) each of the Placees and/or their respective ultimate beneficial owner(s) is a third party independent of and not connected with, and is not acting in concert with, China Smartpay, the Company and their respective connected persons (as defined in the GEM Listing Rules); and (ii) immediately after the Placing, none of the Placees will become a substantial shareholder (as defined in the GEM Listing Rules) of the Company.

Upon completion of the Placing, the shareholding in the Company held by Charm Act will be reduced from 52.5% to 32.5% assuming all the Placing Shares have been placed. Following the Placing, given that China Smartpay will, subject to the applicable accounting standards, continue to control over the Company, the Company will remain as a subsidiary of China Smartpay and its financial results and financial positions will continue to be consolidated in the consolidated financial statements of China Smartpay and its subsidiaries. For details of the Placing, please refer to the announcement of China Smartpay dated 13 January 2020.

Shareholders and potential investors of the Company should note that pursuant to the terms of the Placing Agreement, the Placing Agent shall procure not less than six Places to purchase the Placing Shares on a best effort basis and has no obligation to take up any Placing Shares by itself in case the Placing Agent fails to procure any Places to purchase for the Placing Shares. As the Placing may or may not proceed, shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on GEM of the Stock Exchange has been halted with effect from 9:35 a.m. on Tuesday, 14 January 2020 pending the release of this announcement.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Wednesday 15 January 2020.

By Order of the Board
Oriental Payment Group Holdings Limited
Lin Xiaofeng
Executive Director

Hong Kong, 14 January 2020

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 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 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.