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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)**

**VARIATION OF THE TERMS OF  
DISCLOSEABLE TRANSACTION IN RELATION TO  
ACQUISITION OF 33% OF THE ENTIRE ISSUED SHARE CAPITAL OF  
THE TARGET COMPANY**

Reference is made to the announcements (the “**Announcements**”) of Oriental Payment Group Holdings Limited (the “**Company**”) respectively dated 29 October 2019 and 31 December 2019 in relation to, among others, the acquisition (the “**Acquisition**”) of 33% of the entire issued share capital of Alldebit Pte. Ltd. and the extension of the long stop date of the Acquisition. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

In light that both the Company and the Vendors require additional time for Completion and payment arrangement for the Acquisition, the Board hereby announces that the Company entered into a side letter (the “**Side Letter(s)**”) dated 14 February 2020 with each of the Vendors, pursuant to which the Vendors and the Company agreed, among others, that:

- (i) the Long Stop Date shall be further extended to 28 February 2020 or such other date as the Vendors and the Company may mutually agree in writing (the “**Further Extension**”); and
- (ii) the Consideration shall be paid by the Company to each of the Vendors in the following revised manner:
  - (a) an initial payment (the “**Initial Payment**”) in the aggregate sum of HK\$300,000 shall be payable by the Company as to HK\$150,000 to each of the Vendors on 19 February 2020 or such other date as the Company and the Vendors may mutually agree in writing; and

- (b) the remaining balance in the aggregate sum of HK\$1,900,000 shall be payable by the Company as to HK\$950,000 to each of the Vendors on or before 31 March 2020 or such other date as the Parties may mutually agree in writing, provided that if any of the Vendors fails to complete the Acquisition in accordance with the terms of the Share Purchase Agreements, the Company shall, without prejudice to its rights which the Company may have in respect of such breach in the Share Purchase Agreements, be entitled to rescind the Share Purchase Agreements by written notice to the Vendors and the Vendors shall forthwith refund the Initial Payment to the Company in full.

Save for the amendments made under the Side Letters, all the other terms and conditions of the Share Purchase Agreements (as amended, supplemented or modified by the extension letters dated 31 December 2019 entered into among the Company and the Vendors) shall remain unchanged and shall continue to be in full force and effect.

Accordingly, the Directors consider that the terms of the Side Letters which were determined after arm's length negotiations between the Company and the Vendors are fair and reasonable. The entering into of the Side Letters and the transactions contemplated thereunder are in the interests of the Group and the Shareholders as a whole.

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

Hong Kong, 14 February 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](http://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](http://www.ocg.com.hk).*