

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:** \_\_\_\_\_

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 26 June 2020.....

**A. General****Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 16 October 2018**Name of Sponsor(s):** N/A**Names of directors:** ***Executive Directors***  
(please distinguish the status of the directors -  
Executive, Non-Executive or Independent Non-  
Executive) *Lin Xiaofeng****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

Name	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") (Note 1)	Approximate percentage of issued Shares (Note 2)
Charm Act Group Limited ("Charm Act") (Note 3)	Beneficial owner	325,000,000	32.50%
China Smartpay Group Holdings Limited ("China Smartpay") (Note 3)	Interest in a controlled corporation	325,000,000	32.50%
Straum Investments Limited ("Straum Investments") (Note 4)	Beneficial owner	157,500,000	15.75%
Mr. Yu Chun Fai ("Mr. Yu") (Note 4)	Interest in 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 in a controlled corporation	67,500,000	6.75%

Note:

- (1) All interests stated were long positions.
- (2) The calculation was based on the total number of 1,000,000,000 Shares in issue as of the date hereof.

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(3) China Smartpay held the entire issued share capital of Charm Act. Charm Act, in turn, directly held 325,000,000 Shares. Accordingly, China Smartpay was deemed to be interested in the 325,000,000 Shares which Charm Act was deemed to be interested in by virtue of the disclosure requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

(4) Mr. Yu held the entire issued share capital of Straum Investments. Straum Investments, in turn, directly held 157,500,000 Shares. Accordingly, Mr. Yu was deemed to be interested in the 157,500,000 Shares which Straum Investments was deemed to be interested in by virtue of the disclosure requirements of the SFO.

(5) Ms. Choi is the wife of Mr. Yu and Mr. Yu was deemed to be interested in the 157,500,000 Shares per Note (4) above. Accordingly, Ms. Choi was deemed to be interested in the 157,500,000 Shares which Mr. Yu was deemed to be interested in by virtue of the disclosure requirements of the SFO.

(6) Mr. Sung held the entire issued share capital of Original Fortune. Original Fortune, in turn, directly held 67,500,000 Shares. Accordingly, Mr. Sung was deemed to be interested in the 67,500,000 Shares which Original Fortune was interested in by virtue of the disclosure requirements of the SFO.

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:  
24/F., TST Tower  
21 Viphavadi-Rangsit Road  
Jomphol, Jatujak, Bangkok  
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

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Auditors: Mazars CPA Limited

**B. Business activities**

The Company and its subsidiaries are principally engaged in the merchant acquiring business in Thailand.

**C. Ordinary shares**

Number of ordinary shares in issue: 1,000,000,000

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.

On 10 June 2020, the Company entered into a placing agreement with the placing agent, pursuant to which it conditionally agreed to place, through the placing agent, the convertible bonds (“**Convertible Bonds**”) in an aggregate principal amount of up to HK\$11,850,000 to not less than six placees at the initial conversion price of HK\$0.15 per ordinary Share upon and subject to the terms and conditions of the placing agreement (the “**Placing**”). Completion of the placing of the Convertible Bonds in an aggregate principal amount of HK\$11,850,000 took place on 26 June 2020. The aggregate number of Shares which may fall to be issued upon conversion of the Convertible Bonds in full at the initial conversion price of HK\$0.15 per Share is 79,000,000 Shares. For details of the Placing, please refer to the joint announcements issued by the Company and China Smartpay respectively dated 10 June 2020 and 26 June 2020.

*(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

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**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.

Signed:

\_\_\_\_\_  
Lin Xiaofeng

\_\_\_\_\_  
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.*