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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**

This announcement is made by Oriental Payment Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM 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

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company has been informed that on 3 February 2022, Charm Act Group Limited (“**Charm Act**”), a controlling shareholder (as defined in the GEM Listing Rules) holding 325,000,000 shares (the “**Share(s)**”) of the Company, representing 32.5% of the total issued share capital of the Company as at the date of this announcement, and a wholly-owned subsidiary of China Smartpay Group Holdings Limited (“**China Smartpay**”, together with its subsidiaries, the “**CSG Group**”) (whose shares are listed on GEM of the Stock Exchange with stock code: 8325), entered into a placing agreement (the “**Placing Agreement**”) with SBI China Capital Financial Services Limited (the “**Placing Agent**”), pursuant to which Charm Act agreed to place through the Placing Agent up to a total of 325,000,000 Shares (“**Placing Share(s)**”) held by it to not less than six placees (the “**Placee(s)**”) at a placing price of HK\$0.078 per Placing Share on a best effort basis (the “**CSG 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 CSG Placing, none of the Placees will become a substantial shareholder (as defined in the GEM Listing Rules) of the Company.

Assuming that all 325,000,000 Placing Shares have been successfully placed by the Placing Agent, the shareholding in the Company of Charm Act will be reduced from 32.5% to 0% upon completion of the CSG Placing, whereupon the Company would cease to be a subsidiary of China Smartpay as a result of the CSG Placing and the financial results and financial positions of the Group would no longer be consolidated into the consolidated financial statements of the CSG Group, assuming that there is no other change to the total issued share capital of the Company as at the date of this announcement and the date on which completion of the CSG Placing takes place. For details of the CSG Placing, please refer to the announcement of China Smartpay dated 3 February 2022.

The Company will inform its shareholders and investors if there is any update on the CSG Placing by way of announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

Shareholders and potential investors of the Company should note that pursuant to the terms of the Placing Agreement, the Placing Agent shall procure the Placees 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 Placees to purchase the Placing Shares. As such, the CSG Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

By Order of the Board
Oriental Payment Group Holdings Limited
Dr. Ng Kit Chong
Chairman

Hong Kong, 3 February 2022

As at the date of this announcement, the Board comprises Dr. Ng Kit Chong and Mr. Lin Xiaofeng as executive Directors, Mr. Xiong Wensen and Mr. Shiu Shu Ming as non-executive Directors 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.