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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 SEPTEMBER 2022;
(2) RETIREMENT OF DIRECTORS;
(3) CHANGE OF COMPLIANCE OFFICER,
AUTHORISED REPRESENTATIVE AND PROCESS AGENT; AND
(4) NON-COMPLIANCE WITH RULES 5.05(1), 5.28 AND 5.36A
OF THE GEM LISTING RULES AND
TERMS OF REFERENCE OF COMMITTEES**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Oriental Payment Group Holdings Limited (the “**Company**”) both dated 30 August 2022. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was successfully convened on 30 September 2022 at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong. At the AGM, all proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the Company had 1,200,000,000 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the Proposed Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required to abstain from voting on the Proposed Resolutions at the AGM 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 Proposed Resolutions at the AGM.

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 AGM.

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 the independent auditor of the Company for the year ended 31 March 2022.	562,434,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Tsang Chi Kit as an executive Director.	562,434,000 (100%)	0 (0%)
	(b) To re-elect Mr. Shiu Shu Ming as a non-executive Director.	562,434,000 (100%)	0 (0%)
3.	To authorise the Board to fix the Directors' remuneration.	562,434,000 (100%)	0 (0%)
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.	562,434,000 (100%)	0 (0%)
5.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with the Shares not exceeding 20 per cent of the total number of Shares in issue as at the date of this resolution.	562,434,000 (100%)	0 (0%)
	(B) 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 in issue as at the date of this resolution.	562,434,000 (100%)	0 (0%)
	(C) 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.	562,434,000 (100%)	0 (0%)

SPECIAL RESOLUTION		Number of Votes (Approximate %)	
		For	Against
6.	To approve and confirm the adoption of the second amended and restated articles of association of the Company and to authorise any one Director or officer of the Company to execute all such documents and do all such other acts and things to effect the same.	562,434,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions numbered 1 to 5 at the AGM, all of such Proposed Resolutions were duly passed as ordinary resolutions of the Company by way of poll. In addition, as not less than three-fourths of the votes were cast in favour of the Proposed Resolution numbered 6 at the AGM, such resolution was duly passed as a special resolution of the Company by way of poll.

Dr. Ng Kit Chong, Mr. Lin Xiaofeng (“**Mr. Lin**”), Mr. Tsang Chi Kit (“**Mr. Tsang**”), Mr. Shiu Shu Ming, Mr. Xiong Wensen (“**Mr. Xiong**”), Mr. Chung, Wai Chuen Alfred and Mr. Ng Ka Po attended the AGM in person or by way of electronic means.

RETIREMENT OF DIRECTORS

Reference is made to the Circular. At the AGM, each of Mr. Lin, the then executive Director, and Mr. Xiong, the then non-executive Director, did not offer themselves for re-election as they would like to devote more time to their other commitments, and accordingly, has retired as an executive Director and a non-executive Director, respectively, upon the conclusion of the AGM.

Following Mr. Lin’s retirement as an executive Director, Mr. Lin has also ceased to be the chief executive officer (the “**CEO**”), the compliance officer (the “**Compliance Officer**”) under Rule 5.19 of the GEM Listing Rules, an 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 on behalf of the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) of the Company.

Each of Mr. Lin and Mr. Xiong has confirmed that he has no disagreement with the Board and there is no matter concerning his retirement that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lin and Mr. Xiong for their past valuable contribution to the Company during their tenure of service with the Company.

As at the date of this announcement, the Company is in the course of identifying a suitable candidate to take up the position of the CEO by considering, among others, the business needs and developments of the Group.

CHANGE OF COMPLIANCE OFFICER, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

With effect from the conclusion of the AGM, Mr. Tsang, an executive Director, has been appointed as the Compliance Officer, an Authorised Representative and a Process Agent of the Company in place of Mr. Lin.

NON-COMPLIANCE WITH RULES 5.05(1), 5.28 AND 5.36A OF THE GEM LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

Reference is made to the announcement of the Company dated 6 September 2022 in relation to, among others, resignation of an independent non-executive Director. As disclosed in the aforementioned announcement, Ms. Huang Ping (“**Ms. Huang**”) has tendered her resignation as an independent non-executive Director with effect from 30 September 2022. As at the date of this announcement, no independent non-executive Director has been appointed in place of Ms. Huang and thereby following her resignation:

- (i) the number of independent non-executive Directors fell below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules;
- (ii) the number of members of the Audit Committee fell below the minimum number as required under Rule 5.28 of the GEM Listing Rules;
- (iii) the composition of the Nomination Committee would not meet the requirements under Rule 5.36A of the GEM Listing Rules; and
- (iv) the number of members of each of the Audit Committee, Nomination Committee and Remuneration Committee fell below the minimum number as required under the respective terms of reference of the Audit Committee, Nomination Committee and Remuneration Committee.

As at the date of this announcement, the Company is still in the process of identifying a suitable candidate to fill up the vacancies and will endeavor to appoint any suitable candidate(s) so as to fulfill the minimum requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules within three months from 30 September 2022 and Rule 5.36A of the GEM Listing Rules as soon as practicable, respectively. The Company will make further announcement(s) in relation to such appointment(s) as and when appropriate in accordance with the GEM Listing Rules.

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

Hong Kong, 30 September 2022

As at the date of this announcement, the Board comprises Dr. Ng Kit Chong and Mr. Tsang Chi Kit as executive Directors, Mr. Shiu Shu Ming as non-executive Director and Mr. Chung, Wai Chuen Alfred 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 website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.ocg.com.hk.