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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
TRANSFER OF CONVERTIBLE BONDS

This announcement is made by Oriental Payment Group Holdings Limited (the “**Company**”) 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 (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company was informed by the holders (the “**Bondholders**”) of the interest-bearing convertible bond(s) issued by the Company on 26 June 2020 in an aggregate principal amount of HK\$11,850,000 (the “**Convertible Bonds**”) that sale and purchase agreements were entered into by the Bondholders on 19 October 2022 in respect of the transfer of the Convertible Bonds, while Metagate Investment SPC (“**Metagate**”), being a substantial shareholder of the Company beneficially interested in 156,260,000 shares of the Company (the “**Shares**”), representing approximately 13.02% of the total issued share capital of the Company as at the date of this announcement, was one of the purchasers in acquiring the Convertible Bonds with an aggregate principal amount of HK\$6,380,000.

EFFECTS OF SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, none of the conversion rights attaching to the Convertible Bonds have been exercised by the Bondholders and therefore none of the Convertible Bonds have been converted into the Shares.

As at the date of this announcement, the Company has 1,200,000,000 Shares in issue. The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Transfer and upon conversion of all the Convertible Bonds in full (assuming that the proposed amendments to the terms and conditions of the Convertible Bonds (as supplemented and amended from time to time) as provided under the addendum executed by the Company on 18 October 2022, details of which are set out in the announcement dated 18 October 2022) becoming effective and there will be no other change to the total issued share capital of the Company between the date of this announcement and the completion date of the Transfer and upon the full conversion of the Convertible Bonds):

	(i) As at the date of this announcement		(ii) Immediately after completion of the Transfer and upon conversion of all the Convertible Bonds in full	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>
Shareholders				
Gold Track Ventures Limited (“ Gold Track ”) (<i>Note 1</i>)	200,000,000	16.67%	200,000,000	14.89%
Metagate (<i>Note 2</i>)	156,260,000	13.02%	233,400,000	17.38%
Straum Investments Limited (“ Straum Investments ”) (<i>Note 3</i>)	138,000,000	11.50%	138,000,000	10.27%
Rainbow Elite International Limited (“ Rainbow Elite ”) (<i>Note 4</i>)	91,000,000	7.58%	91,000,000	6.77%
Original Fortune Group Limited (“ Original Fortune ”) (<i>Note 5</i>)	67,500,000	5.62%	67,500,000	5.03%
Sui Xiaochun (“ Ms. Sui ”) (<i>Note 6</i>)	66,860,000	5.57%	66,860,000	4.98%
Best Practice Limited (“ Best Practice ”) (<i>Note 7</i>)	41,000,000	3.42%	41,000,000	3.05%
Other Bondholders	—	—	66,130,000	4.92%
Other public Shareholders	439,380,000	36.62%	439,380,000	32.71%
Total	<u>1,200,000,000</u>	<u>100.00%</u>	<u>1,343,270,000</u>	<u>100.00%</u>

Notes:

- As at the date of this announcement, these 200,000,000 Shares were held by Gold Track which is in turn wholly-owned by Mr. Tsang Chi Kit (“**Mr. Tsang**”), an executive Director and the managing director of the Group. Accordingly, Mr. Tsang was deemed to be interested in such 200,000,000 Shares held by Gold Track pursuant to Part XV of the SFO.
- As at the date of this announcement, these 156,260,000 Shares are held by Metagate which is in turn wholly owned by Rainbow Capital Limited (“**Rainbow**”). Accordingly, Rainbow is deemed to be interested in such 156,260,000 Shares held by Metagate pursuant to Part XV of the SFO.

3. As at the date of this announcement, these 138,000,000 Shares are held by Straum Investments which is in turn wholly-owned by Mr. Yu Chun Fai (“**Mr. Yu**”). Accordingly, Mr. Yu is deemed to be interested in such 138,000,000 Shares held by Straum Investments pursuant to Part XV of the SFO. On the other hand, Ms. Choi Hiu Wa is the wife of Mr. Yu and hence Ms. Choi Hiu Wa is deemed to be interested in such 138,000,000 Shares due to the interest of her spouse (i.e. Mr. Yu) pursuant to Part XV of the SFO.
4. As at the date of this announcement, these 91,000,000 Shares are held by Rainbow Elite which is in turn wholly-owned by Mr. Lam Hak Ha, Jasper (“**Mr. Lam**”). Accordingly, Mr. Lam is deemed to be interested in such 91,000,000 Shares held by Rainbow Elite pursuant to Part XV of the SFO.
5. As at the date of this announcement, these 67,500,000 Shares are held by Original Fortune which is in turn wholly-owned by Mr. Sung Hak Keung, Andy (“**Mr. Sung**”). Accordingly, Mr. Sung is deemed to be interested in such 67,500,000 Shares held by Original Fortune pursuant to Part XV of the SFO.
6. As at the date of this announcement, pursuant to the disclosure of interest notice filed by Ms. Sui on 3 August 2022, these 66,860,000 Shares are held by her.
7. As at the date of this announcement, pursuant to the disclosure of interest notice filed by Best Practice on 16 March 2022, all these 41,000,000 Shares have been pledged to Best Practice pursuant to the loan agreement dated 14 March 2022 entered into between an Independent Third Party as chargor and Best Practice as lender. As at the date of this announcement, Best Practice is wholly-owned by Mr. Shiu Shu Ming (“**Mr. Shiu**”) who is a non-executive Director. Accordingly, Mr. Shiu is deemed to be interested in such 41,000,000 Shares due to the security interest in those Shares acquired from such Independent Third Party pursuant to Part XV of the SFO.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

By order of the Board
Oriental Payment Group Holdings Limited
Mr. Tsang Chi Kit
Executive Director

Hong Kong, 19 October 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.