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**ORIENTAL PAYMENT GROUP**  
**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)**

**COMPLETION OF THE PLACING OF NEW SHARES  
UNDER GENERAL MANDATE**

References are made to the announcements (the “**Announcements**”) issued by Oriental Payment Group Holdings Limited (the “**Company**”) dated 7 October 2022 and 21 October 2022 in respect of, among others, the placing by Global Mastermind and SBI of up to 240,000,000 new shares of the Company under general mandate. Unless otherwise specifies, capitalised terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that as at the date of this announcement all the Conditions Precedent have been fulfilled and that the Completion took place on 2 November 2022. A total of 148,000,000 Placing Shares have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$0.1 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 10.98% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after the Completion.

The Placing Shares, when issued and fully paid up, shall rank pari passu in all respects and interest with all other Shares then in issue.

To the best of the Director’s knowledge, having made all reasonable enquiries, (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 the Company and its connected persons; and (ii) immediately after the Placing, none of the Placees will become a substantial shareholder of the Company.

## EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY IMMEDIATELY UPON COMPLETION

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

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement immediately after Completion without any conversion of the Convertible Bonds; and (ii) upon subsequent conversion of the Convertible Bonds in full (assuming that there will be no other change to the total issued share capital of the Company between the date of this announcement and the subsequent conversion of the Convertible Bonds in full):

	(i) As at the date of this announcement immediately after Completion without any conversion of the Convertible Bonds		(ii) Upon subsequent conversion of 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>
<b>Shareholders</b>				
Gold Track Ventures Limited (“ <b>Gold Track</b> ”) (Note 1)	200,000,000	14.84%	200,000,000	13.41%
Metagate Investment SPC (“ <b>Metagate</b> ”) (Note 2)	213,260,000	15.82%	290,400,000	19.47%
Straum Investments Limited (“ <b>Straum Investments</b> ”) (Note 3)	138,000,000	10.24%	138,000,000	9.25%
Rainbow Elite International Limited (“ <b>Rainbow Elite</b> ”) (Note 4)	91,000,000	6.75%	91,000,000	6.10%
Original Fortune Group Limited (“ <b>Original Fortune</b> ”) (Note 5)	67,500,000	5.01%	67,500,000	4.53%
Sui Xiaochun (“ <b>Ms. Sui</b> ”) (Note 6)	66,860,000	4.96%	66,860,000	4.49%
Best Practice Limited (“ <b>Best Practice</b> ”) (Note 7)	41,000,000	3.04%	41,000,000	2.75%
Holders of the Convertible Bonds	–	–	66,130,000	4.43%
The Placees	148,000,000	10.98%	148,000,000	9.92%
Other public Shareholders	382,380,000	28.36%	382,380,000	25.65%
<b>Total</b>	<b><u>1,348,000,000</u></b>	<b><u>100.00%</u></b>	<b><u>1,491,270,000</u></b>	<b><u>100.00%</u></b>

*Notes:*

1. 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 Company. 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.
2. As at the date of this announcement, these 213,260,000 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 213,260,000 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.

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

Hong Kong, 2 November 2022

*As at the date of this announcement, the Board comprises Dr. Ng Kit Chong, Mr. Tsang Chi Kit and Mr. Yu Chun Fai as executive Directors, Mr. Shiu Shu Ming as non-executive Director and Mr. Chung, Wai Chuen Alfred, Mr. Ng Ka Po and Ir Dr. Ng Yu Ki 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](http://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](http://www.ocg.com.hk).*