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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 28 FEBRUARY 2023**

The Board is pleased to announce that the EGM was held on 28 February 2023 and the proposed resolution set out in the Notice was duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”), together with the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Oriental Payment Group Holdings Limited (the “**Company**”) both dated 10 February 2023. 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 EGM

The Board is pleased to announce that the EGM was successfully convened on 28 February 2023 at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong. At the EGM, the proposed resolution as set out in the Notice (the “**Proposed Resolution**”) was duly passed by the Shareholders by way of poll.

As at the date of the EGM, the Company had 1,382,900,000 Shares in issue.

As disclosed in the Circular, Metagate is a substantial shareholder of the Company directly interested in 226,460,000 Shares, representing approximately 16.38% of the total issued share capital of the Company. As such, Metagate has abstained from voting on the Proposed Resolution at the EGM in accordance with the GEM Listing Rules. Accordingly, the total number of Shares entitling the holders of which to attend and vote on the resolution set out in the Notice at the EGM is 1,156,440,000 Shares, representing approximately 83.62% of the issued share capital of the Company as at the date of the EGM.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, there was no Shareholder who was entitled to attend and abstain from voting in favour of the Proposed Resolution at the EGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Proposed Resolution at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolution at the EGM.

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 EGM.

The poll results in respect of the Proposed Resolution at the EGM are set out below:

ORDINARY RESOLUTIONS	Number of Shares voted (Approximate percentage of total number of votes casted)	
	For	Against
<p>“THAT:</p> <p>(a) the second addendum (the “Second Addendum”) dated 18 October 2022 executed by the Company to amend and/or alter the terms and conditions of the convertible bonds (the “Convertible Bonds”) issued by the Company on 26 June 2020 in an aggregate principal amount of HK\$11,850,000 and an aggregate accrued interest of approximately HK\$1,495,000 to give effect to (i) further extension of the maturity date of the Convertible Bonds for a period of twelve months; (ii) delete the additional interest at the rate of 10% per annum in any event if the holders of the Convertible Bonds (the “Bondholder(s)”) has not exercised any of its rights (“Conversion Rights”) attached to the Convertible Bonds (as amended and supplemented by the Second Addendum) to convert the whole or any part thereof into new Shares of the Company (“Conversion Share(s)”) to convert the whole or any part of the principal amount of the Convertible Bonds during any business day following the period from the day falling the expiry of 6 months after the date of issue of the Convertible Bonds and up to and including 23 December 2023 (the “Conversion Period”); (iii) adjust the conversion price of the Convertible Bonds to HK\$0.1 per Conversion Share and (iv) extend the scope of the Conversion Rights to convert the whole or part of the aggregate sum of the outstanding principal amount and any outstanding accrued interest of the Convertible Bonds into Conversion Shares during the Conversion Period (the “Second Proposed Amendments”) and the transactions contemplated thereunder, and all other matters thereof and incidental thereto and in connection therewith, be and are hereby approved, confirmed and/or ratified (as the case may be);</p>	<p>406,066,100 (99.9956%)</p>	<p>18,000 (0.0044%)</p>

ORDINARY RESOLUTIONS	Number of Shares voted (Approximate percentage of total number of votes casted)	
	For	Against
<p>(b) subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) having approved the Second Proposed Amendments and conditional upon GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the ordinary share(s) of HK\$0.01 each in the share capital of the Company which shall fall to be allotted and issued by the Company upon exercise of the Conversion Rights attached to the Convertible Bonds as amended and supplemented by the Second Addendum, the directors (“Director(s)”) of the Company be and are hereby granted a specific mandate (the “Specific Mandate”) to allot and issue the Conversion Shares, with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which he or she considers necessary, desirable or expedient to give effect to the Second Addendum and the transactions contemplated thereunder (including but not limited to the Second Proposed Amendments and the grant of the Specific Mandate) and the allotment and issue of the Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”</p>		

As more than 50% of the votes were cast in favour of the Proposed Resolution, the Proposed Resolution was duly passed as ordinary resolution of the Company at the EGM.

Mr. Tsang Chi Kit, Mr. Yu Chun Fai, Mr. Shiu Shu Ming, Mr. Chung, Wai Chuen Alfred, Mr. Ng Ka Po and Ir Dr. Ng Yu Ki attended the EGM in person or by way of electronic means.

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

Hong Kong, 28 February 2023

As at the date of this announcement, the Board comprises 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 for at least 7 days from the date of its publication and on the website of the Company at www.ocg.com.hk.