

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 21 JULY 2023;
(2) RETIREMENT OF DIRECTORS; AND
(3) NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28 AND 5.34 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 28 June 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 AGM

The Board is pleased to announce that the AGM was successfully convened on 21 July 2023 at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, 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 1,859,566,667 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 in respect of the Proposed Resolutions at the AGM are set out below:

ORDINARY RESOLUTIONS		Number of Shares voted (Approximate percentage of total number of votes casted)	
		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 2023.	927,606,667 (99.9942%)	54,000 (0.0058%)
2.	To re-elect Ir Dr. Ng Yu Ki as an independent non-executive Director.	927,606,667 (99.9942%)	54,000 (0.0058%)
3.	To authorise the Board to fix the Directors' remuneration.	927,606,667 (99.9942%)	54,000 (0.0058%)
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.	927,606,667 (99.9942%)	54,000 (0.0058%)
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.	927,606,667 (99.9942%)	54,000 (0.0058%)
	(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.	927,606,667 (99.9942%)	54,000 (0.0058%)
	(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.	927,606,667 (99.9942%)	54,000 (0.0058%)

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, the Proposed Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

Save for Mr. Yu Chun Fai (“**Mr. Yu**”), all the Directors 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. Yu, the then executive Director, and Mr. Chung and Mr. Ng, the then independent non-executive Directors, 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 independent non-executive Directors, respectively, upon the conclusion of the AGM.

Mr. Yu has confirmed that save for certain outstanding director's remuneration, he has no claims against the Company in respect of his retirement. Save as disclosed, each of Mr. Yu, Mr. Chung, Wai Chuen Alfred (“**Mr. Chung**”) and Mr. Ng Ka Po (“**Mr. Ng**”) 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. Mr. Yu will remain as a director of those subsidiaries of the Company.

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

NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28 AND 5.34 OF THE GEM LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

As at the date of this announcement, no independent non-executive Directors have been appointed in place of Mr. Chung and Mr. Ng and thereby following the conclusion of the AGM:

- (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 composition of the Board would not meet the requirements under Rule 5.05(2) of the GEM Listing Rules;
- (iii) the number of members of the Audit Committee fell below the minimum number as required under Rule 5.28 of the GEM Listing Rules;
- (iv) the composition of the Audit Committee would not meet the requirements under Rule 5.28 of the GEM Listing Rules;
- (v) the composition of the Remuneration Committee would not meet the requirements under Rule 5.34 of the GEM Listing Rules; and
- (vi) 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 suitable candidates to fill up the vacancies and will endeavor to appoint any suitable candidates so as to fulfill the minimum requirements under Rules 5.05(1), 5.05(2), 5.28 and 5.34 of the GEM Listing Rules within three months from 21 July 2023. 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
Mr. Tsang Chi Kit
Executive Director

Hong Kong, 21 July 2023

As at the date of this announcement, the Board comprises Mr. Tsang Chi Kit as executive Director, Mr. Shiu Shu Ming as non-executive Director and Ir Dr. Ng Yu Ki as independent non-executive Director.

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” 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.