

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) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) COMPLIANCE WITH RULE 5.05(1) OF THE GEM LISTING RULES**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Oriental Payment Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Liao Pui Yee Bonnie (“**Ms. Liao**”) has been appointed as an independent non-executive Director of the Company, the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”), and a member of each of the audit committee of the Board (the “**Audit Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”), with effect from 20 December 2023.

The biographical details of Ms. Liao are set out below:

Ms. Liao, aged 37, has over 13 years of experience in project management and communications. Ms. Liao has been the executive director of E-Tech Cure Charitable Foundation Limited, an organisation supporting grass-root healthcare and the development of healthcare industry in Hong Kong, from June 2023. She has also been a director of Hong Kong Rehabilitation Power, a non-profit and charitable organisation that advances the welfare of handicapped persons, individuals with chronic illnesses and ex-mentally ill people in Hong Kong, from January 2022. Ms. Liao has been a member of SC.Net (社會資本摯友) of the Community Investment & Inclusion Fund of the Labour and Welfare Bureau of the Government of the Hong Kong Special Administrative Region of the People’s Republic of China from February 2020. Since July 2017, Ms. Liao has also been a director of the Federation of Hong Kong Guangdong Community Organisations.

Since October 2015, Ms. Liao has been the executive director of the Social Enterprise Research Academy (“**SERA**”), an organisation based in Hong Kong which promotes social responsibility and sustainable development. Ms. Liao leads SERA in organising the annual Fellowship & Honorary Award Presentation Ceremony, an event that acknowledges contributions to environment, society, and economy, and international summits, and engaging with business leaders and organisations worldwide.

Ms. Liao graduated with a degree of Bachelor of Arts from the University of Hong Kong in November 2008. She then graduated with a degree of Master of Fine Arts (in Creative Media) from the City University of Hong Kong in July 2010 and a degree of Master of Business Administration from the Chinese University of Hong Kong in November 2015.

Ms. Liao has entered into a letter of appointment with the Company for a term of three years commencing on 20 December 2023, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the articles of association of the Company. Pursuant to the terms of her letter of appointment, Ms. Liao is entitled to a director’s fee of HK\$120,000 per annum which was determined by the Board with reference to Ms. Liao’s relevant experience and qualifications, her duties and responsibilities in the Company as well as the prevailing market condition.

As at the date of this announcement, save as disclosed above, to the best knowledge and information of the Directors having made reasonable enquiries, Ms. Liao (i) did not hold any position in the Company or any other members of the Group; (ii) did not hold any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company; (iv) did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) does not have any other major appointments and professional qualifications. Ms. Liao has also confirmed that she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, Ms. Liao has confirmed that there is no other information relating to her appointment which is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to her appointment as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Ms. Liao for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that with effect from 20 December 2023:

- (i) Mr. Tong Tsz Kwan (“**Mr. Tong**”) ceases to be the chairman of the Remuneration Committee but remains as a member of the Remuneration Committee; and
- (ii) Ms. Liao has been appointed as the chairman of the Remuneration Committee in replacement of Mr. Tong and as a member of each of the Audit Committee and Nomination Committee.

After the above changes becoming effective, (i) the Audit Committee consists of Mr. Tong as the chairman, and each of Mr. Shiu Shu Ming, Ir Dr. Ng Yu Ki (“**Dr. Ng**”) and Ms. Liao as a member; (ii) the Remuneration Committee consists of Ms. Liao as the chairman, and each of Mr. Tsang Chi Kit (“**Mr. Tsang**”), Dr. Ng and Mr. Tong as a member; and (iii) the Nomination Committee consists of Dr. Ng as the chairman, and each of Mr. Tsang, Mr. Tong and Ms. Liao as a member.

COMPLIANCE WITH RULE 5.05(1) OF THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 20 October 2023 in relation to, among other things, the non-compliance with Rule 5.05(1) of the GEM Listing Rules.

Upon the appointment of Ms. Liao as an independent non-executive Director, the Board comprises five members, including one executive Director, one non-executive Director and three independent non-executive Directors. Accordingly, the Company fulfills the minimum number of independent non-executive Directors required under Rule 5.05(1) of the GEM Listing Rules.

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

Hong Kong, 20 December 2023

As at the date of this announcement, the Board comprises Mr. Tsang Chi Kit as an executive Director, Mr. Shiu Shu Ming as a non-executive Director and Ir Dr. Ng Yu Ki, Mr. Tong Tsz Kwan and Ms. Liao Pui Yee Bonnie 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.