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

**Financial adviser to the Company**



**Diligent Capital Limited**

References are made to the announcements (the “**Announcements**”) issued by Oriental Payment Group Holdings Limited (the “**Company**”) dated 17 December 2024, 20 December 2024, 7 January 2025, 24 January 2025 and 14 February 2025 in relation to the placing by Kingkey Securities Group Limited of up to 45,891,176 new shares of the Company under the general mandate. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

**THE COMPLETION**

The Board is pleased to announce that as at the date of this announcement, the Condition Precedent has been fulfilled and the Completion took place on 4 March 2025.

Upon the Completion, a total of 29,610,000 placing Shares (the “**New Shares**”) have been successfully placed by the Placing Agent to not less than six Placees at the placing price of HK\$0.17 per placing Share pursuant to the terms and conditions of the Placing Agreement. The New Shares represent (i) approximately 1.56% of the number of issued Shares immediately before the Completion; and (ii) approximately 1.54% of the number of issued Shares as enlarged by the allotment and issue of the New Shares. The New Shares, when issued and fully paid up, shall rank *pari passu* in all respects and *inter se* with all other Shares then in issue.

To the best of the Director' 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.

## INTENDED USE OF PROCEEDS

Upon the Completion, the gross proceeds from the Placing are approximately HK\$5.03 million and the net proceeds from the Placing (after deducting all fees, costs and expenses incurred by the Company in connection with the Placing including the commission and levies) are approximately HK\$4.93 million. The Company intends to allocate the net proceeds from the Placing primarily toward repaying a portion of the Group's current debt. Should any part of the net proceeds remain unutilised for this purpose, it will be directed toward the general working capital of the Group.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately upon the Completion, the number of the total issued Shares of the Company is 1,927,716,667 Shares.

The following table illustrates the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately upon the Completion:

|  | Immediately before<br>the Completion |  | Immediately upon<br>the Completion |  |
|--|--------------------------------------|--|------------------------------------|--|
|  | <i>Number of<br/>Shares</i>          | <i>Approximate<br/>shareholding<br/>percentage</i> | <i>Number of<br/>Shares</i>        | <i>Approximate<br/>shareholding<br/>percentage</i> |
| <b>Shareholders</b>                                    |                                      |  |                                    |  |
| Mobile Technology Holdings<br>Limited ("MTHL")         | 476,666,667                          | 25.11%   | 476,666,667                        | 24.73%   |
| Metagate Investment SPC<br>("Metagate") (Note 1)       | 304,460,000                          | 16.04%   | 304,460,000                        | 15.79%   |
| Mr. Choy Hok Man<br>("Mr. Choy") (Note 1)              | 19,880,000                           | 1.05%  | 19,880,000                         | 1.03%  |
| Gold Track Ventures Limited<br>("Gold Track") (Note 2) | 200,000,000                          | 10.54%   | 200,000,000                        | 10.37%   |
| Mr. Tsang Chi Kit<br>("Mr. Tsang") (Note 2)            | 4,880,000                            | 0.26%  | 4,880,000                          | 0.25%  |
| The Placees  | –                                    | –  | 29,610,000                         | 1.54%  |
| <b>Other public Shareholders</b>                       | <b>892,220,000</b>                   | <b>47.00%</b>                                      | <b>892,220,000</b>                 | <b>46.29%</b>                                      |
| <b>Total</b>   | <b><u>1,898,106,667</u></b>          | <b><u>100.00%</u></b>                              | <b><u>1,927,716,667</u></b>        | <b><u>100.00%</u></b>                              |

Notes:

1. As at the date of this announcement, pursuant to the disclosure of interest notice filed by Metagate on 5 January 2024, these 304,460,000 Shares were held by Metagate, which is in turn wholly-owned by Rainbow Capital Limited (“**Rainbow Capital**”). As at the date of this announcement, Rainbow Capital is ultimately and beneficially wholly-owned by Mr. Choy. Accordingly, each of Rainbow Capital and Mr. Choy is deemed to be interested in such 304,460,000 Shares held by Metagate pursuant to Part XV of the Securities and Futures Ordinance (“**SFO**”) as at the date of this announcement.
2. As at the date of this announcement, 4,880,000 Shares were directly held by Mr. Tsang, an executive Director and the managing director of the Group and 200,000,000 Shares were held by Gold Track, which was in turn wholly-owned by Mr. Tsang. 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.

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

Hong Kong, 4 March 2025

*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, Mr. Tong Tsz Kwan and Ms. Tam Yuen Lam Angela 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.*

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