



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates (Notes 1 and 3)	
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I/We, (Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of Oriental Payment Group Holdings Limited (the “Company”), HEREBY APPOINT (Note 3)
the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held at Unit 1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 30 May 2025 at 2:30 p.m. or its adjournment (as the case may be) in respect of the resolution set out in the notice convening the EGM dated 12 May 2025 (the “Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
<p>“THAT:</p> <p>(a) the subscription agreement dated 13 March 2025 entered into between the Company and Nodia Properties (TH) Limited (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the convertible bonds in the principal amount of HK\$6,046,870 and the transactions contemplated thereunder (including but not limited to the issue of such convertible bonds and the allotment and issue of the relevant conversion shares upon exercise of conversion rights attaching to such convertible bonds) be and are hereby approved, confirmed and ratified;</p> <p>(b) the subscription agreement dated 13 March 2025 entered into between the Company and Ventec Invest Aps (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the convertible bonds in the principal amount of HK\$1,573,763 and the transactions contemplated thereunder (including but not limited to the issue of such convertible bonds and the allotment and issue of the relevant conversion shares upon exercise of conversion rights attaching to such convertible bonds) be and are hereby approved, confirmed and ratified;</p> <p>(c) the subscription agreement dated 13 March 2025 entered into between the Company and Mr. Paul Stefano Spina (a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the convertible bonds in the principal amount of HK\$196,720 and the transactions contemplated thereunder (including but not limited to the issue of such convertible bonds and the allotment and issue of the relevant conversion shares upon exercise of conversion rights attaching to such convertible bonds) be and are hereby approved, confirmed and ratified;</p> <p>(d) conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) having approved the listing of and dealing in the relevant conversion shares, the directors of the Company (the “Director(s)”) be and are hereby granted the specific mandate (the “Specific Mandate”) to allot and issue such conversion shares in accordance with the terms of such subscription agreements as outlined in the ordinary resolution (a) to (c) in this resolution and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(e) any one of the Directors 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 subscription agreements and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issue of the conversion shares as outlined in the ordinary resolution (a) to (c) in this resolution), 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>		

Signature: _____ (Notes 6 and 7) Dated this _____ day of _____ 2025

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your names.
- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the meeting will act as your proxy. If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this form of proxy. You are entitled to appoint a proxy of your own choice.
- The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the Notice.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than that referred to in the Notice (including amendments to resolution which may be properly put to the EGM).
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the above EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto. However, if more than one of such joint holders be present at the above EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited (the “Hong Kong Branch Share Registrar”) at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and deposit of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they (as the case may be) so wish.
- The resolution sets out in this form of proxy shall be decided by poll.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Hong Kong Branch Share Registrar) unless it is a requirement to do so by applicable codes, rules and law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.