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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 14 APRIL 2025**

The Board is pleased to announce that the EGM was held on 14 April 2025 and the Proposed Resolution set out in the Notice was duly passed by the Independent 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 28 March 2025. 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

At the EGM held on 14 April 2025, the proposed resolution as set out in the Notice (the “**Proposed Resolution**”) was duly passed by the Independent Shareholders by way of poll. The Board is pleased to announce the poll results in respect of the Proposed Resolution as follows:

ORDINARY RESOLUTION	Number of Shares voted (Approximate percentage of total number of votes cast)	
	FOR	AGAINST
<p>“THAT:</p> <p>(a) the Fourth addendum (the “Fourth Addendum”) dated 30 December 2024 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 to give effect to further extension of the maturity date of the Convertible Bonds for a period of two years (the “Fourth Proposed Amendments”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) 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>676,666,667 (99.992%)</p>	<p>54,000 (0.008%)</p>

ORDINARY RESOLUTION	Number of Shares voted (Approximate percentage of total number of votes cast)	
	FOR	AGAINST
<p>(b) subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) having approved the Proposed Fourth Amendments and conditional upon the 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 rights attached to the Convertible Bonds to convert the whole or any part thereof into Conversion Shares in accordance with the terms and conditions of the Convertible Bonds as amended and supplemented by the Fourth Addendum, the directors (“Directors”) 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 Fourth Addendum and the transactions contemplated thereunder (including but not limited to the Proposed Fourth 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.

As at the date of the EGM, the Company had 1,927,716,667 Shares in issue.

As disclosed in the Circular, Metagate is a substantial shareholder of the Company directly interested in 309,250,000 Shares, representing approximately 16.04% of the total issued share capital of the Company and is therefore a connected person of the Company under the GEM Listing Rules. Also, Mr. Choy, apart from being deemed to be interested in such 309,250,000 Shares by virtue of him being the ultimate sole shareholder of Metagate, directly holds 19,880,000 Shares, representing approximately 1.03% of the total issued share capital of the Company. Metagate and Mr. Choy, who are the current Bondholders, in aggregate hold and are entitled to exercise control over the voting rights in respect of 329,130,000 Shares (representing approximately 17.07% of the total issued share capital of the Company) as at the date of EGM. As such, Metagate and Mr. Choy are required under the GEM Listing Rules to abstain, and have abstained, from voting on the Proposed Resolution at the EGM.

Accordingly, the total number of Shares entitling the holders of which to attend and vote on the Proposed Resolution at the EGM is 1,598,586,667 Shares, representing approximately 82.93% 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. There was no restriction on the Shareholders casting votes 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 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.

Mr. Tsang Chi Kit attended the EGM in person. Mr. Shiu Shu Ming, Ir Dr. Ng Yu Ki and Ms. Tam Yuen Lam Angela attended the EGM by way of electronic means. Mr. Tong Tsz Kwan was unable to attend the EGM due to other business engagement.

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

Hong Kong, 14 April 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.

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.