

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)
(the “Company”)
(Stock Code: 8613)

POLICY ON OBTAINING INDEPENDENT VIEWS AND INPUT

1. GENERAL

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has adopted this policy on obtaining independent views and input (the “**Policy**”), which demonstrates the Company’s commitment to high standards of corporate governance, and making good governance integral to the Company’s culture.

2. AVAILABILITY OF INFORMATION

The chairman of the Board (the “**Chairman**”) has a responsibility to provide the whole Board with all the information that is relevant to the discharge of the Board’s responsibilities. The Board therefore expects to receive timely advice on all material information about the activities, performance, and development of the Company and its subsidiaries, particularly including any significant variances from a planned course of action.

3. DIRECTOR INDEPENDENCE

The Board believes that independence is a matter of judgment and conscience but that, to be independent, independent non-executive Directors should be free from any business or other relationship which might interfere with the exercise of their independent judgment, unless such business or relationship does not contravene the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or other applicable laws, rules and regulations. The Board reviews the independence of Directors on an annual basis. Directors who are considered to be independent will be identified as such in the Company’s annual report and other communications with its shareholders.

Independent non-executive Directors are expected, especially when there is a potential conflict of interests between the management and the Company itself, to take the lead to bring their experience, broad and independent views, independent oversight and constructive knowledge to the Board, through Board meetings, Board committee meetings, and other communications among the Directors. They are also expected to provide their independent views and knowledge on issues such as the Company’s accountability and standard of conduct. This is of vital importance to the protection of the interests of the shareholders of the Company.

4. BOARD ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

The Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgment when making decisions in furtherance of their Directors’ duties at the Company’s expense (the “**Mechanism**”). The Mechanism is established to ensure independent views and input are available to the Board and should be disclosed in the Corporate Governance Report of the Company.

Independent professional advice shall include legal advice and advice of external auditors and other professional financial advisers on matters of law, accounting, tax and other regulatory matters.

In the event that independent professional advice, views and input are considered necessary, the Board, Board committees or individual Directors shall communicate with the finance director or joint company secretaries to start the Mechanism, providing background and details of the relevant incidents and/ or transactions, and the issues involved which would require independent views and input. They may direct any questions, queries, concerns or specific advice to be sought to the finance director or joint company secretaries who will then contact the Company’s professional advisers (including lawyers, external auditors, internal control advisers) or other independent professional parties to obtain such independent professional advice within a reasonable period of time.

Any advice obtained through the Mechanism shall be duly documented and made available to other members of the Board.

Despite having obtained any information or advice from the Chairman and/ or any independent professional advisers through the Mechanism, the Directors are expected to exercise independent judgment in forming their decisions.

The Board shall review the implementation and effectiveness of the Mechanism on an annual basis.

5. BOARD ACCESS TO SENIOR MANAGEMENT

Senior management of the Company are, from time to time, brought into formal and informal contact at Board meetings and other corporate events. The Board has full access to all information provided by senior management of the Company it deems appropriate for the purposes of fulfilling its role.

6. REVIEW

The Board will review this Policy and its implementation and effectiveness annually, or more often if required, and recommend such changes to this Policy as it considers necessary and appropriate.

Effective date: 6 January 2023