

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

REGULATORY FORMS
FORMS RELATING TO LISTING

FORM G

GEM

COMPANY INFORMATION SHEET

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Company name: [Oriental Payment Group Holdings Limited](#)
[東方支付集團控股有限公司](#)

Stock code (ordinary shares): [8613](#)

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the Exchange's website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of [1 November 2024](#).....

A. General

Place of incorporation: [Cayman Islands](#)

Date of initial listing on GEM: [16 October 2018](#)

Name of Sponsor(s): [N/A](#)

Names of directors: [Executive Director](#)
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive) [Mr. Tsang Chi Kit](#)
[Non-executive Director](#)
[Mr. Shiu Shu Ming](#)

[Independent Non-executive Directors](#)
[Ir Dr. Ng Yu Ki](#)
[Mr. Tong Tsz Kwan](#)
[Ms. Tam Yuen Lam Angela](#)

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Capacity/ Nature of interest	Number of shares ("Shares") of HK\$0.01 each in the share capital of the Company (Note 1)	Approximate percentage of issued Shares (Note 2)
Mobile Technology Holdings Limited ("MTHL") (Note 3)	Beneficial owner	476,666,667	25.11%
Metagate Investment SPC ("Metagate") (Note 4)	Beneficial owner	304,460,000	16.04%
Rainbow Capital Limited ("Rainbow") (Note 4)	Interest in a controlled corporation	304,460,000	16.04%
Mr. Choy Hok Man ("Mr. Choy") (Note 4)	Interest in a controlled corporation	304,460,000	17.09%
	Beneficial owner	19,880,000	
Gold Track Ventures Limited ("Gold Track") (Note 5)	Beneficial owner	200,000,000	10.54%
Mr. Tsang Chi Kit ("Mr. Tsang") (Note 5)	Interest in a controlled corporation	200,000,000	10.80%
	Beneficial owner	4,880,000	

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Notes:

- (1) All interests stated were long positions.
- (2) The calculation was based on the total number of 1,898,106,667 Shares in issue as of the date hereof.
- (3) MTHL held 476,666,667 Shares.
- (4) Rainbow held the entire issued share capital of Metagate. Metagate, in turn, directly held 304,460,000 Shares. Rainbow is ultimately and beneficially wholly-owned by Mr. Choy. Accordingly, each of Rainbow and Mr. Choy was deemed to be interested in such 304,460,000 Shares held by Metagate by virtue of the disclosure requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**"). Mr. Choy also directly held 19,880,000 Shares.
- (5) Mr. Tsang, being an executive director and the managing director of the Company, held the entire issued share capital of Gold Track. Gold Track, in turn, directly held 200,000,000 Shares. Accordingly, Mr. Tsang was deemed to be interested in such 200,000,000 Shares held by Gold Track by virtue of the disclosure requirements of the SFO. Mr. Tsang also directly held 4,880,000 Shares.

Name(s) of company(ies) listed **N/A**
on GEM or the Main Board of
the Stock Exchange within the
same group as the Company: _____

Financial year end date: **31 March** _____

Registered address: **Cricket Square, Hutchins Drive
P.O. Box 2681,
Grand Cayman, KY1-1111
Cayman Islands** _____

Head office and principal place of business: **Headquarters in Thailand:
24/F., TST Tower
21 Viphavadi-Rangsit Road, Jomphol, Jatujak, Bangkok 10900
Thailand**

**Place of Business in Hong Kong:
Room 5, 17/F
80 Gloucester Road, Wanchai
Hong Kong** _____

Web-site address (if applicable): **www.ocg.com.hk** _____

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Share registrar: Principal Share Registrar and Transfer Agent
Conyers Trust Company (Cayman) Limited

Hong Kong Branch Share Registrar
Union Registrars Limited

Auditors: Forvis Mazars CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in providing comprehensive payment processing services to merchants in Thailand and the Philippines.

C. Ordinary shares

Number of ordinary shares in issue: 1,898,106,667

Par value of ordinary shares in issue: 0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

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(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

(A) Convertible Bonds issued on 10 June 2020

On 10 June 2020, the Company entered into a placing agreement with the placing agent, pursuant to which it conditionally agreed to place, through the placing agent, the convertible bonds ("**Convertible Bonds A**") in an aggregate principal amount of up to HK\$11,850,000 to not less than six placees at the initial conversion price of HK\$0.15 per ordinary Share upon and subject to the terms and conditions of the placing agreement (the "Placing"). Completion of the Placing of the Convertible Bonds A in an aggregate principal amount of HK\$11,850,000 took place on 26 June 2020. The aggregate number of Shares which may fall to be issued upon conversion of the Convertible Bonds A in full at the initial conversion price of HK\$0.15 per Share is 79,000,000 Shares. For details of the Placing, please refer to the joint announcements issued by the Company and China Smartpay Group Holdings Limited respectively dated 10 June 2020 and 26 June 2020.

On 24 June 2022, the Company executed the addendum (the "**Addendum**") to amend and/or alter the terms and conditions of the Convertible Bonds A with view to giving effect to the extension of the maturity date of the Convertible Bonds A for a period of six months (the "**Proposed Amendments**") and all other terms and conditions of the Convertible Bonds A remain unchanged. As all the conditions precedent as set out in the Addendum have been fulfilled, the Addendum has taken effect, with the maturity date of the Convertible Bonds A extended for a period of six months to 23 December 2022. For details of the Proposed Amendments, please refer to the announcements of the Company respectively dated 24 June 2022, 1 September 2022 and 20 September 2022 and the circular of the Company dated 11 August 2022.

On 18 October 2022, the Company executed the second addendum (the "**Second Addendum**") to further amend and/or alter the terms and conditions of the Convertible Bonds A with view to giving effect to (i) the further extension of the maturity date of the Convertible Bonds A for a period of twelve months to 22 December 2023; (ii) the deletion of the additional interest at the rate of 10% per annum to which a holder of the Convertible Bonds A is initially entitled in any event any such holder has not exercised any of its conversion rights to convert the whole or any part of the principal amount of the Convertible Bonds A during the conversion period; (iii) the adjustment of the conversion price of the Convertible Bonds A to HK\$0.1 per conversion share; and (iv) the extension of the scope of the conversion rights to convert the whole or part of the aggregate sum of the outstanding principal amount and any outstanding accrued interest of the Convertible Bonds A into conversion shares during the conversion period (the "**Second Proposed Amendments**"), and all other terms and conditions of the Convertible Bonds A remain unchanged. As all the conditions precedent as set out in the Second Addendum have been fulfilled, the Second Addendum has taken effect, included the maturity date of the Convertible Bonds A further extended for a period of twelve months to 22 December 2023. For details of the Second Proposed Amendments, please refer to the announcements of the Company respectively dated 18 October 2022, 21 October 2022 and 28 February 2023 and the circular of the Company dated 10 February 2023.

The Convertible Bonds A matured on 22 December 2023 and as at maturity date, none of the conversion rights attaching to the Convertible Bonds A has been exercised by the holders of the Convertible Bonds A and therefore none of the Convertible Bonds A have been converted into the Shares.

On 2 January 2024, the Company executed the Third addendum (the "**Third Addendum**") to further amend and/or alter the terms and conditions of the Convertible Bonds A with view to giving effect to (i) the further extension of the maturity date of the Convertible Bonds A for a period of twelve months to 24 December 2024; (ii) from the date immediately after the date falling upon the expiry of three years and six months from the date on which the Convertible Bonds A are issued, the interest rate accrued on the principal amount of outstanding Convertible Bonds A payable by the Company have been adjusted from "the rate of 7% per annum accrued on a day-to-day basis" to "the rate of 12% per annum accrued on a day-to-day basis"; (iii) to adjust the conversion price of the Convertible Bonds A from HK\$0.1 to HK\$0.088 per Conversion Share; and (iv) a Default Interest shall be chargeable to the Company at the

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rate of 20% per annum on (a) any outstanding accrued interest of the Convertible Bonds A from and including the date(s) on which accrued interest is payable in accordance with the CB Terms and Conditions to the actual payment date; and (b) any outstanding principal of the Convertible Bonds A from and including the new maturity date to the actual payment date (the “**Third Proposed Amendments**”) and all other terms and conditions of the Convertible Bonds A remain unchanged.

As all the conditions precedent as set out in the Third Addendum have been fulfilled, the Third Addendum has taken effect, included the maturity date of the Convertible Bonds A further extended for a period of twelve months to 24 December 2024. For details of the Third Proposed Amendments, please refer to the announcements of the Company respectively dated 2 January 2024 and 8 March 2024 and the circular of the Company dated 21 February 2024.

(B) Convertible Bonds issued on 16 February 2024 (the “**Convertible Bonds B**”)

The maturity date of the Convertible Bonds B falls on the first anniversary (i.e., 14 February 2025) from its date of issue. For details of the Convertible Bonds B, please refer to the announcements of the Company respectively dated 16 February 2024 and 5 March 2024.

(C) Convertible Bonds issued on 20 March 2024 (the “**Convertible Bonds C**”)

The maturity date of the Convertible Bonds C falls on the first anniversary (i.e., 19 March 2025) from its date of issue. For details of the Convertible Bonds C, please refer to the Company’s announcements respectively dated 20 March 2024, 9 May 2024 and 17 May 2024.

(D) Convertible Bonds issued on 20 March 2024 (the “**Convertible Bonds D**”)

The maturity date of the Convertible Bonds D falls on the first anniversary (i.e., 19 March 2025) from its date of issue. For details of the Convertible Bonds D, please refer to the Company’s announcements respectively dated 20 March 2024, 17 May 2024 and 27 May 2024.

(E) Subscription of Convertible Bonds on 15 October 2024 (the “**Convertible Bonds E**”)

On 15 October 2024, the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to issue to the Subscriber, and the Subscriber has conditionally agreed to subscribe for, the Convertible Bonds in the principal amount of HK\$3,120,000 at the Conversion Price of HK\$0.14 per Conversion Share. The Conversion Shares will be allotted and issued by the Company to the Subscriber under the General Mandate granted to the Directors at the annual general meeting held on 26 July 2024. For details, please refer to the Company’s announcement dated 15 October 2024.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Tsang Chi Kit
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.