



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Oriental Payment Group Holdings Limited

Date Submitted: 01 February 2023

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08613	Description	N/A			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	10,000,000,000	HKD	0.01	HKD	100,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	10,000,000,000	HKD	0.01	HKD	100,000,000	

Total authorised/registered share capital at the end of the month: HKD 100,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08613	Description				
Balance at close of preceding month		1,348,000,000				
Increase / decrease (-)		34,900,000				
Balance at close of the month		1,382,900,000				

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08613					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme	0			0	0	0	100,000,000
General Meeting approval date (if applicable)		18 September 2018					

Total A (Ordinary shares): \_\_\_\_\_ 0

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_ 0

#### (B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

#### (C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08613					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds in an aggregate principal amount of HK\$11,850,000	HKD	11,850,000			11,850,000	0	79,000,000
Type of convertibles	Bond/Notes						

Stock code of the Convertibles (if listed on SEHK) (Note 1)	_____	
Subscription/Conversion price	HKD	0.15
General Meeting approval date (if applicable)	30 July 2019	

Total C (Ordinary shares): \_\_\_\_\_ 0

Remarks:

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”) in an aggregate principal amount of up to HK\$11,850,000 to not less than six places 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 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 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 with view to giving effect to the extension of the maturity date of the Convertible Bonds for a period of six months (the “Proposed Amendments”) and all other terms and conditions of the Convertible Bonds remain unchanged. As at the date hereof, 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 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 with view to giving effect to (i) the further extension of the maturity date of the Convertible Bonds for a period of twelve months to 23 December 2023; (ii) the deletion of the additional interest at the rate of 10% per annum to which a holder of the Convertible Bonds 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 during the conversion period; (iii) the adjustment of the conversion price of the Convertible Bonds 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 into conversion shares during the conversion period (the “Second Proposed Amendments”), and all other terms and conditions of the Convertible Bonds (the “CB Terms and Conditions”) remain unchanged. The Second Addendum and the CB Terms and Conditions (as amended by the Second Addendum) shall take effect subject to the fulfilment of the conditions precedent as set out in the Second Addendum. For details of the Second Proposed Amendments, please refer to the announcements of the Company respectively dated 18 October 2022 and 21 October 2022.

As at the date hereof, none of the conversion rights attaching to the Convertible Bonds have been exercised by the holders of the Convertible Bonds and therefore none of the Convertible Bonds have been converted into the Shares.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		08613				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	On 27 September 2022, the Company and a vendor entered into an agreement, pursuant to which the vendor has conditionally agreed to sell, transfer and/or assign, and procure any other vendor group member to sell, transfer and/or assign, to the Company, and the Company has conditionally agreed to acquire, such right, title, interest, benefit and claim as the vendor group may have in the assets of the vendor group at a consideration of US\$6,050,000 (equivalent to approximately HK\$47,190,000), which shall be satisfied partly in cash and partly by the allotment and issue of 476,666,667 consideration shares ("Consideration Shares") at HK \$0.09 per Consideration Share. The Consideration Shares will be allotted and issued by the Company to the vendor or its nominees under a specific mandate, which is subject to shareholders' approval at an extraordinary general meeting to be convened by the Company. For details, please refer to the Company's announcements dated 27 September 2022, 19 October 2022, 9 November 2022, 25 November 2022, 16 December 2022 and 13 January 2023.			0	476,666,667	
2).	On 21 December 2022, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company agreed to place through the Placing Agent up to a maximum of 35,000,000 Placing Shares at the Placing Price of HK \$0.132 per Placing Share on a best effort basis. The Placing Shares will be allotted and issued by the Company to the Placee(s) under General Mandate. On 22 December 2022, the Company entered into a Placing Side Letter, pursuant to which the Placing Price was revised from HK\$0.132 per Placing Share to HK\$0.134 per Placing Share. As the Placing Agent has not been successful in placing the Placing Shares at the Revised Placing Price up to the Long Stop Date, accordingly, the Placing Agreement has not become unconditional and has lapsed on 30 January 2023. For details, please refer to the Company's announcements dated 21 December 2022, 22 December 2022 and 30 January 2023.		30 September 2022	0	0	
3).	On 21 December 2022, the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Company has conditionally agreed to issue to the Subscribers, and the Subscribers have conditionally agreed to subscribe for a total of 35,400,000 Subscription Shares at the Subscription Price of HK\$0.132 per Subscription Share. The Subscription Shares will be allotted and issued by the Company to the Subscribers under the General Mandate. On 22 December 2022, the Company entered into a Subscription Side Letter with each of the Subscribers, pursuant to which the Company and Subscribers agreed to revise (i) the Subscription Price from HK\$0.132 per Subscription Share to HK\$0.134 per Subscription Share; (ii) the number of Subscription Shares to be subscribed by Subscriber A from 29,500,000 Shares to 29,100,000 Shares; and (iii) the number of		30 September 2022	34,900,000	0	

Subscription Shares to be subscribed by Subscriber B from 5,900,000 Shares to 5,800,000 Shares. Accordingly, the Company has allotted and issued 34,900,000 Subscription Shares on 10 January 2023. For details, please refer to the Company's announcements dated 21 December 2022, 22 December 2022 and 10 January 2023.			
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Total D (Ordinary shares): 34,900,000

**(E). Other Movements in Issued Share** Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>34,900,000</u>
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**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Tsang Chi Kit

Title: Director

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.



3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"