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JOINT ANNOUNCEMENT
(1) DISCLOSEABLE TRANSACTION
SHARE SWAP BETWEEN OPG AND CNE;
AND
(2) MAJOR TRANSACTION IN RELATION TO
THE DEEMED DISPOSAL OF SHAREHOLDING INTEREST IN
OPG BY CSG

THE SHARE SWAP AGREEMENT

On 8 September 2020 (after trading hours), OPG and CNE entered into the Share Swap Agreement, pursuant to which, subject to fulfillment of the Conditions Precedent, both parties thereto have agreed, among others, that:

- (i) OPG shall subscribe for, and CNE shall allot and issue to OPG, 86,000,000 CNE Subscription Shares under the CNE General Mandate, representing approximately 14.33% of the existing issued share capital of CNE as at the date of this joint announcement and approximately 12.53% of the enlarged issued share capital of CNE immediately after issuing the CNE Subscription Shares (assuming that there will be no other change to the issued share capital of CNE between the date of this joint announcement and the Completion Date), credited as fully paid at a price of HK\$0.2 per CNE Subscription Share, for a total consideration of HK\$17,200,000; and
- (ii) CNE shall subscribe for, and OPG shall allot and issue to CNE, 200,000,000 OPG Subscription Shares under the OPG General Mandate, representing 20% of the existing issued share capital of OPG as at the date of this joint announcement and approximately 16.67% of the enlarged issued share capital of OPG immediately after issuing the OPG Subscription Shares (assuming that there will be no other change to the issued share capital of OPG between the date of this joint announcement and the Completion Date), credited as fully paid at a price of HK\$0.086 per OPG Subscription Share, for a total consideration of HK\$17,200,000.

Completion of the CNE Subscription and the OPG Subscription shall take place simultaneously.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 19.07 of the GEM Listing Rules) in respect of the Share Swap Agreement exceed(s) 5% but all of them are less than 25%, the entering into of the Share Swap Agreement constitutes a discloseable transaction for OPG, and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE DEEMED DISPOSAL

As at the date of this joint announcement, CSG is a controlling shareholder holding 325,000,000 OPG Shares, representing 32.5% of the total issued share capital of OPG, through Charm Act.

Upon Completion and the allotment and issue of the OPG Subscription Shares, the shareholding interest of CSG in OPG will be diluted from 32.5% to approximately 27.08% as at the date of this joint announcement (assuming that there will be no other change to the issued share capital of OPG between the date of this joint announcement and the Completion Date). Accordingly, such dilution of shareholding interest of CSG in OPG is regarded as a deemed disposal by CSG of its shareholding interest in OPG pursuant to Rule 19.29 of the GEM Listing Rules.

Following the Completion, OPG will cease to be a subsidiary of CSG, and its financial results and financial positions will no longer be consolidated in the consolidated financial statements of the CSG Group.

Assuming that the OPG Convertible Bonds are converted in full during the conversion period commencing from any business days falling 6 months after the date of issue of the OPG Convertible Bonds and up to and including the maturity date of the OPG Convertible Bonds and all 79,000,000 OPG Conversion Shares are allotted and issued by OPG, the shareholding interest of CSG in OPG will be further diluted from 27.08% to approximately 25.41% as at the date of this joint announcement (assuming that there will be no further change to the issued share capital of OPG between the Completion Date and the date on which full conversion of the OPG Conversion Bonds takes place), representing a further decrease of approximately 1.67%.

As one or more of the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) in respect of the Deemed Disposal, when aggregated with the January Disposal and the CB Deemed Disposal, which was conducted within 12 months from the date of the placing agreement in relation to the January Disposal (i.e. 13 January 2020), exceed(s) 25% but all of them are less than 75%, the Deemed Disposal, when aggregated with the January Disposal and the CB Deemed Disposal, constitutes a major transaction for CSG and is therefore subject to the reporting, announcement, circular and CSG Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

GENERAL

The CSG Circular containing, among other things, (i) further details of the Deemed Disposal; (ii) financial information of CSG; and (iii) other information as required to be contained in the circular under the GEM Listing Rules, together with a notice of the extraordinary general meeting of CSG and a form of proxy, is expected to be despatched to the CSG Shareholders on or before 29 September 2020.

As Completion is subject to the satisfaction of the Conditions Precedent, the transactions contemplated under the Share Swap Agreement may or may not proceed. OPG Shareholders, CSG Shareholders and respective potential investors are advised to exercise caution when dealing in the OPG Shares.

I. THE SHARE SWAP AGREEMENT

On 8 September 2020 (after trading hours), OPG and CNE entered into the Share Swap Agreement, pursuant to which, subject to fulfillment of the Conditions Precedent, both parties thereto have agreed, among others, that:

- (i) OPG shall subscribe for, and CNE shall allot and issue to OPG, 86,000,000 CNE Subscription Shares under the CNE General Mandate, representing approximately 14.33% of the existing issued share capital of CNE as at the date of this joint announcement and approximately 12.53% of the enlarged issued share capital of CNE immediately after issuing the CNE Subscription Shares (assuming that there will be no other change to the issued share capital of CNE between the date of this joint announcement and the Completion Date), credited as fully paid at a price of HK\$0.2 per CNE Subscription Share, for a total consideration of HK\$17,200,000; and
- (ii) CNE shall subscribe for, and OPG shall allot and issue to CNE, 200,000,000 OPG Subscription Shares under the OPG General Mandate, representing 20% of the existing issued share capital of OPG as at the date of this joint announcement and approximately 16.67% of the enlarged issued share capital of OPG immediately after issuing the OPG Subscription Shares (assuming that there will be no other change to the issued share capital of OPG between the date of this joint announcement and the Completion Date), credited as fully paid at a price of HK\$0.086 per OPG Subscription Share, for a total consideration of HK\$17,200,000.

Completion of the CNE Subscription and the OPG Subscription shall take place simultaneously.

The Share Swap Agreement does not contain any restrictions which apply to the subsequent sale or disposal of the CNE Subscription Shares and the OPG Subscription Shares or any restrictions on the existing OPG Shareholders and CNE Shareholders to dispose of their OPG Shares and CNE Shares, respectively. Furthermore, the entering into of the Share Swap Agreement does not restrict OPG and CNE from carrying out future fund raising activities by allotting and issuing new OPG Shares and CNE Shares, respectively.

To the best of the knowledge, information and belief of the OPG Directors, and having made all reasonable enquiries, CNE and its ultimate beneficial owner(s) are third parties independent of and not connected with OPG and any of its connected person(s).

The CNE Subscription

Pursuant to the Share Swap Agreement, OPG agreed to subscribe for, and CNE agreed to allot and issue to OPG, 86,000,000 CNE Subscription Shares under the CNE General Mandate, for a total consideration of HK\$17,200,000, which represents approximately 14.33% of the existing issued share capital of CNE as at the date of this joint announcement, and approximately 12.53% of the enlarged issued share capital of CNE immediately after issuing the CNE Subscription Shares (assuming that there will be no other change to the issued share capital of CNE between the date of this joint announcement and the Completion Date).

The CNE Subscription Shares, when issued and fully paid up, shall rank *pari passu* in all respects *inter se* and with all other CNE Shares then in issue.

CNE Subscription Price

The subscription price of HK\$0.2 per CNE Subscription Share represents:

- (i) a premium of approximately 15.61% over the closing price of HK\$0.173 per CNE Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 14.55% over the average closing price of HK\$0.1746 per CNE Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding the Last Trading Day; and
- (iii) a premium of approximately 39.86% over the unaudited consolidated net asset value per CNE Share of approximately HK\$0.143 (based on the latest published unaudited net asset value of CNE of approximately HK\$86,055,000 as at 30 June 2020 as extracted from its announcement of interim results for the six months ended 30 June 2020 and 600,149,228 CNE Shares in issue as at 30 June 2020).

The CNE Subscription Price was arrived at after arm's length negotiations between OPG and CNE with reference to the recent market price of the CNE Shares as well as the net asset value per CNE Share as at 30 June 2020.

The OPG Subscription

Pursuant to the Share Swap Agreement, CNE agreed to subscribe for, and OPG agreed to allot and issue to CNE, 200,000,000 OPG Subscription Shares under the OPG General Mandate, for a total consideration of HK\$17,200,000, which represents 20% of the existing issued share capital of OPG as at the date of this joint announcement, and approximately 16.67% of the enlarged issued share capital of OPG immediately after issuing the OPG Subscription Shares (assuming that there will be no other change to the issued share capital of OPG between the date of this joint announcement and the Completion Date).

The OPG Subscription Shares, when issued and fully paid up, shall rank *pari passu* in all respects *inter se* and with all other OPG Shares then in issue.

OPG Subscription Price

The subscription price of HK\$0.086 per OPG Subscription Share represents:

- (i) a premium of approximately 10.26% over the closing price of HK\$0.078 per OPG Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 13.16% over the average closing price of HK\$0.076 per OPG Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding the Last Trading Day; and
- (iii) a premium of approximately 13.16% over the audited consolidated net asset value per OPG Share of approximately HK\$0.076 (based on the latest published audited net asset value of the OPG Group of approximately HK\$75,794,000 as at 31 March 2020 as extracted from its annual report for the year ended 31 March 2020 and 1,000,000,000 OPG Shares in issue as at 31 March 2020).

The OPG Subscription Price was determined after arm's length negotiations between OPG and CNE with reference to the recent market price of the OPG Shares, the initial conversion price of HK\$0.15 of the OPG Convertible Bonds as well as the net asset value per OPG Share as at 31 March 2020.

Conditions Precedent

Completion is subject to and conditional upon:

- (i) the Listing Committee having granted (either unconditionally or subject only to conditions to which OPG shall not reasonably object) the approval for listing of, and permission to deal in, the OPG Subscription Shares;
- (ii) the Listing Committee having granted (either unconditionally or subject only to conditions to which CNE shall not reasonably object) the approval for listing of, and permission to deal in, the CNE Subscription Shares;
- (iii) CSG Shareholders having resolved and approved the Deemed Disposal at an extraordinary general meeting of CSG in accordance with the GEM Listing Rules; and
- (iv) any other necessary approval as may be required by applicable laws, rules or regulations (including but not limited to the GEM Listing Rules and the Listing Rules) for the OPG Subscription and the CNE Subscription having been obtained, if applicable.

If the Conditions Precedent are not fulfilled on or before 5:00 p.m. on 31 January 2021 (or such other date as may be agreed between OPG and CNE in writing), the Share Swap Agreement shall lapse and become null and void and the parties thereto shall be released from all obligations thereunder, save for the liabilities arising from any antecedent breaches thereof.

Completion

Subject to the fulfilment of the Conditions Precedent, completion of the OPG Subscription and the CNE Subscription shall take place simultaneously on the Completion Date, at such place and at such time as OPG and CNE may agree, and the parties to the Share Swap Agreement shall perform its respective obligations set out in the Share Swap Agreement. No partial Completion shall be permitted.

Upon Completion, the OPG Subscription Price payable by CNE to OPG shall be set off against the CNE Subscription Price payable by OPG to CNE whereupon the payment obligation for the OPG Subscription Price by CNE and the payment obligation for the CNE Subscription Price by OPG shall be deemed to be fully released and discharged.

If any of the parties to the Share Swap Agreement fails to perform any of its obligations in any respect (including its obligations at Completion) under the Share Swap Agreement or breaches any of the terms or any of the representations, warranties and undertakings set out in the Share Swap Agreement in any material respect prior to Completion then, without prejudice to all and any other rights and remedies available at any time to the non-defaulting party (including but not limited to the right to damages for any loss suffered by the non-defaulting party), the non-defaulting party may, by notice either require the defaulting party to perform such obligations or, insofar as the same is practicable, remedy such breach, or to the extent it relates to the failure of the defaulting party to perform any of its obligations on or prior to Completion in any respect treat the defaulting party as having repudiated the Share Swap Agreement and rescind the same.

OPG General Mandate

The OPG Subscription Shares will be allotted and issued pursuant to the OPG General Mandate and therefore the OPG Subscription is not subject to OPG Shareholders' approval. Under the OPG General Mandate, OPG is authorised to issue up to 200,000,000 new OPG Shares (representing 20% of the total number of issued OPG Shares as at the date of the OPG AGM) until the revocation, variation or expiration of the OPG General Mandate. As at the date of this joint announcement, no OPG Shares has been allotted and issued under the OPG General Mandate.

Application for listing of OPG Subscription Shares

An application will be made by OPG to the Listing Committee for the listing of, and permission to deal in, the OPG Subscription Shares to be issued pursuant to the Share Swap Agreement.

Net price per OPG Subscription Share

As the OPG Subscription Price payable by CNE to OPG shall be set off against the CNE Subscription Price payable by OPG to CNE, no net proceeds will be receivable by OPG from the OPG Subscription. On such basis, the net price per OPG Subscription Share is not applicable.

Accordingly, there will be no net proceeds from the OPG Subscription as the consideration shall be settled by the issue of the CNE Subscription Shares.

Effect on shareholding structure of OPG

The following table sets out the shareholding structure of OPG (i) as at the date of this joint announcement; (ii) immediately upon Completion and the allotment and issue of the OPG Subscription Shares (assuming there is no other change in the shareholding structure of OPG between the date of this joint announcement and immediately before the allotment and issue of the OPG Subscription Shares); and (iii) after Completion and upon full conversion of the OPG Convertible Bonds (assuming that there will be no other change in the shareholding structure of OPG between the Completion Date and the full conversion of the OPG Convertible Bonds):

Shareholders	(i) As at the date of this joint announcement		(ii) Immediately upon Completion and the allotment and issue of the OPG Subscription Shares		(iii) After Completion and upon full conversion of the OPG Convertible Bonds	
	<i>No. of OPG Shares</i>	<i>Approximate %</i>	<i>No. of OPG Shares</i>	<i>Approximate %</i>	<i>No. of OPG Shares</i>	<i>Approximate %</i>
Charm Act (Note 1)	325,000,000	32.50	325,000,000	27.08	325,000,000	25.41
Straum Investments Limited (Note 2)	157,500,000	15.75	157,500,000	13.125	157,500,000	12.31
CNE	–	–	200,000,000	16.67	200,000,000	15.64
Other public OPG Shareholders	517,500,000	51.75	517,500,000	43.125	596,500,000	46.64
Total	<u>1,000,000,000</u>	<u>100</u>	<u>1,200,000,000</u>	<u>100</u>	<u>1,279,000,000</u>	<u>100</u>

Notes:

1. Charm Act is wholly owned by CSG. Accordingly, CSG is deemed to be interested in such 325,000,000 OPG Shares held by Charm Act for the purpose of SFO.
2. Straum Investments Limited is wholly owned by Mr. Yu Chun Fai. Accordingly, Mr. Yu Chun Fai is deemed to be interested in such 157,500,000 OPG Shares held by Straum Investments Limited for the purpose of SFO. On the other hand, Ms. Choi Hiu Wa is the wife of Mr. Yu Chun Fai and hence Ms. Choi Hiu Wa is deemed to be interested in such 157,500,000 Shares due to the interest of her spouse (i.e. Mr. Yu Chun Fai) for the purpose of SFO.

Information on the OPG Group

The principal activity of OPG is investment holding, with its subsidiaries principally engaged in merchant acquiring business in Thailand.

Information on CNE

CNE is an investment company listed under Chapter 21 of the Listing Rules. The investment objective of the Company is to achieve long-term capital appreciation through investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the PRC, Hong Kong, Macau and Taiwan.

As at the date of this joint announcement, CNE is owned by, among others, Wang Dingbes as to approximately 11.39% and Kingsway Lion Spur Technology Limited (“**Kingsway**”) as to approximately 11.61%. Kingsway is wholly-owned by Festival Developments Limited which is in turn wholly owned by Sunwah Kingsway Capital Holdings Limited (“**Sunwah**”). Sunwah is owned by Choi Koon Shum as to approximately 54.83%

Financial information of CNE

Set out below is the audited financial information of CNE extracted from its audited financial statements for each of the two years ended 31 December 2018 and 2019 respectively prepared in accordance with the applicable accounting standards:

	For the year ended 31 December 2019	For the year ended 31 December 2018
Loss before taxation	34,070,940	92,959,437
Loss after taxation	34,070,940	92,959,437

The unaudited aggregate net asset value of CNE as at 30 June 2020 amounted to approximately HK\$86,055,000 as extracted from its announcement of interim results for the six months ended 30 June 2020.

Fund raising activities of OPG in the past twelve months

The following table summarises the fund raising activities by OPG in the past twelve months immediately prior to the date of this joint announcement:

Date(s) of announcement(s)	Fund raising activities	Net proceeds raised (approximately)	Intended use of proceeds (Note 1)	Actual use of proceeds as at the date of this joint announcement
10 June 2020 and 26 June 2020	Placing of OPG Convertible Bonds (the “Placing”) (completion of the Placing took place on 26 June 2020)	HK\$11,650,000	(i) approximately HK\$9,000,000 of the net proceeds for exploring investment opportunities in online and offline payment related business in Asia Pacific; and (ii) the remaining part of the net proceeds for general working capital	(i) HK\$3,000,000 of the net proceeds has been used for exploring investment opportunities in online and offline payment related business in Hong Kong; and (ii) approximately HK\$2,650,000 of the net proceeds has been used for general working capital

Save as disclosed above, OPG has not conducted any other fund raising activities in the past twelve months immediately prior to the date of this joint announcement.

Note:

- (1) Please refer to the announcements of OPG, respectively dated 10 June 2020 and 26 June 2020 for details of OPG’s intended use of proceeds from the Placing.
- (2) The outbreak of COVID-19 pandemic has a significant impact on the tourist industry in Asia Pacific, OPG has temporarily applied the surplus cash from proceeds for lending to certain independent third parties in order to generate interest income for the benefit of shareholders. OPG will stay alert to the development and situation of the COVID-19 pandemic and make further announcement(s), if necessary, according to the GEM Listing Rules.

Reasons for and benefits of entering into of the Share Swap Agreement

The OPG Board considers that the Share Swap Agreement provides a good opportunity for OPG to invest in CNE which has invested globally in both private and publicly listed enterprises. Based on the announcement of interim results for the six months ended 30 June 2020, CNE has a strong investment portfolio in different enterprises. The OPG Board considers this is a good opportunity for OPG to invest in CNE without use of additional proceeds or fund raising.

OPG and CNE is negotiating to establish strategic partnership for investment in the PRC. Further announcement(s) will be published by OPG and CNE as and when appropriate, if necessary, according to the GEM Listing Rules and Listing Rules (as the case may be).

Having considered the factors set out above, the OPG Directors are of the view that the CNE Subscription, the OPG Subscription and the terms of the Share Swap Agreement (including but not limited to the CNE Subscription Price and the OPG Subscription Price) are on normal commercial terms and are fair and reasonable and in the interests of OPG and the OPG Shareholders as a whole.

GEM Listing Rules implications

As one or more of the applicable percentage ratios (as defined in Rule 19.07 of the GEM Listing Rules) in respect of the Share Swap Agreement exceed(s) 5% but all of them are less than 25%, the entering into of the Share Swap Agreement constitutes a discloseable transaction of OPG, and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

II. THE JANUARY DISPOSAL, THE CB DEEMED DISPOSAL AND THE DEEMED DISPOSAL

Reference is made to (i) the announcements of CSG respectively dated 13 January 2020, 23 January 2020 and 3 February 2020 in relation to the disposal of the then 20% equity interests in OPG indirectly held by CSG through Charm Act by way of placing (the “**January Disposal**”); and (ii) the joint announcements issued by CSG and OPG, respectively dated 10 June 2020 and 26 June 2020 in relation to, among others, the Placing and the deemed disposal of the shareholding interest of CSG in OPG as a result of the dilution of the shareholding interest of CSG in OPG upon the allotment and issue of 79,000,000 OPG Shares (the “**OPG Conversion Shares**”) assuming all the OPG Convertible Bonds are converted in full (the “**CB Deemed Disposal**”).

The Deemed Disposal

As at the date of this joint announcement, CSG is a controlling shareholder holding 325,000,000 OPG Shares, representing 32.5% of the total issued share capital of OPG, through Charm Act.

Upon Completion and the allotment and issue of the OPG Subscription Shares, the shareholding interest of CSG in OPG will be diluted from 32.5% to approximately 27.08% as at the date of this joint announcement (assuming that there will be no other change to the issued share capital of OPG between the date of this joint announcement and the Completion Date). Accordingly, such dilution of shareholding interest of CSG in OPG is regarded as a deemed disposal by CSG of its shareholding interest in OPG pursuant to Rule 19.29 of the GEM Listing Rules.

To the best of the knowledge, information and belief of the CSG Director, and having made all reasonable enquiries, CNE and its ultimate beneficial owner(s) are third parties independent of and not connected with CSG and any of its connected person(s).

Following the Completion, OPG will cease to be a subsidiary of CSG, and its financial results and financial positions will no longer be consolidated in the consolidated financial statements of the CSG Group.

Assuming that the OPG Convertible Bonds are converted in full during the conversion period commencing from any business days falling 6 months after the date of issue of the OPG Convertible Bonds and up to and including the maturity date of the OPG Convertible Bonds and all 79,000,000 OPG Conversion Shares are allotted and issued by OPG, the shareholding interest of CSG in OPG will be further diluted from 27.08% to approximately 25.41% as at the date of this joint announcement (assuming that there will be no further change to the issued share capital of OPG between the Completion Date and the date on which full conversion of the OPG Conversion Bonds takes place), representing a further decrease of approximately 1.67%.

Implications under the GEM Listing Rules

As one or more of the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) in respect of the Deemed Disposal, when aggregated with the January Disposal and the CB Deemed Disposal, which was conducted within 12 months from the date of the placing agreement in relation to the January Disposal (i.e. 13 January 2020), exceed(s) 25% but all of them are less than 75%, the Deemed Disposal, when aggregated with the January Disposal and the CB Deemed Disposal, constitutes a major transaction for CSG and is therefore subject to the reporting, announcement, circular and CSG Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Information on the CSG Group

The CSG Group is principally engaged in operating prepaid cards and internet payment business, prestige benefits business, internet micro-credit business in the PRC and merchant acquiring business in Thailand as at the date of this joint announcement. Charm Act, being the wholly-owned subsidiary of CSG, is principally engaged in investment holding.

Financial information of the OPG Group

Set out below is the audited consolidated financial information of the OPG Group extracted from its audited consolidated financial statements for each of the two years ended 31 March 2019 and 2020 respectively prepared in accordance with the applicable accounting standards:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Loss before taxation	4,418,000	5,659,000
Loss after taxation	5,575,000	8,105,000

Financial effects of the Deemed Disposal

The audited aggregate net asset value of the OPG Group as at 31 March 2020 amounted to HK\$75,794,000 extracted from its annual report for the year ended 31 March 2020.

There is no material gain or loss for the Deemed Disposal. In any event, the actual gain or loss as a result of the Deemed Disposal to be recorded by the CSG is subject to audit and is to be determined as at Completion.

Reasons for and benefits of the Deemed Disposal

As previously disclosed, the OPG Group continuously faced the risks of uncertainties in Thailand's economic outlook, the impact of Sino-US trade war and the impact of the outbreak of COVID-19 pandemic and has been closely monitoring the market conditions and seeking business opportunities that will contribute and sustain the OPG Group's future development or generate better return to the OPG Shareholders.

The CSG Board considers that CNE, which has invested globally in both private and publicly listed enterprises, has resources to support the development of new business of the OPG Group. It is believed that the investment in CNE by way of the CNE Subscription, together with the introduction of CNE as a new strategic partner, may allow the OPG Group to access to good investment opportunities, which eventually enhance the overall value of the OPG Group.

As such, the CSG Board considers that the benefits as set out above will outweigh the dilution effect on shareholding interest of CSG in OPG and the deconsolidation effect of the OPG Group from the CSG Group's accounts and that the Deemed Disposal is fair and reasonable and in the interest of the CSG Group and the CSG Shareholders as a whole.

III. GENERAL

Save for Mr. Lin Xiaofeng, being both an executive director of CSG and the sole executive director of OPG, having voluntarily abstained from voting on the resolution(s) of each of the OPG Board and the CSG Board in relation to approval of the Share Swap Agreement, the Deemed Disposal and the transactions respectively contemplated thereunder, no director of CSG and OPG has a material interest or is required to abstain from voting on the said resolution(s).

The CSG Circular containing, among other things, (i) further details of the Deemed Disposal; (ii) financial information of CSG; and (iii) other information as required to be contained in the circular under the GEM Listing Rules, together with a notice of the extraordinary general meeting of CSG and a form of proxy, is expected to be despatched to the CSG Shareholders on or before 29 September 2020.

As Completion is subject to the satisfaction of the Conditions Precedent, the transactions contemplated under the Share Swap Agreement may or may not proceed. OPG Shareholders, CSG Shareholders and respective potential investors are advised to exercise caution when dealing in the OPG Shares and CSG Shares.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Business Day(s)”	any day on which banks in Hong Kong are generally open for business (other than a Saturday, Sunday, public holiday or any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is in effect or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon);
“Charm Act”	Charm Act Group Limited (美雅集團有限公司), a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of CSG;
“CNE”	China New Economy Fund Limited (中國新經濟投資有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 80);
“CNE AGM”	the annual general meeting of CNE held on 29 May 2020 in which the CNE Shareholders had approved, among other things, the CNE General Mandate;
“CNE Announcement”	the announcement dated 8 September 2020 published by CNE immediately following the execution of the Share Swap Agreement in connection with the OPG Subscription and the CNE Subscription;
“CNE Board”	the board of CNE Directors;
“CNE Director(s)”	director(s) of CNE;
“CNE General Mandate”	the general mandate granted by the CNE Shareholders at the CNE AGM to the CNE Directors to issue, allot and deal with additional CNE Shares not exceeding 20% of the total number of issued CNE Shares as at 29 May 2020;
“CNE Share(s)”	ordinary shares of HK\$0.04 each in the share capital of CNE;

“CNE Shareholder(s)”	holder(s) of CNE Shares;
“CNE Subscription”	the subscription of the CNE Subscription Shares by OPG pursuant to the Share Swap Agreement;
“CNE Subscription Price”	the total subscription price payable by OPG to CNE for the CNE Subscription pursuant to the Share Swap Agreement;
“CNE Subscription Share(s)”	86,000,000 CNE Shares to be allotted and issued by CNE under the CNE General Mandate to OPG pursuant to the Share Swap Agreement;
“CSG”	China Smartpay Group Holdings Limited (中國支付通集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (stock code: 8325), indirectly holding 325,000,000 OPG Shares through Charm Act, representing approximately 32.5% of the entire issued share capital of OPG as at the date of this joint announcement;
“CSG Board”	the board of CSG Directors;
“CSG Circular”	the circular to be despatched by CSG in relation to the Deemed Disposal;
“CSG Director(s)”	director(s) of CSG;
“Completion”	the simultaneous completion of the OPG Subscription and the CNE Subscription pursuant to the Share Swap Agreement;
“Completion Date”	a day falling within five (5) Business Days following the date on which the Conditions Precedent are fulfilled (or such other date as OPG and CNE may agree in writing);
“Conditions Precedent”	the conditions precedent to Completion as set out in the Share Swap Agreement;
“connected person(s)”	has the meaning as ascribed to it under the GEM Listing Rules or the Listing Rules (as the case may be);
“controlling shareholder(s)”	has the meaning as ascribed to it under the GEM Listing Rules or the Listing Rules (as the case may be);

“Deemed Disposal”	deemed disposal of the shareholding interest of CSG in OPG as a result of the dilution of the shareholding interest of CSG in OPG upon the allotment and issue of the OPG Subscription Shares following the OPG Subscription Completion;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Last Trading Day”	8 September 2020, being the last day on which the OPG Shares and CNE Shares were traded on the Stock Exchange prior to the date of this joint announcement;
“Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules or the Listing Rules (as the case may be);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“OPG”	Oriental Payment Group Holdings Limited (東方支付集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (stock code: 8613);
“OPG AGM”	the annual general meeting of OPG held on 27 August 2020 in which the OPG Shareholders had approved, among other things, the OPG General Mandate;
“OPG Board”	the board of OPG Directors;
“OPG Convertible Bonds”	the convertible bonds of OPG in an aggregate principal amount of HK\$11,850,000 placed to not less than six places upon and subject to the terms and conditions of the placing agreement dated 10 June 2020 entered into between OPG and the placing agent. Upon conversion of such convertible bonds in full, an aggregate of 79,000,000 OPG Shares is expected to be allotted and issued by OPG at the initial conversion price of HK\$0.15 per OPG Share;

“OPG Director(s)”	director(s) of OPG;
“OPG General Mandate”	the general mandate granted by the OPG Shareholders at the OPG AGM to the OPG Directors to issue, allot and deal with additional OPG Shares not exceeding 20% of the total number of issued OPG Shares as at 27 August 2020;
“OPG Group”	OPG and its subsidiaries;
“OPG Share(s)”	ordinary shares of HK\$0.01 each in the share capital of OPG;
“OPG Shareholder(s)”	holder(s) of OPG Shares;
“OPG Subscription”	the subscription of the OPG Subscription Shares by CNE pursuant to the Share Swap Agreement;
“OPG Subscription Price”	the total subscription price payable by CNE to OPG for the OPG Subscription pursuant to the Share Swap Agreement;
“OPG Subscription Share(s)”	200,000,000 OPG Shares to be allotted and issued by OPG under the OPG General Mandate to CNE pursuant to the Share Swap Agreement;
“PRC”	the People’s Republic of China which shall, for the purpose of this joint announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share Swap Agreement”	a conditional agreement dated 8 September 2020 entered into between OPG and CNE in relation to the OPG Subscription and the CNE Subscription;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By Order of the Board
Oriental Payment Group Holdings Limited
Lin Xiaofeng
Executive Director

By Order of the Board
China Smartpay Group Holdings Limited
Song Qian
Chairlady

Hong Kong, 8 September 2020

As at the date of this joint announcement, the OPG Board comprises (i) Mr. Lin Xiaofeng as executive director; (ii) Mr. Xiong Wensen as non-executive director; and (iii) Mr. Chung, Wai Chuen Alfred, Ms. Huang Ping and Mr. Ng Ka Po as independent non-executive directors.

As at the date of this joint announcement, the CSG Board comprises (i) Mr. Yan Dinggui, Ms. Song Qian, Mr. Song Xiangping, Mr. Lin Xiaofeng and Mr. Liu Liang as executive directors; and (ii) Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin as independent non-executive directors.

This joint announcement, for which the OPG Directors and CSG 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 OPG and CSG. The OPG Directors and the CSG Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint 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 joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the websites of each of OPG at www.ocg.com.hk and CSG at <http://www.chinasmartpay.com>, respectively.