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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)

**COMPLETION OF MAJOR TRANSACTION  
IN RELATION TO THE ACQUISITION OF ASSETS  
INVOLVING THE ISSUE OF  
CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

**Financial Adviser to the Company**



**Diligent Capital Limited**

Reference is made to the circular (the “**Circular**”) issued by Oriental Payment Group Holdings Limited (the “**Company**”) dated 23 February 2023 in respect of, among others, the Acquisition. Unless otherwise specifies, capitalised terms used herein shall have the same meanings as defined in the Circular.

**COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that as at the date of this announcement, all Conditions Precedent have been fulfilled and that the Completion took place on 30 March 2023. On the same day, a total of 476,666,667 Consideration Shares were allotted and issued at the Issue Price of HK\$0.09 per Consideration Share by the Company to the Vendor to satisfy the Consideration.

The Consideration Shares represent (i) approximately 34.47% of the total issued share capital of the Company immediately before the Completion; and (ii) approximately 25.63% of the total issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares immediately after the Completion.

Following the Completion, the Vendor shall place the Company in effective possession and control of the Assets.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the allotment and issue of the Consideration Shares upon the Completion (assuming that none of the Convertible Bonds have been converted into the Shares in accordance with its terms thereof):

	(i) As at the date of this announcement immediately before the Completion without any conversion of the Convertible Bonds		(ii) Immediately after the Completion without any conversion of the Convertible Bonds	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>
<b>Shareholders</b>				
Metagate Investment SPC (“ <b>Metagate</b> ”) (Note 1)	226,460,000	16.38%	226,460,000	12.18%
Gold Track Ventures Limited (“ <b>Gold Track</b> ”) (Note 2)	200,000,000	14.46%	200,000,000	10.76%
Straum Investments Limited (“ <b>Straum Investments</b> ”) (Note 3)	138,000,000	9.98%	138,000,000	7.42%
Rainbow Elite International Limited (“ <b>Rainbow Elite</b> ”) (Note 4)	91,000,000	6.58%	91,000,000	4.89%
Original Fortune Group Limited (“ <b>Original Fortune</b> ”) (Note 5)	67,500,000	4.88%	67,500,000	3.63%
Best Practice Limited (“ <b>Best Practice</b> ”) (Note 6)	41,000,000	2.96%	41,000,000	2.20%
Mr. Tsang Chi Kit (“ <b>Mr. Tsang</b> ”) (Note 2)	50,000	0.00%	50,000	0.00%
The Vendor	–	–	476,666,667	25.63%
Other public Shareholders	618,890,000	44.75%	618,890,000	33.28%
<b>Total</b>	<b><u>1,382,000,000</u></b>	<b><u>100.00%</u></b>	<b><u>1,859,566,667</u></b>	<b><u>100.00%</u></b>

Notes:

- These 226,460,000 shares were held by Metagate, which was in turn wholly-owned by Rainbow Capital Limited (“**Rainbow Capital**”). As at the date of this announcement, Rainbow Capital was ultimately and beneficially wholly-owned by Mr. Choy Hok Man (“**Mr. Choy**”). Accordingly, each of Rainbow Capital and Mr. Choy was deemed to be interested in such 226,460,000 shares held by Metagate pursuant to Part XV of the SFO.

2. These 50,000 shares were directly held by Mr. Tsang, an executive Director and the managing director of the Group and these 200,000,000 shares were held by Gold Track, which was in turn wholly-owned by Mr. Tsang. Accordingly, Mr. Tsang was deemed to be interested in such 200,000,000 shares held by Gold Track pursuant to Part XV of the SFO.
3. These 138,000,000 shares were held by Straum Investments which was in turn wholly-owned by Mr. Yu Chun Fai (“**Mr. Yu**”), an executive Director. Accordingly, Mr. Yu was deemed to be interested in such 138,000,000 shares held by Straum Investments pursuant to Part XV of the SFO. On the other hand, Ms. Choi Hiu Wa was the wife of Mr. Yu and hence Ms. Choi Hiu Wa was deemed to be interested in such 138,000,000 shares due to the interest of her spouse (i.e. Mr. Yu) pursuant to Part XV of the SFO.
4. These 91,000,000 shares were held by Rainbow Elite which was in turn wholly-owned by Mr. Lam Hak Ha, Jasper (“**Mr. Lam**”). Accordingly, Mr. Lam was deemed to be interested in such 91,000,000 shares held by Rainbow Elite pursuant to Part XV of the SFO.
5. These 67,500,000 shares were held by Original Fortune which was in turn wholly-owned by Mr. Sung Hak Keung, Andy (“**Mr. Sung**”). Accordingly, Mr. Sung was deemed to be interested in such 67,500,000 shares held by Original Fortune pursuant to Part XV of the SFO.
6. These 41,000,000 shares had been pledged to Best Practice pursuant to the loan agreement dated 14 March 2022 entered into between an Independent Third Party as chargor and Best Practice as lender. As at the date of this announcement, Best Practice was wholly-owned by Mr. Shiu Shu Ming (“**Mr. Shiu**”), who is a non-executive Director. Accordingly, Mr. Shiu was deemed to be interested in such 41,000,000 shares due to the security interest in those shares acquired from such charger pursuant to Part XV of the SFO.

By Order of the Board  
**Oriental Payment Group Holdings Limited**  
**Mr. Tsang Chi Kit**  
*Executive Director*

Hong Kong, 30 March 2023

*As at the date of this announcement, the Board comprises Mr. Tsang Chi Kit and Mr. Yu Chun Fai as executive Directors, Mr. Shiu Shu Ming as non-executive Director and Mr. Chung, Wai Chuen Alfred, Mr. Ng Ka Po and Ir Dr. Ng Yu Ki 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](http://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](http://www.ocg.com.hk).*