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ORIENTAL PAYMENT GROUP
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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 8 MARCH 2024**

The Board is pleased to announce that the EGM was held on 8 March 2024 and the proposed resolution set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”), together with the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Oriental Payment Group Holdings Limited (the “**Company**”) both dated 21 February 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE EGM

At the EGM held on 8 March 2024, the proposed resolution as set out in the Notice (the “**Proposed Resolution**”) was duly passed by the Independent Shareholders by way of poll. The Board is pleased to announce the poll results in respect of the Proposed Resolution as follows:

ORDINARY RESOLUTION	Number of Shares voted (Approximate percentage of total number of votes cast)	
	FOR	AGAINST
<p>“THAT:</p> <p>(a) the third addendum (the “Third Addendum”) dated 2 January 2024 executed by the Company to amend and/or alter the terms and conditions of the convertible bonds (the “Convertible Bonds”) issued by the Company on 26 June 2020 in an aggregate principal amount of HK\$11,850,000 to give effect to (i) further extension of the maturity date of the Convertible Bonds for a period of one year; (ii) adjust the interest rate accrued on the principal amount of outstanding Convertible Bonds payable by the Company 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 are issued to 12% per annum; (iii) charge a penalty interest payable by the Company to the holders of the Convertible Bonds (the “Bondholders”) in the event of default of payment of any outstanding accrued interest of the Convertible Bonds from and including the date(s) on which accrued interest is payable in accordance with the terms and conditions of the Convertible Bonds (“CB Terms and Conditions”) to the actual payment date and any outstanding principal of the Convertible Bonds from and including the new maturity date of the Convertible Bonds to the actual payment date; and (iv) adjust the conversion price of the Convertible Bonds to HK\$0.088 per new share (“Conversion Share”) of the Company (the “Third Proposed Amendments”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, and all other matters thereof and incidental thereto and in connection therewith, be and are hereby approved, confirmed and/or ratified (as the case may be);</p>	741,436,717 (99.9927%)	54,000 (0.0073%)

ORDINARY RESOLUTION	Number of Shares voted (Approximate percentage of total number of votes cast)	
	FOR	AGAINST
<p>(b) subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) having approved the Third Proposed Amendments and conditional upon the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the ordinary share(s) of HK\$0.01 each in the share capital of the Company which shall fall to be allotted and issued by the Company upon exercise of the rights attached to the Convertible Bonds to convert the whole or any part thereof into Conversion Shares in accordance with the CB Terms and Conditions as amended and supplemented by the Third Addendum, the directors (“Directors”) of the Company be and are hereby granted a specific mandate (the “Specific Mandate”) to allot and issue the Conversion Shares, with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which he or she considers necessary, desirable or expedient to give effect to the Third Addendum and the transactions contemplated thereunder (including but not limited to the Proposed Third Amendments and the grant of the Specific Mandate) and the allotment and issue of the Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”</p>		

As more than 50% of the votes were cast in favour of the Proposed Resolution, the Proposed Resolution was duly passed as an ordinary resolution of the Company at the EGM.

As at the date of the EGM, the Company had 1,898,106,667 Shares in issue.

As disclosed in the Circular, Metagate is a substantial shareholder of the Company directly interested in 304,460,000 Shares, representing approximately 16.04% of the total issued share capital of the Company and is therefore a connected person of the Company under the GEM Listing Rules. Also, Mr. Choy, apart from being deemed to be interested in such 304,460,000 Shares by virtue of him being the ultimate sole shareholder of Metagate, directly holds 19,880,000 Shares, representing approximately 1.05% of the total issued share capital of the Company. Metagate and Mr. Choy, who are the current Bondholders, in aggregate hold and are entitled to exercise control over the voting rights in respect of 324,340,000 Shares (representing approximately 17.09% of the total issued share capital of the Company) as at the date of the EGM. As such, Metagate and Mr. Choy are required under the GEM Listing Rules to abstain, and have abstained, from voting on the Proposed Resolution at the EGM.

Accordingly, the total number of Shares entitling the holders of which to attend and vote on the Proposed Resolution at the EGM is 1,573,766,667 Shares, representing approximately 82.91% of the issued share capital of the Company as at the date of the EGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there was no Shareholder who was entitled to attend and abstain from voting in favour of the Proposed Resolution at the EGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Proposed Resolution at the EGM. There was no restriction on the Shareholders casting votes on the Proposed Resolution at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the Proposed Resolution at the EGM.

The Company had appointed Union Registrars Limited, the branch share registrar of the Company in Hong Kong, as the scrutineer for the vote-taking at the EGM.

Mr. Tsang Chi Kit attended the EGM in person. Mr. Shiu Shu Ming, Ir Dr. Ng Yu Ki, Mr. Tong Tsz Kwan and Ms. Liao Pui Yee Bonnie attended the EGM by way of electronic means.

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

Hong Kong, 8 March 2024

As at the date of this announcement, the Board comprises Mr. Tsang Chi Kit as an executive Directors, Mr. Shiu Shu Ming as non-executive Director and Ir Dr. Ng Yu Ki, Mr. Tong Tsz Kwan and Ms. Liao Pui Yee Bonnie 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 for at least 7 days from the date of its publication and on the website of the Company at www.ocg.com.hk.