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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 26 JULY 2024;**
(2) RETIREMENT OF DIRECTOR;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEE; AND
**(4) NON-COMPLIANCE WITH RULE 5.05(1) OF
THE GEM LISTING RULES**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Oriental Payment Group Holdings Limited (the “**Company**”) both dated 3 July 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 AGM

The Board is pleased to announce that the AGM was successfully convened on 26 July 2024 at Unit 1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong. At the AGM, all proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the Company had 1,898,106,667 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the Proposed Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required to abstain from voting on the Proposed Resolutions at the AGM under the GEM Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

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 AGM.

The poll results in respect of the Proposed Resolutions at the AGM are set out below:

ORDINARY RESOLUTIONS		Number of Shares voted (Approximate percentage of total number of votes casted)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Director(s) ”) and the independent auditor of the Company for the year ended 31 March 2024.	923,016,667 (99.9941%)	54,000 (0.0059%)
2.	2.1 To re-elect Mr. Tsang Chi Kit as an executive Director;	923,016,667 (99.9941%)	54,000 (0.0059%)
	2.2 To re-elect Mr. Shiu Shu Ming as a non-executive Director;	923,016,667 (99.9941%)	54,000 (0.0059%)
	2.3 To re-elect Mr. Tong Tsz Kwan as an independent non-executive Director.	923,016,667 (99.9941%)	54,000 (0.0059%)
3.	To authorise the board of Directors to fix the Directors’ remuneration.	923,016,667 (99.9941%)	54,000 (0.0059%)
4.	To re-appoint Mazars CPA Limited as the Company’s independent auditor until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	923,016,667 (99.9941%)	54,000 (0.0059%)
5.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with the shares of the Company (including any sale or transfer of treasury shares out of treasury) not exceeding 20 per cent of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of this resolution;	923,016,667 (99.9941%)	54,000 (0.0059%)
	(B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of this resolution;	923,016,667 (99.9941%)	54,000 (0.0059%)

ORDINARY RESOLUTIONS		Number of Shares voted (Approximate percentage of total number of votes casted)	
		For	Against
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by adding the aggregate number of the shares repurchased by the Company.	923,016,667 (99.9941%)	54,000 (0.0059%)

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, the Proposed Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

The full text of the Proposed Resolutions is set out in the Notice.

All the Directors, except Ir Dr. Ng Yu Ki who was unable to attend the AGM due to other business engagement, attended the AGM in person or by way of electronic means.

RETIREMENT OF DIRECTOR

Reference is made to the Circular. At the AGM, Ms. Liao Pui Yee Bonnie (“**Ms. Liao**”), the then independent non-executive Director, although eligible to stand for re-election, has informed the Board that she will retire and not offer herself for re-election as she would like to devote more time to her other personal and business commitments, and accordingly, has retired as an independent non-executive Director, upon the conclusion of the AGM.

Ms. Liao has confirmed that she has no claims against the Company in respect of her retirement. Save as disclosed, Ms. Liao has confirmed that she has no disagreement with the Board and there is no matter concerning her retirement that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Liao for her past valuable contribution to the Company during her tenure of service with the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

Following the retirement of Ms. Liao, Ir Dr. Ng Yu Ki, the independent non-executive Director, was appointed as a chairman of the Remuneration Committee, replacing Ms. Liao with effect from 26 July 2024.

NON-COMPLIANCE WITH RULE 5.05(1) OF THE GEM LISTING RULES

As at the date of this announcement, no independent non-executive Director has been appointed in place of Ms. Liao and thereby following the conclusion of the AGM:

- (i) the number of independent non-executive Directors fell below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules.

As at the date of this announcement, the Company is still in the process of identifying suitable candidates to fill up the vacancies and will endeavour to appoint any suitable candidates so as to fulfill the minimum requirements under Rule 5.05(1) of the GEM Listing Rules within three months from 26 July 2024. The Company will make further announcement(s) in relation to such appointment(s) as and when appropriate in accordance with the GEM Listing Rules.

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

Hong Kong, 26 July 2027

The Board comprises Mr. Tsang Chi Kit as an executive Director, Mr. Shiu Shu Ming as a non-executive Director, Ir Dr. Ng Yu Ki and Mr. Tong Tsz Kwan 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” 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.