

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

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Company name: Oriental Payment Group Holdings Limited 東方支付集團控股有限公司

Stock code (ordinary shares): 8613

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 2 February 2023.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 October 2018

Name of Sponsor(s): N/A

Names of directors: *Executive Directors*

(please distinguish the status of the directors Tsang Chi Kit

- Executive, Non-Executive or Independent Yu Chun Fai

Non-Executive)

Non-executive Director

Shiu Shu Ming

Independent non-executive Directors

Chung, Wai Chuen Alfred

Ng Ka Po

Ng Yu Ki

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Capacity/ Nature of interest	Number of shares (“Shares”) of HK\$0.01 each in the share capital of the Company (Note 1)	Approximate percentage of issued Shares (Note 2)
Gold Track Ventures Limited (“ Gold Track ”) (Note 3)	Beneficial owner	200,000,000	14.46%
Tsang Chi Kit (“ Mr. Tsang ”) (Note 3)	Interest of a controlled corporation and beneficial owner	200,050,000	14.47%
Metagate Investment SPC (“ Metagate ”) (Note 4)	Beneficial owner	226,460,000	16.38%
Rainbow Capital Limited (“ Rainbow ”) (Note 4)	Interest of a controlled corporation	226,460,000	16.38%

Notes:

(1) All interests stated were long positions.

(2) The calculation was based on the total number of 1,382,900,000 Shares in issue as of the date hereof.

(3) Mr. Tsang, being an executive director and the managing director of the Company, held the entire issued share capital of Gold Track. Gold Track, in turn, directly held 200,000,000 Shares. Accordingly, Mr. Tsang was deemed to be interested in such 200,000,000 Shares held by Gold Track by virtue of the disclosure requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Mr. Tsang also directly held 50,000 Shares.

(4) Rainbow held the entire issued share capital of Metagate. Metagate, in turn, directly held 213,880,000 Shares. Accordingly, Rainbow was deemed to be interested in such 213,880,000 Shares held by Metagate by virtue of the disclosure requirements of the SFO.

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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square, Hutchins Drive
P.O. Box 2681,
Grand Cayman, KY1-1111
Cayman Islands

Head office and principal place of business:

Headquarters in Thailand:
24/F., TST Tower
21 Viphavadi-Rangsit Road
Jomphol, Jatujak, Bangkok
10900 Thailand

Place of Business in Hong Kong:

Room 5, 17/F
80 Gloucester Road
Wanchai
Hong Kong

Web-site address (if applicable):

www.ocg.com.hk

Share registrar:

Conyers Trust Company (Cayman) Limited as the principal
share registrar and transfer agent
Union Registrars Limited as the Hong Kong branch share
registrar

Auditors:

Mazars CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in the merchant acquiring business in Thailand.

C. Ordinary shares

Number of ordinary shares in issue: 1,382,900,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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 placees 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

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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.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Tsang Chi Kit
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.