



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates ^(Note 1)
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I/We, ^(Note 2) _____

of _____

being the registered holder(s) of shares in the issued share capital of Oriental Payment Group Holdings Limited (the "Company"), HEREBY APPOINT ^(Note 3) the Chairman of the meeting or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "EGM") to be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 8 March 2024 at 11:00 a.m. or its adjournment (as the case may be) in respect of the resolution set out in the notice convening the EGM (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
<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> <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 addition 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>		

Signature: _____ ^(Notes 6 and 7)

Dated this _____ day of _____ 2024

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your names.
- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the EGM will act as your proxy. If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this form of proxy. You are entitled to appoint a proxy of your own choice.
- The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the Notice.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than that referred to in the Notice (including amendments to resolution which may be properly put to the EGM).
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the above EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto. However, if more than one of such joint holders be present at the above EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited (the "Hong Kong Branch Share Registrar") at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and deposit of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they (as the case may be) so wish.
- The resolution sets out in this form of proxy shall be decided by poll.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Hong Kong Branch Share Registrar) unless it is a requirement to do so by applicable codes, rules and law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.