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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)

(I) REVISION OF THE SUBSCRIPTION AMOUNT OF THE SUBSCRIPTION AGREEMENT A; AND (II) COMPLETION OF THE SUBSCRIPTION AGREEMENTS IN RELATION TO SUBSCRIPTION OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference are made to the announcements issued by Oriental Payment Group Holdings Limited (the "**Company**") dated 15 August 2025, 28 August 2025 and 5 September 2025 (the "**Announcements**") in relation to the subscription of the Convertible Bonds under General Mandate. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

THE FOURTH SIDE LETTER SUPPLEMENTAL TO THE SUBSCRIPTION AGREEMENT A

The Company hereby announces that, on 26 September 2025, the Company and the Subscriber A executed a side letter supplemental to the Subscription Agreement A (the "**Fourth Side Letter**"), under which both parties have agreed to revise (i) the subscription amount of the convertible bonds issued by the Company and subscribed by the Subscriber A from HK$6,046,870 to HK$196,870 (the "**Revised Subscription Amount**"); and (ii) the corresponding settlement method specified under the Subscription Agreement A to that the Subscriber A is entitled to settle the Revised Subscription Amount by setting it off against the Indebted Amount on Completion.

Save as disclosed above, all other material terms and conditions of the Subscription Agreement A (as amended by the side letters dated 14 March 2025, 15 August 2025 and 5 September 2025 (the "**First Three Side Letters**")) shall remain in full force and effect.

Reasons for entering into the Fourth Side Letter

On 23 September 2025, the Company received a notification from Subscriber A, indicating its need to reduce the subscription amount due to internal financial reasons. After discussions, the Board considered that, among other things, (i) the Subscriber A provided the Group with the Indebted Amount for strengthening the Group's working capital to meet its cash flow requirements; (ii) the relevant Subscription Price remains higher than the recent closing Share price; and (iii) the importance of maintaining a positive relationship with Subscriber A. As a result, the Board has reached an agreement to revise the Subscription Amount under the Subscription Agreement A.

The Conversion Price

The Conversion Price of HK$0.115 per Conversion Share remains unchanged, which represents:

(a) a premium of approximately 64.29% to the closing price of HK$0.070 per Share as quoted on the Stock Exchange on the date of this announcement; and

(b) a premium of approximately 78.02% to the average closing price of HK$0.0646 per Share as quoted on the Stock Exchange for the five trading days immediately preceding the date of this announcement.

The Directors consider that the terms of the Fourth Side Letter and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

THE COMPLETION

The Board is pleased to announce that as at the date of this announcement, all the Conditions Precedent under the Subscription Agreement A (as amended by the First Three Side Letters and the Fourth Side Letter) and the Subscription Agreements B and C (as amended by the First Three Side Letters) have been fulfilled. Consequently, the transactions contemplated under the Subscription Agreements A, B and C were completed on 26 September 2025.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon full conversion of the Convertible Bonds (assuming that there will be no other change to the total issued share capital of the Company between the date of this announcement and upon full conversion of the Convertible Bonds, and none of the Existing Convertible Bonds have been converted into the Shares in accordance with its terms thereof) ("**Scenario 1**"); and (iii) upon full conversion of the Convertible Bonds and the Existing Convertible Bonds (except Existing Convertible Bonds B has been matured on 4 March 2025, Existing Convertible Bonds C has been matured on 21 May 2025 and Existing Convertible Bonds D has been matured on 27 May 2025) (assuming that there will be no other change to the total issued share capital of the Company between the date of this announcement and upon the full conversion of the Existing Convertible Bonds and that no interest of the Existing Convertible Bonds A would be settled and paid to the bondholders of Existing Convertible Bonds A between the date of this announcement and the New Maturity Date of Existing Convertible Bonds A without taking into account any Default Interest accrued after the New Maturity Date of Existing Convertible Bonds A) ("**Scenario 2**"):

	As at the date of this announcement		**Scenario 1**		**Scenario 2** *(Note 3)*	
Shareholders	*Number of Shares*	*Approximate shareholding percentage*	*Number of Shares*	*Approximate shareholding percentage*	*Number of Shares*	*Approximate shareholding percentage*
Mobile Technology Holdings Limited	406,666,667	21.10%	406,666,667	20.90%	406,666,667	18.44%
Metagate Investment SPC ("**Metagate**") *(Note 1)*	304,900,000	15.82%	304,900,000	15.67%	434,337,465	19.69%
Mr. Choy Hok Man ("**Mr. Choy**") *(Note 1)*	19,880,000	1.03%	19,880,000	1.02%	130,855,375	5.93%
Gold Track Ventures Limited ("**Gold Track**") *(Note 2)*	200,000,000	10.37%	200,000,000	10.28%	200,000,000	9.07%
Mr. Tsang Chi Kit ("**Mr. Tsang**") *(Note 2)*	4,880,000	0.25%	4,880,000	0.25%	4,880,000	0.22%
The Subscribers						
– The Subscriber A	–	–	1,831,747	0.09%	1,831,747	0.08%
– The Subscriber B	–	–	14,642,834	0.75%	14,642,834	0.67%
– The Subscriber C	–	–	1,830,347	0.09%	1,830,347	0.08%
Sub-total			18,304,928	0.93%	18,304,928	0.83%
Other public Shareholders	991,390,000	51.43%	991,390,000	50.95%	1,010,639,000	45.82%
Total	1,927,716,667	100.00%	1,946,021,595	100.00%	2,205,683,435	100.00%

Note:

1. As at the date of this announcement, pursuant to the disclosure of interest notice filed by Metagate on 13 August 2025, these 304,900,000 Shares were held by Metagate, which is in turn wholly-owned by Rainbow Capital Limited ("**Rainbow Capital**"). As at the date of this announcement, Rainbow Capital is ultimately and beneficially wholly-owned by Mr. Choy. Accordingly, each of Rainbow Capital and Mr. Choy is deemed to be interested in such 304,900,000 Shares held by Metagate pursuant to Part XV of the SFO as at the date of this announcement.

2. As at the date of this announcement, 4,880,000 Shares were directly held by Mr. Tsang, an executive Director and the managing director of the Group and 200,000,000 Shares were held by Gold Track, which is in turn wholly-owned by Mr. Tsang. Accordingly, Mr. Tsang is deemed to be interested in such 200,000,000 Shares held by Gold Track pursuant to Part XV of the SFO as at the date of this announcement.

3. This scenario is for illustrative purposes only. The Company will constantly take all appropriate steps to ensure that sufficient public float is maintained in compliance with Rule 11.23 of the GEM Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Oriental Payment Group Holdings Limited
Tsang Chi Kit
Executive Director

Hong Kong, 26 September 2025

As at the date of this announcement, the Board comprises Mr. Tsang Chi Kit as an executive Director, and Mr. Tong Tsz Kwan and Ms. Tam Yuen Lam Angela 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.