
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Oriental Payment Group Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES; (2) PROPOSED RE-ELECTION OF DIRECTOR; AND (3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 4 to 11 of this circular. A notice convening the Annual General Meeting to be held at Room 533B, 5/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 29 September 2026 at 11:00 a.m. or its adjournment is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting in person, the authority of your proxy will be deemed to be revoked. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.ocg.com.hk.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for a minimum period of seven days from the date of its publication. This circular will also be published on the Company’s website at www.ocg.com.hk.

7 September 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following respective meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 533B, 5/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 29 September 2026 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the Notice
“Articles of Association”	the articles of association of the Company as amended from time to time and the “Article” shall mean an article of the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Oriental Payment Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 19 January 2018, the Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the Company’s general meeting or are in a position to control the composition of a majority of the Board
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers to allot, issue and otherwise deal with the Shares (including any sale or transfer of any Treasury Shares out of treasury) not exceeding 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of the resolution in the Notice granting such mandate
“Latest Practicable Date”	1 September 2026, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
“Nomination Committee”	the nomination committee of the Board
“Notice”	the notice convening the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back the Shares on the Stock Exchange not exceeding 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of passing of the resolution in the Notice granting such mandate
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“Treasury Shares”	has the same meaning as defined in the GEM Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Director:

Mr. Tsang Chi Kit

Independent non-executive Directors:

Mr. Tong Tsz Kwan

Ms. Tam Yuen Lam Angela

Mr. Henrich Stefan

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

15/F, Tern Centre Tower 2,

251 Queen's Road Central,

Hong Kong

7 September 2026

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES;
(2) RE-ELECTION OF DIRECTOR; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give the Shareholders the Notice and to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolutions which include, inter alia, (i) the proposed grant of the Issue Mandate, the Share Buy-back Mandate and the Extension Mandate, and (ii) the proposed re-election of Director.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to ensure that flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares (including any sale or transfer of any Treasury Shares out of treasury), approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with the Shares (including any sale or transfer of any Treasury Shares out of treasury) of up to a maximum of 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of the ordinary resolution contained in resolution numbered 5(A) of the Notice during the period up to (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in a general meeting prior to the next annual general meeting, whichever is the earliest.

As at the Latest Practicable Date, the total number of Shares in issue was 1,927,716,667. Assuming that (i) the resolution approving the Issue Mandate is passed at the Annual General Meeting, and (ii) there is no issue or buy back of Shares between the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed to issue up to 385,543,333 Shares under the Issue Mandate, representing 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the Annual General Meeting.

It is recommended that the Extension Mandate be granted to the Directors such that the total number of Shares bought back by the Company under the Share Buy-back Mandate shall be added to the number of Shares which may be allotted and issued under the Issue Mandate.

The Directors have no immediate plan to issue any new Shares (including any sale or transfer of any Treasury Shares out of treasury) other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

A resolution to grant the Directors the Share Buy-back Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to buy back its own fully paid Shares up to a maximum of 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of the ordinary resolution numbered 5(B) of the Notice.

Assuming that (i) the resolution approving the Share Buy-back Mandate is passed at the Annual General Meeting, and (ii) there is no issue or buy back of the Shares between the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed to buy back up to 192,771,666 Shares under the Share Buy-back Mandate, representing 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the Annual General Meeting.

LETTER FROM THE BOARD

The Directors have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTOR

As at the Latest Practicable Date, the executive Director is Mr. Tsang Chi Kit, and the independent non-executive Directors are Mr. Tong Tsz Kwan, Ms. Tam Yuen Lam Angela and Mr. Henrich Stefan.

Article 83(3) of the Articles of Association states that “the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.”

Article 84(1) of the Articles of Association states that “notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.”

Article 84(2) of the Articles of Association states that “a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.”

Article 84(2) of the Articles of Association also states that “any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

Pursuant to Article 83(3) of the Articles of Association, Mr. Henrich Stefan (“**Mr. Henrich**”) (who was appointed as an independent non-executive Director with effect from 28 October 2025) shall retire as Director and be eligible for re-election at the Annual General Meeting. Mr. Henrich has informed the Board that he will retire and not offer himself for re-election at that Annual General Meeting due to his decision to devote more time to his other professional and personal commitments. As such, Mr. Henrich will retire as an independent non-executive Director at the conclusion of the Annual General Meeting. Mr. Henrich has confirmed that he has no disagreement with the Board and there is no other matter which needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to his retirement.

LETTER FROM THE BOARD

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Tsang Chi Kit (“**Mr. Tsang**”) will retire from office and, being eligible, has offered himself for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of the retiring Director proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The Board selects independent non-executive Directors based on their qualification and experience and hence their ability to contribute to the affairs of the Group, and of overriding importance is their possession of a mindset that is independent and constructively challenges management’s views. Although some independent non-executive Directors do not necessarily have experience in the businesses in which the Company is engaging in, their backgrounds in business, legal and accounting and finance fields have enabled them to contribute to the management of the risks involved as well as add to the diversity of the skills and perspectives of the Board given their different educational backgrounds and diverse work experience.

The Nomination Committee has (i) reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Director with reference to the nomination principles and criteria set out in the Company’s director nomination policy and board diversity policy; (ii) considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the board diversity policy of the Company in relation to the retiring Director; and (iii) reviewed and assessed the independence of all independent non-executive Directors.

Taking into account the nomination policy and board diversity policy of the Company, the Nomination Committee and the Board consider that Mr. Tsang possesses ample experience in merchant acquiring business, mergers and acquisitions and corporate finance, which would enable them to develop strategic business plans and explore new business opportunities for the Company’s operations. The Nomination Committee is satisfied that Mr. Tsang has the required character, integrity and experience to continuously fulfil his role as an executive Director.

In addition, the Board also considered that the retiring Director’s cultural background, educational background, and work experience can bring further contributions to the Board’s diversity and corporate governance. With these perspectives, skills, experience and diversity that the retiring Director can bring to the Board, the Nomination Committee and the Board have considered that the retiring Director satisfies the selection criteria as set out in the Company’s director nomination policy and the diversity aspects as set out in the Company’s board diversity policy. Having taken into account the above factors, the Nomination Committee had considered and nominated the above retiring Director to the Board for it to make recommendation to the Shareholders in respect of the proposed re-election of Director at the Annual General Meeting. The Board believes that the proposed re-election of Mr. Tsang as an executive Director is in the best interests of the Company and its Shareholders.

LETTER FROM THE BOARD

Each of the independent non-executive Directors is not involved in the daily management of the Company nor has any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders which would interfere with the exercise of his or her independent judgment. The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 March 2026 based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all independent non-executive Directors remain independent.

Based on the recommendation of the Nomination Committee, the Board has proposed that the above retiring Director, namely Mr. Tsang, stand for re-election as Director by way of separate resolution at the Annual General Meeting.

5. PROPOSED RE-APPOINTMENT OF FORVIS MAZARS CPA LIMITED AS THE INDEPENDENT AUDITOR OF THE COMPANY

Forvis Mazars CPA Limited (“**Forvis Mazars**”) will retire as the auditor of the Company (the “**Auditor**”) at the AGM and, being eligible, offer itself for re-appointment. Upon the recommendation of the Audit Committee, the Board proposes to pass an ordinary resolution for the re-appointment of Forvis Mazars as the Auditor to hold office from the conclusion of the AGM until the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditor for the year ending 31 March 2027. The estimated audit fee payable to Forvis Mazars for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 March 2027 is expected to be approximately HK\$660,000 to HK\$750,000 (2026: approximately HK\$687,000) excluding out-of-pocket expenses.

LETTER FROM THE BOARD

The Company would like to supplement that this fee has been determined after due consideration and arm's length negotiations between the Company and Forvis Mazars, taking into account, among other things, historical audit fees, market rates, scope of work, resources required and personnel changes in the audit team, as well as actual audit work performed in the past financial years, and audit schedule. This estimated audit fee range also assumes that there will be no material change in the Group's operations, accounting policies, business size or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. There will also be taken into consideration adjustments for inflation and alternative settlement arrangements that may affect the final fee range.

The Board considers that the estimated audit fee is commensurate with the scope and requirements of the proposed audit engagement, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 March 2027 will be performed more efficiently by Forvis Mazars, which is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change in the bases and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages AGM-1 to AGM-5 of this circular is the Notice containing, among other things, resolutions to approve the grant to the Directors of the Issue Mandate, the Share Buy-back Mandate and the Extension Mandate, the re-election of the retiring Director and the re-appointment of Forvis Mazars CPA Limited as the independent auditor of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ocg.com.hk. Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting in person, the authority of your proxy will be deemed to be revoked.

7. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the Notice which is put to vote at the Annual General Meeting shall be decided by poll.

On a poll, every Shareholder presents in person or by proxy or, in the case of a Shareholder being corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ocg.com.hk as soon as possible after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 2026, both dates inclusive, during which period no transfer of Shares will be registered. The record date for the Annual General Meeting will be Tuesday, 29 September 2026 and in order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 23 September 2026.

9. RESPONSIBILITY STATEMENT

This circular, 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 relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

10. RECOMMENDATION

The Directors consider that each of the resolutions as set out in the Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

11. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Oriental Payment Group Holdings Limited
Mr. Tsang Chi Kit
Executive Director

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to buy back their fully paid-up shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. EXERCISE OF THE SHARE BUY-BACK MANDATE

As at the Latest Practicable Date, there were 1,927,716,667 Shares in issue.

Subject to the passing of the resolution set out in resolution numbered 5(B) of the Notice in respect of the granting of the Share Buy-back Mandate and assuming no Share is issued or bought back by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, up to a maximum total of 192,771,666 Shares, representing 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Shares buy-back will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF SHARE BUY-BACK

In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association, the Companies Act, and the applicable laws of the Cayman Islands and Hong Kong and the GEM Listing Rules.

It is presently proposed that any buy-back will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a buy-back may also be paid out of capital.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Share Buy-back Mandate is exercised in full.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels. The Directors have no present intention to buy back any Shares and they would only exercise such power to buy back Shares in circumstances where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date were as follows:

Month	Share prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
September	0.075	0.052
October	0.073	0.064
November	0.075	0.048
December	0.058	0.047
2026		
January	0.050	0.043
February	0.049	0.031
March	0.035	0.028
April	0.037	0.029
May	0.051	0.035
June	0.039	0.034
July	0.035	0.033
August	0.035	0.034
September (up to the Latest Practicable Date)	0.034	0.034

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Company that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of Association, the Companies Act, the GEM Listing Rules and the applicable laws of Hong Kong and the Cayman Islands.

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares in the Company or its subsidiaries if the Share Buy-back Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell the Shares to the Company, or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

The Company may cancel such bought back Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent permitted by the applicable laws of the Cayman Islands, for any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

The Directors confirm that the explanatory statement set out in this Appendix contains the information required under Rule 13.08 of the GEM Listing Rules and that neither the explanatory statement nor the Share Buy-back Mandate has any unusual features. The Directors will exercise the Share Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a buy-back of the Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

APPENDIX I

EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

If the Share Buy-back Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such buy-back would be as follows:

Name of Shareholder	Number of Shares held <i>(Note 1)</i>	Percentage of Company's existing	Percentage of Company's shareholding if the Share Buy-back Mandate is exercised in full
		shareholding	
Mobile Technology Holdings Limited <i>(Note 2)</i>	406,666,667 (L)	21.10%	23.44%
Mr. Choy Hok Man <i>(Note 3)</i>	323,560,000 (L)	16.78%	18.65%
Metagate Investment SPC <i>(Note 3)</i>	293,680,000 (L)	15.23%	16.93%
Rainbow Capital Limited <i>(Note 3)</i>	293,680,000 (L)	15.23%	16.93%
Mr. Tsang Chi Kit <i>(Note 4)</i>	204,880,000 (L)	10.63%	11.81%
Gold Track Ventures Limited <i>(Note 4)</i>	200,000,000 (L)	10.37%	11.53%
Mr. Yu Chun Fai <i>(Note 5)</i>	138,000,000 (L)	7.16%	7.95%
Straum Investments Limited <i>(Note 5)</i>	138,000,000 (L)	7.16%	7.95%
Ms. Choi Hiu Wa <i>(Note 6)</i>	138,000,000 (L)	7.16%	7.95%

Notes:

- (1) The letter "L" denotes a long position in the shareholder's interests in the share capital of the Company.
- (2) As at the Latest Practicable Date, pursuant to the disclosure of interest notice filed on 2 May 2025, these 406,666,667 Shares were directly held by Mobile Technology Holdings Limited.
- (3) As at the Latest Practicable Date, pursuant to the disclosure of interest notice filed on 11 June 2026, these 293,680,000 Shares were held by Metagate Investment SPC, which was in turn wholly-owned by Rainbow Capital Limited. Rainbow Capital Limited is ultimately and beneficially wholly-owned by Mr. Choy Hok Man. Accordingly, Rainbow Capital Limited and Mr. Choy Hok Man were deemed to be interested in the Shares held by Metagate Investment SPC for the purpose of the SFO. Mr. Choy Hok Man also directly held 29,880,000 Shares.
- (4) As at the Latest Practicable Date, pursuant to the disclosure of interest notice filed on 7 August 2023, these 200,000,000 Shares were held by Gold Track Ventures Limited. Gold Track Ventures Limited is wholly-owned by Mr. Tsang Chi Kit. Accordingly, Mr. Tsang Chi Kit was deemed to be interested in the Shares held by Gold Track Ventures Limited for the purpose of the SFO. Mr. Tsang Chi Kit also directly held 4,880,000 Shares.
- (5) As at the Latest Practicable Date, Straum Investments Limited was wholly-owned by Mr. Yu Chun Fai. Accordingly, Mr. Yu Chun Fai was deemed to be interested in the Shares held by Straum Investments Limited for the purpose of the SFO.

- (6) Ms. Choi Hiu Wa is the wife of Mr. Yu Chun Fai. Accordingly, Ms. Choi Hiu Wa was deemed to be interested in the Shares held by Mr. Yu Chun Fai for the purpose of the SFO.

In the event that the Share Buy-back Mandate is exercised in full, the shareholdings of these Shareholders in the Company would be increased as shown in the table above.

As at the Latest Practicable Date, the largest Shareholder, Mobile Technology Holdings Limited, directly held 406,666,667 Shares, representing approximately 21.10% of the total number of Shares in issue. In the event that the Directors exercise in full the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate, the shareholding interests of Mobile Technology Holdings Limited would increase from approximately 21.10% to approximately 23.44%. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will exercise the powers conferred by the Share Buy-back Mandate to buy back Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors do not have any present intention to exercise the Share Buy-back Mandate to such an extent as would give rise to such an obligation.

In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The following is the particulars of the Director who will retire and being eligible, offer himself for re-election at the Annual General Meeting:

Mr. Tsang Chi Kit (曾志傑先生)

Mr. Tsang, aged 45, was appointed as a non-executive Director on 23 February 2022. Mr. Tsang was subsequently redesignated as an executive Director and was appointed as the managing director of the Company on 6 April 2022. He was also appointed as the compliance officer and authorised representative of the Company on 30 September 2022. He also is a member of each of the Remuneration Committee and Nomination Committee. Mr. Tsang is responsible for the Group's day-to-day management. Mr. Tsang is also a director of several subsidiaries of the Company.

Mr. Tsang obtained the Bachelor of Business Administration (Honours) (Accounting) from the Hong Kong Baptist University in 2004 and is a fellow member of The Association of Chartered Certified Accountants. Mr. Tsang has extensive experience in merchant acquiring business, cross-border mergers and acquisitions, corporate finance, financial accounting and audit. Prior to joining the Group, Mr. Tsang served various senior positions in a multinational corporation, an international investment bank and international advisory firms, where he advised multiple takeover transactions and strategic investments.

Mr. Tsang entered into a letter of appointment with the Company for a term of 3 years commencing on 6 April 2025. Mr. Tsang is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Tsang is entitled to a remuneration of HK\$1,200,000 per annum. The aforementioned remuneration was determined by the Board with reference to Mr. Tsang's relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

As at the Latest Practicable Date, Mr. Tsang is a substantial Shareholder (as defined in the GEM Listing Rules) indirectly holding 200,000,000 Shares through Gold Track Ventures Limited, a company which is wholly-owned by him. Mr. Tsang Chi Kit also directly held 4,880,000 Shares, representing in total approximately 10.63% of the total issued share capital of the Company.

Save as disclosed above, as at Latest Practicable Date, to the best knowledge and information of the Directors having made reasonable enquiries, the above Director (i) does not hold any other position in the Company or any other members of the Group; (ii) does not hold any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company; and (v) does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the above retiring Director has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the retiring Director.

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Oriental Payment Group Holdings Limited (the “**Company**”) will be held at Room 533B, 5/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 29 September 2026 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

ORDINARY RESOLUTIONS

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 2026.
2. As a separate resolution, to re-elect the following Director:

– Mr. Tsang Chi Kit as an executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Forvis 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.

As special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

5. (A) “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Share(s)**”) (including any sale or transfer of treasury shares, which shall have the meaning as ascribed to it under the GEM Listing Rules (the “**Treasury Shares**”) out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company (the “**Articles of Association**”);
 - (iii) the grant or exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the grant or issue of Shares or rights to acquire Shares; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed the aggregate of:

- (i) 20% of the total number of the Shares in issue (excluding any Treasury Shares) on the date of passing of this resolution; and
- (ii) (if the Board is so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholder(s)**”) the total number of the Shares bought-back by the Company subsequent to the passing of resolution 5(B) in this notice (up to a maximum equivalent to 10% of the total number of the Shares in issue (excluding any Treasury Shares) as at the date of passing resolution 5(B) in this notice), and the approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until:

- (i) at the conclusion of the next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest.

“Rights Issue” means an offer of the Shares open for a period fixed by the Directors to holders of the Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

- (B) **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back the Shares on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of GEM or any other stock exchange on which the securities of the Company may be listed, including Rules (the **“GEM Listing Rules”**) Governing the Listing of Securities on GEM of the Stock Exchange and the Hong Kong Code on Share Repurchases, as amended from time to time;
- (b) the total number of Shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of this resolution;

NOTICE OF ANNUAL GENERAL MEETING

(c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (i) at the conclusion of the next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest.”

(C) “**THAT** subject to the passing of resolutions set out in 5(A) and 5(B) in this notice, the general mandate granted to the Directors to allot, issue and otherwise deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) pursuant to resolution 5(A) in this notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution 5(B) in this notice, provided that such amount shall not exceed 10% of the number of Shares in issue (excluding any Treasury Shares) at the date of the passing of this resolution.”

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

Hong Kong, 7 September 2026

Registered Office:

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

Principal Place of Business

in Hong Kong:
15/F, Tern Centre Tower 2,
251 Queen’s Road Central,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- 1 All resolutions at the Annual General Meeting will be taken by poll (except where the chairman of the Annual General Meeting decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ocg.com.hk in accordance with the GEM Listing Rules.
- 2 Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the meeting. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- 3 A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 7 September 2026. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
- 4 Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
- 6 For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 2026, both dates inclusive, during which period no transfer of Shares will be effected. The record date for the Annual General Meeting will be Tuesday, 29 September 2026 and in order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 23 September 2026.
- 7 If typhoon signal no. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is hoisted or remains hoisted in Hong Kong after 8:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ocg.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.