



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2026

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Oriental Payment Group Holdings Limited

Date Submitted: 02 March 2026

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08613	Description	N/A			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	10,000,000,000		HKD	0.01	HKD	100,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	10,000,000,000		HKD	0.01	HKD	100,000,000

Total authorised/registered share capital at the end of the month: HKD 100,000,000

II. Movements in Issued Shares and/or Treasury Shares and Public Float Sufficiency Confirmation

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08613	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		1,927,716,667	0	1,927,716,667		
Increase / decrease (-)		0	0			
Balance at close of the month		1,927,716,667	0	1,927,716,667		

Public float sufficiency confirmation (Note 4)

Pursuant to Main Board Rule 13.32D(1) or 19A.28D(1) / GEM Rule 17.37D(1) or 25.21D(1), we hereby confirm that, in relation to the class of shares as set out above, as at the close of the month:	
☒	the applicable public float requirement (see below) has been complied with
☐	the applicable public float requirement (see below) has not been complied with
The applicable minimum public float requirement for the class of shares as set out above pursuant to Main Board Rule 13.32B or 19A.28B / GEM Rule 17.37B or 25.21B (as the case may be) is:	
Applicable public float threshold	Initial Prescribed Threshold - 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares)
Additional information	

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes					
Stock code (if listed)		08613		Description											
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		Number of new shares issued during the month pursuant thereto (A1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme	0				0		0		0		0		100,000,000	
General Meeting approval date (if applicable) 18 September 2018															

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 0

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		08613		Description								
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month			Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		
1).	Convertible Bonds in an aggregate principal amount of HK\$11,850,000 and maximum outstanding accrued interest of HK\$4,473,348.89 (Remark A)	HKD	16,323,348.89				16,323,348.89	0	0	185,492,601		
Type of the Convertibles		Bond/Notes										
Stock code of the Convertibles (if listed on the Exchange) (Note 1)												
Subscription/Conversion price		HKD		0.088								
General Meeting approval date (if applicable)		14 April 2025										
2).	Convertible Bonds in an aggregate principal amount of HK\$1,967,353 (Remark B)	HKD	1,967,353				1,967,353			18,304,928		
Type of the Convertibles		Bond/Notes										
Stock code of the Convertibles (if listed on the Exchange) (Note 1)												
Subscription/Conversion price		HKD		0.115								
General Meeting approval date (if applicable)		30 July 2025										

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

Remarks:

A) Convertible Bonds issued on 10 June 2020

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 A") 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 A 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 A 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 A with view to giving effect to the extension of the maturity date of the Convertible Bonds A for a period of six months (the "Proposed Amendments") and all other terms and conditions of the Convertible Bonds A remain unchanged. 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 A 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 A with view to giving effect to (i) the further extension of the maturity date of the Convertible Bonds A for a period of twelve months to 22 December 2023; (ii) the deletion of the additional interest at the rate of 10% per annum to which a holder of the Convertible Bonds A 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 A during the conversion period; (iii) the adjustment of the conversion price of the Convertible Bonds A 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 A into conversion shares during the conversion period (the "Second Proposed Amendments"), and all other terms and conditions of the Convertible Bonds A remain unchanged. As all the conditions precedent as set out in the Second Addendum have been fulfilled, the Second Addendum has taken effect, included the maturity date of the Convertible Bonds A further extended for a period of twelve months to 22 December 2023. For details of the Second Proposed Amendments, please refer to the announcements of the Company respectively dated 18 October 2022, 21 October 2022 and 28 February 2023 and the circular of the Company dated 10 February 2023.

The Convertible Bonds A matured on 22 December 2023 and as at maturity date, none of the conversion rights attaching to the Convertible Bonds A has been exercised by the holders of the Convertible Bonds A and therefore none of the Convertible Bonds A have been converted into the Shares.

On 2 January 2024, the Company executed the third addendum (the "Third Addendum") to further amend and/or alter the terms and conditions of the Convertible Bonds A with view to giving effect to (i) the further extension of the maturity date of the Convertible Bonds A for a period of twelve months to 24 December 2024; (ii) 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 A are issued, the interest rate accrued on the principal amount of outstanding Convertible Bonds A payable by the Company have been adjusted from "the rate of 7% per annum accrued on a day-to-day basis" to "the rate of 12% per annum accrued on a day-to-day basis"; (iii) to adjust the conversion price of the Convertible Bonds A from HK\$0.1 to HK\$0.088 per Conversion Share; and (iv) a Default Interest shall be chargeable to the Company at the rate of 20% per annum on (a) any outstanding accrued interest of the Convertible Bonds A from and including the date(s) on which accrued interest is payable in accordance with the CB Terms and Conditions to the actual payment date; and (b) any outstanding principal of the Convertible Bonds A from and including the new maturity date to the actual payment date (the "Third Proposed Amendments") and all other terms and conditions of the Convertible Bonds A remain unchanged.

As all the conditions precedent as set out in the Third Addendum have been fulfilled, the Third Addendum has taken effect, included the maturity date of the Convertible Bonds A further extended for a period of twelve months to 24 December 2024. For details of the Third Proposed Amendments, please refer to the announcements of the Company respectively dated 2 January 2024 and 8 March 2024 and the circular of the Company dated 21 February 2024.

On 30 December 2024, the Company executed the fourth addendum (the "Fourth Addendum") to further amend and/or alter the terms and conditions of the Convertible Bonds A with a view to giving effect to the further extension of the maturity date of the Convertible Bonds A to 24 December 2026 and all other terms and conditions of the Convertible Bonds A (the "CB Terms and Conditions") shall remain unchanged and the outstanding Convertible Bonds A shall remain in full force, validity, and effect in accordance with the terms set out therein. As all the conditions precedent as set out in the Fourth Addendum have been fulfilled, the Fourth Addendum has taken effect and the maturity date of the Convertible Bonds A has been further extended for a period of twenty four months to 24 December 2026. For details, please refer to the announcements of the Company respectively dated 30 December 2024, 20 January 2025, 28 February 2025 and 14 April 2025 and the circular of the Company dated on 28 March 2025.

B) Convertible Bonds issued on 13 March 2025 (the "Convertible Bonds B")

On 13 March 2025, the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Company has conditionally agreed to issue to the Subscribers, and the Subscribers have conditionally agreed to subscribe for, the Convertible Bonds B in an aggregate principal amount of HK\$7,817,353 at the Conversion Price of HK\$0.115 per Conversion Share. On 14 March 2025, the Company and the Subscribers signed the side letters supplemental to the Subscription Agreements. Pursuant to the Side Letters, the parties agreed to add a condition to the conditions precedent. The Conversion Shares will be allotted and issued under a specific mandate, which has been approved by the shareholders at the extraordinary general meeting held on

30 May 2025. On 15 August 2025, the Company and the Subscribers executed the Second Side Letters to amend the terms and conditions of the Subscription Agreements and the Convertible Bonds B. While the Subscriptions will continue as planned, the terms of the Subscriptions have been modified. Therefore, the proposed resolution that the Shareholders passed at the EGM to approve the Subscription Agreements and the transactions contemplated thereunder, including the grant of the Specific Mandate, will no longer be applicable. In this case, the transactions under the Subscription Agreements (as amended by the Side Letters and the Second Side Letters) will be regarded as a new transaction. Based on the applicable Listing Rules, the Company will issue and allot the Conversion Shares to the Subscribers under the General Mandate. On 5 September 2025, the Company and the Subscribers executed the third side letters to extend the Long Stop Date from 5 September 2025 to 30 September 2025, or to such later date as may be agreed upon in writing by the parties. On 26 September 2025, the Company and the Subscriber A executed the forth side letter supplemental to the Subscription Agreement A 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; 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. For details, please refer to the Company's announcements dated 13 March 2025, 14 March 2025, 30 May 2025, 15 August 2025, 28 August 2025, 5 September 2025 and 26 September 2025 the circular of the Company dated on 12 May 2025.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 5)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 6);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ng Siu Bong

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. "Initial Prescribed Threshold", "Alternative Threshold" and "market value" have the meanings ascribed thereto under Main Board Rule 13.32A or 19A.28A / GEM Rule 17.37A or 25.21A. See also Main Board Rule 13.32D(4) or 19A.28D(4) / GEM Rule 17.37D(4) or 25.21D(4) on the basis of the public float disclosure.
5. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
6. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.