

**ORIENTAL PAYMENT GROUP HOLDINGS LIMITED**  
**Addendum**  
**to**  
**TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS**  
**(AS AMENDED BY THE ADDENDA DATED 24 JUNE 2022, 18 OCTOBER 2022 AND 2**  
**JANUARY 2024**  
**EXECUTED BY THE ISSUER)**  
**issued by**  
**ORIENTAL PAYMENT GROUP HOLDINGS LIMITED**  
**(the “Issuer”)**  
**on 26 June 2020**  
**(the “CB Terms and Conditions”)**

**1. Purpose**

This Addendum is supplemental to the CB Terms and Conditions. The purpose of this Addendum is to amend and/or alter the CB Terms and Conditions pursuant to Condition 16 of the CB Terms and Conditions.

**2. Definitions**

Words and expressions used herein shall have the meanings as set out in the CB Terms and Conditions unless the context requires otherwise.

**3. Amendments to the CB Terms and Conditions**

The CB Terms and Conditions shall be amended and supplemented by the following terms and conditions (the “**Proposed Amendments**”):

**3.1. Condition 1 of the CB Terms and Conditions shall be deleted in its entirety and be replaced with the followings:**

“Subject as provided herein, the Convertible Bond shall mature on the date falling upon the expiry of six years and six months from the date on which the Convertible Bond is issued or if such date is not a Business Day (as hereinafter defined), the immediate preceding Business Day (as hereinafter defined) (such date to be inclusive) (the “**Maturity Date**”).”

**4. Conditions Precedent**

This Addendum and the CB Terms and Conditions (as amended by this Addendum and the addenda dated 24 June 2022, 18 October 2022 and 2 January 2024) shall take effect subject to the fulfilment of all of the following conditions precedent (“**Condition(s) Precedent**”):

- (a) the Stock Exchange having granted approval for the Proposed Amendments as contemplated under this Addendum pursuant to Rule 34.05 of the GEM Listing Rules;
- (b) the GEM Listing Committee of the Stock Exchange having granted or agreed to grant approval for the listing of, and permission to deal in, the Conversion Shares which shall

fall to be allotted and issued by the Issuer upon exercise of the Conversion Rights attached to the Convertible Bonds as amended and supplemented by this Addendum;

- (c) the shareholders of the Issuer having granted their approval for the allotment and issue of the Conversion Shares by the Issuer upon exercise of the Conversion Rights attached to the Convertible Bonds as amended and supplemented by this Addendum; and
- (d) all other necessary consent(s) and approval(s) in respect of the entering into of this Addendum and the transactions contemplated hereunder (including but not limited to the Proposed Amendments) and the allotment and issue of the Conversion Shares by the Issuer upon conversion of the Convertible Bonds having been obtained by the Issuer.

If any of the Conditions Precedent is not fulfilled on or before 30 April 2025 (or such later date as may be mutually agreed by the Company and the Bondholders), this Addendum shall lapse and terminate and the Proposed Amendments as provided under this Addendum will not take effect. None of the Conditions Precedent is waivable by the Company or the Bondholders.

## **5. Effect of this Addendum**

- 5.1. The Proposed Amendments as provided under this Addendum shall apply to all of the Convertible Bonds outstanding as at the date on which the CB Terms and Conditions (as amended by this Addendum) becomes effective or unconditional (to the extent that the outstanding balance of the Convertible Bonds have not been converted (upon exercise of the Conversion Rights attached to those outstanding Convertible Bonds), released or cancelled).
- 5.2. The CB Terms and Conditions and this Addendum (upon coming into effect in accordance with paragraph 4) shall be read as one single document.
- 5.3. Save for the Proposed Amendments as provided under this Addendum, the outstanding Convertible Bonds shall remain in full force, validity and effect in accordance with the terms set out therein (as amended by this Addendum).

## **6. Law and Jurisdiction**

This Addendum shall be governed by and construed in accordance with the laws of Hong Kong and the Issuer and all of the Bondholders agree to submit to the non-exclusive jurisdiction of the courts of Hong Kong.

*[Signature page to follow]*

THIS ADDENDUM has been executed by the Issuer  
on the 30th day of December 2024

EXECUTED AND DELIVERED AS A DEED )  
AND SIGNED BY TSANG CHI KIT AND )  
SHIU SHU MING )  
WITH THE COMMON SEAL OF )  
**ORIENTAL PAYMENT GROUP** )  
**HOLDINGS LIMITED** )  
in the presence of: )

A handwritten signature in blue ink, consisting of stylized, overlapping loops and strokes, positioned above the red seal.