

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Openpay Group Ltd ("Openpay")

ACN/ARSN ACN 637 148 200

1. Details of substantial holder (1)

Name Chow Tai Fook Enterprises Limited ("CTFE"), Swift Hunter Limited ("Swift Hunter") and the persons described in Annexure 'A' (together, the "CTF Group")

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 11 / 6 / 2020

The previous notice was given to the company on 16 / 12 / 2019

The previous notice was dated 16 / 12 / 2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	11,071,433	11.8%	11,033,163	10.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10.6.2020	Swift Hunter	Sell on the market	AUD 115,062.58	38,270	38,270
11.6.2020	CTF Group	There has been no change in CTF Group's relevant interest. However 14,069,742 new shares were issued by Openpay to other parties on 11 June 2020 pursuant to a placement and as a result CTF Group's voting power was reduced.	N/A	11,033,163 ordinary shares	11,033,163

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CTFE	CTFE	CTFE	Relevant interest under s608(1)(a) of the Corporations Act 2001 ("Corporations Act") as the registered and beneficial holder of the shares.	7,946,433 ordinary shares	7,946,433

	HSBC Custody Nominees (Australia) Limited ("HSBC")	Swift Hunter	Relevant interest under s608(3)(b) of the Corporations Act as an associate of Swift Hunter, because Swift Hunter is a subsidiary of CTFN, and CTFN and CTFE are under the common control of CTFH.	3,086,730 ordinary shares	3,086,730
Swift Hunter	HSBC	Swift Hunter	Relevant interest under s608(1)(a) of the Corporations Act as the registered and beneficial holder of the shares.	3,086,730 ordinary shares	3,086,730
	CTFE	CTFE	Relevant interest under s608(3)(b) of the Corporations Act as an associate of CTFE because Swift Hunter is a subsidiary of CTFN, and CTFN and CTFE are under the common control of CTFH.	7,946,433 ordinary shares	7,946,433
Chow Tai Fook Nominee Limited ("CTFN")	CTFE (7,946,433 ordinary shares)	CTFE (7,946,433 ordinary shares)	Relevant interest under s608(3)(b) of the Corporations Act because it controls Swift Hunter and because it is an associate of CTFE because CTFE and CTFN are under the common control of CTFH.	11,033,163 ordinary shares	11,033,163
	HSBC (3,086,730 ordinary shares)	Swift Hunter (3,086,730 ordinary shares)			
Chow Tai Fook (Holding) Limited ("CTFH") and Chow Tai Fook Capital Limited ("CTFC")	CTFE (7,946,433 ordinary shares)	CTFE (7,946,433 ordinary shares)	Relevant interest under s608(3)(b) of the Corporations Act because it controls CTFE and CTFN.	11,033,163 ordinary shares	11,033,163
	HSBC (3,086,730 ordinary shares)	Swift Hunter (3,086,730 ordinary shares)			
Cheng Yu Tung Family (Holdings) Limited	CTFE (7,946,433 ordinary shares)	CTFE (7,946,433 ordinary shares)	Relevant interest under s608(3)(a) of the Corporations Act because it has voting power above 20% in CTFC.	11,033,163 ordinary shares	11,033,163
	HSBC (3,086,730 ordinary shares)	Swift Hunter (3,086,730 ordinary shares)			
Cheng Yu Tung Family (Holdings II) Limited	CTFE (7,946,433 ordinary shares)	CTFE (7,946,433 ordinary shares)	Relevant interest under s608(3)(a) of the Corporations Act because it has voting power above 20% in CTFC.	11,033,163 ordinary shares	11,033,163
	HSBC (3,086,730 ordinary shares)	Swift Hunter (3,086,730 ordinary shares)			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

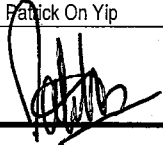
Name	Address
Each member of the CTF Group	As set out in Annexure A.
HSBC	GPO Box 5302, Sydney, NSW, 2001

Signature

print name TSANG, Patrick On Yip

capacity Director

sign here



date 15 / 6 / 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

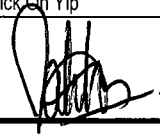
This is Annexure "A" of 1 page (including this page) referred to in the accompanying Form 604 (Notice of change of interests of substantial holder), signed by me and dated June 2020.

Signature

print name TSANG, Patrick On Yip

capacity Director

sign here



date 15 / 6 / 2020

Name	Registered Office Address/Correspondence Address
Chow Tai Fook Enterprises Limited	Room 1611 & 32/F, New World Tower, 18 Queen's Road Central, Hong Kong
Swift Hunter Limited	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Chow Tai Fook Nominee Limited	38/F, New World Tower, 18 Queen's Road Central, Hong Kong
Chow Tai Fook (Holding) Limited	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Chow Tai Fook Capital Limited	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Cheng Yu Tung Family (Holdings) Limited	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Cheng Yu Tung Family (Holdings II) Limited	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands