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

If you have sold or transferred all your shares in OP Financial Investments Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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OP FINANCIAL INVESTMENTS LIMITED

東英金融投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

**PROPOSALS FOR
GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company to be held at 3:00 p.m. on Thursday, 27 August 2015 at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong is set out on pages 24 to 31 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 24 to 31 in this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened to be held at 3:00 p.m. on Thursday, 27 August 2015 at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“CG Code and CG Report”	the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	OP Financial Investments Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with unissued Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	24 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal or par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



OP FINANCIAL INVESTMENTS LIMITED

東英金融投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

Executive Directors:

ZHANG Zhi Ping (*Chairman*)

ZHANG Gaobo (*Chief executive officer*)

Independent non-executive Directors:

KWONG Che Keung, Gordon

HE Jia

WANG Xiaojun

Registered office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

***Head office and principal place
of business in Hong Kong:***

27th Floor, Two Exchange Square

8 Connaught Place, Central

Hong Kong

30 July 2015

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the AGM Notice. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and a special resolution relating to the amendments to the Articles. This circular also includes details of the Directors subject to re-election at the Annual General Meeting.

* *For identification purpose only*

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 14 August 2014, the Directors were granted a general mandate to allot, issue and deal with Shares in the capital of the Company and a repurchase mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the Issue Mandate and Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 941,396,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, (a) the Company will be allowed under the Issue Mandate to issue up to a maximum of 188,279,200 Shares (plus, subject to the passing of the proposed resolution for the grant of the Extension Mandate, any Shares which may have been repurchased by the Company under the Repurchase Mandate) and (b) the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 94,139,600 Shares.

As disclosed in the announcement dated 1 June 2015 and the circular dated 29 June 2015 of the Company, the Company conducted a fund raising exercise by way of placing (the "Placing") of up to 900,000,000 new Shares (the "Placing Shares") at the placing price of HK\$1.50 each. Subject to fulfillment of the conditions precedent to completion of the Placing, the Placing is expected to be completed by the end of July 2015. Assuming and subject to completion of the Placing and the subscription of the Placing Shares in full, the issued share capital of the Company as enlarged by the Placing Shares would become 1,841,396,000 Shares.

Subject to the passing of the proposed resolutions for the grant of the Repurchase Mandate and the Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting (other than the allotment and issue of the Placing Shares), (a) the Company will be allowed under the Issue Mandate to issue up to a maximum of 368,279,200 Shares (plus, subject to the passing of the proposed resolution for the grant of the Extension Mandate, any Shares which may have been repurchased by the Company under the Repurchase Mandate) and

LETTER FROM THE BOARD

(b) the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 184,139,600 Shares.

The explanatory statement in respect of the Repurchase Mandate required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with the Article 113 of the Articles, Mr. KWONG Che Keung, Gordon, Mr. WANG Xiaojun and Professor HE Jia will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical details of the retiring Directors to be re-elected which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In order to bring the constitution of the Company in line with certain amendments made to the Listing Rules so as to promote a higher level of corporate governance and to make some minor housekeeping changes, the Directors proposed to seek, by way of special resolution to be put forward to the Shareholders for consideration, the approval of the Shareholders to amend the existing Articles at the AGM.

The principal effects of the major proposed amendments to the existing Articles are summarized as follows:

- (i) an annual general meeting shall be called by written notice of not less than 21 clear days and an extraordinary general meeting shall be called by written notice of not less than 14 clear days;
- (ii) the 5% threshold or exemption for voting by a Director on a resolution of the Board in which such Director (or his associates) has an interest is removed;
- (iii) physical board meeting shall be held rather than by way of passing written resolution to deal with matters in which a substantial Shareholder or a Director has a conflict of interest or potential conflict of interest which the Board determines to be material; and
- (iv) Shareholders' approval is required at a general meeting of any proposal to appoint or remove an auditor before the term of his office.

Furthermore, under Article 71 of the existing Articles, the Company is empowered, among others, to raise or borrow any sum or sums of money up to an aggregate principal amount representing not more than 50% of the latest net asset value of the Company at the time the borrowing is made, and prior approval from Shareholders is required if the borrowing exceeds the specified limit. In order to confer the Company with better financial flexibility and capability to borrow funds for the expansion of the Company's

LETTER FROM THE BOARD

investment portfolio and to allow the Company to timely capture any investment opportunities that the Directors considered are worth pursuing as and when they arise or to catalyze greater investment, the Board proposed to amend the borrowing power of the Company by removing the limit on the borrowing power imposed on the Company under Article 71 of the existing Articles.

The proposed amendment to the borrowing power of the Company as disclosed above does not contravene the Company's investment objectives, policies and scope, and does not violate any investment restrictions of the Company.

The Company will from time to time explore and identify suitable investment opportunities to expand and diversify its investment portfolio. The Company currently has not yet identified any specific target(s), and does not have any specific plans or contemplate to sign any documents to borrow funds for the next 12 months. The Board will exercise the borrowing power of the Company as conferred by the Shareholders as and when the circumstances require and with the best interests of the Shareholders and the Company in mind.

Details of the proposed amendments to the Articles are set out in Appendix III from page 15 to page 23 to this circular.

The Company's legal advisers as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments to the Articles are in compliance with the requirements of the Listing Rules and the Companies Law of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles for a company listed in Hong Kong.

Shareholders are advised that the above proposed amendments to the Articles are available only in English and that the Chinese translation of this amendment is for reference only. In case of any inconsistency between the English and Chinese versions of the Articles, the English version shall prevail.

ACTIONS TO BE TAKEN

At the Annual General Meeting, as the case may be, a special resolution will be proposed to amend the Articles as set out in the AGM Notice, and ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate; and
- (c) the grant of the Extension Mandate.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof to the Company's

LETTER FROM THE BOARD

branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the amendments to the Articles and the re-election of Directors as set out in the AGM Notice are beneficial to and in the best interests of the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2015, being the date of its latest published audited accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions approving the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the amendments to the Articles and the re-election of Directors at the Annual General Meeting.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll for every resolution put to the vote of the AGM pursuant to Article 87 of the Articles. The results of the poll will then be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
OP Financial Investments Limited
ZHANG Zhi Ping
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and the Articles to repurchase its own securities.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 941,396,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 94,139,600 Shares.

Assuming and subject to completion of the Placing and the subscription of the 900,000,000 Placing Shares in full (as disclosed in the announcement dated 1 June 2015 and the circular dated 29 June 2015 of the Company), the issued share capital of the Company as enlarged by the Placing Shares would become 1,841,396,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting (other than the allotment and issue of the Placing Shares), the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 184,139,600 Shares.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the Listing Rules and the applicable laws of the Cayman Islands, including but not limited to profits of the Company, the share premium account or the proceeds of a fresh issue of Shares made for the purpose of the repurchase. The Company may also repurchase Shares out of capital, provided that immediately following the date on which the payment of capital is proposed to be made the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 March 2015, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 March 2015. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
June	0.95	0.78
July	0.96	0.70
August	1.96	0.93
September	1.38	1.00
October	1.17	1.00
November	1.22	0.88
December	1.36	0.77
2015		
January	1.00	0.83
February	0.98	0.80
March	0.96	0.81
April	1.58	0.89
May	2.20	1.28
June	2.80	1.60
July (<i>Note 1</i>)	1.93	0.66

Note: 1. Up to the Latest Practicable Date

DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company any of the securities in the Company if the Repurchase Mandate is approved at the Annual General Meeting.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares

pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ottness Investments Limited ("**Ottness**"), which was the single largest shareholder of the Company as at the Latest Practicable Date, was interested in 330,000,000 Shares, representing approximately 35.05% of the then issued share capital of the Company.

On the basis that 941,396,000 Shares in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, the percentage interests in the Company of Ottness would increase from approximately 35.05% to approximately 38.95% of the then issued share capital of the Company if the Repurchase Mandate were exercised in full (by which the issued share capital will become 847,256,400 Shares). Under this scenario, Ottness may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting (other than the allotment and issue of the Placing Shares) and based on the enlarged issued share capital of 1,841,396,000 Shares, the percentage interests in the Company of Ottness (holding 330,000,000 Shares) would increase from approximately 17.92% to approximately 19.91% of the enlarged issued share capital of the Company if the Repurchase Mandate were exercised in full (by which the issued share capital will become 1,657,256,400 Shares). Such increase would not give rise to an obligation to make a mandatory offer on the part of Ottness under the Takeovers Code.

The Directors confirmed that as at the Latest Practicable Date, they had no present intention to exercise the Repurchase Mandate should the same be approved at the Annual General Meeting. No core connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following are the particulars of the Directors, who will retire at the Annual General Meeting and who being eligible, will offer themselves for re-election at the Annual General Meeting.

1. **Mr. KWONG Che Keung, Gordon**, aged 65, has been an independent non-executive Director and the chairman of the audit committee of the Company since February 2003. Mr. KWONG has also been serving as a member of the remuneration committee of the Company since April 2005, a member of the nomination committee and corporate governance committee of the Company since January 2012. He is also an independent non-executive director of a number of companies listed on the Stock Exchange, namely NWS Holdings Limited, Global Digital Creations Holdings Limited, China Power International Development Limited, Henderson Land Development Company Limited, Henderson Investment Limited, Agile Property Holdings Limited, CITIC Telecom International Holdings Limited, China COSCO Holdings Company Limited and Chow Tai Fook Jewellery Group Limited. Mr. KWONG was previously an independent non-executive director of China Chengtong Development Group Limited until 1 November 2013. He was also an independent non-executive director of Quam Limited until 6 September 2012, the date of the annual general meeting of the company wherein he did not offer himself for re-election. From 1984 to 1998, Mr. KWONG was a partner of Pricewaterhouse and was a council member of the Stock Exchange from 1992 to 1997. He has a Bachelor of Social Science degree from the University of Hong Kong and is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. KWONG did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. KWONG did not have any interest in the Company's shares within the meaning of Part XV of the SFO.

There is no service contract entered between the Company and Mr. KWONG. Mr. KWONG is appointed for a term of one year from 1 June 2015 to 31 May 2016 and he is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles. Pursuant to the appointment letter entered into between Mr. KWONG and the Company, Mr. KWONG is entitled to an annual Director's fee of HK\$250,000, which was determined by reference to the experience, responsibilities, workload and the time to be devoted to the Company by Mr. KWONG. Apart from the Director's fee, Mr. KWONG is not entitled to other emoluments.

2. **Mr. WANG Xiaojun**, aged 60, has been an independent non-executive Director and a member of the audit committee of the Company since August 2004. Mr. WANG has also been serving as the chairman of the remuneration committee of the Company since April 2005, and a member of the nomination committee and corporate governance committee of the Company since January 2012. Mr. WANG is a partner of Jun He Law Offices and was admitted lawyer and solicitor in the PRC, Hong Kong and England and Wales in 1988, 1995 and 1996 respectively. Mr. WANG has worked as a member of the legal expert group in the Stock Exchange and solicitor in Richards Bulter and has worked as an investment banker in Peregrine and ING Barings. He graduated from the People's University of China and the Graduate School of the Chinese Academy of Social Science and holds a bachelor degree in Laws and a master degree in Laws. Mr. WANG is currently an independent non-executive director of Yanzhou Coal Mining Company Limited, a company listed on the Stock Exchange, Shanghai Stock Exchange and New York Stock Exchange, Livzon Pharmaceutical Group Co., Ltd., a company listed on Stock Exchange and Shenzhen Stock Exchange, and China Aerospace International Holdings Limited, a company listed on the Stock Exchange. He was previously an independent non-executive director of Zijin Group Mining Co. Ltd until 24 October 2013 and Norinco International Cooperation Company Limited until 16 September 2014.

Save as disclosed above, Mr. WANG did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. WANG did not have any interest in the Company's shares within the meaning of Part XV of the SFO.

There is no service contract entered between the Company and Mr. WANG. Mr. WANG is appointed for a term of one year from 1 June 2015 to 31 May 2016 and he is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles. Pursuant to the appointment letter entered into between Mr. WANG and the Company, Mr. WANG is entitled to an annual Director's fee of HK\$250,000, which was determined by reference to the experience, responsibilities, workload and the time to be devoted to the Company by Mr. WANG. Apart from the Director's fee, Mr. WANG is not entitled to other emoluments.

3. **Prof. HE Jia**, aged 60, has been an independent non-executive director and serving as a member of the audit committee of the Company since February 2003 and a member of the remuneration committee of the Company since April 2005. Since January 2012, Prof. HE has been appointed the chairman of the corporate governance committee and serving as a member of the nomination committee of the Company. He is a professor of Department of Finance at the Chinese University of Hong Kong and a professor at the Tsinghua University. He was a commissioner of the Strategy and Development Committee of CSRC and director of research of Shenzhen Stock Exchange from June 2001 to October 2002. He is an editor of China Financial Economics Review, and is serving as a member of editorial boards of a number of journals, including China Accounting and Finance Review and Research in Banking and Finance. He holds a Doctor of Philosophy degree in Finance from the Wharton School of University of Pennsylvania, the United States.

Save as disclosed above, Prof. HE did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Prof. HE did not have any interest in the Company's shares within the meaning of Part XV of the SFO.

There is no service contract entered between the Company and Prof. HE. Prof. HE is appointed for a term of one year from 1 June 2015 to 31 May 2016 and he is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles. Pursuant to the appointment letter entered into between Prof. HE and the Company, Prof. HE is entitled to an annual Director's fee of HK\$250,000, which was determined by reference to the experience, responsibilities, workload and the time to be devoted to the Company by Prof. HE. Apart from the Director's fee, Prof. HE is not entitled to other emoluments.

Save as disclosed above, the Directors are not aware of any other matters that need to be brought to the attention of the Shareholders nor other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, in relation to the proposed re-election of Mr. KWONG Che Keung, Gordon, Mr. WANG Xiaojun and Prof. HE Jia.

Article No.	Existing Article	New Article No.	Article after the proposed amendments
2.	(To add new defined term of close associate)	N/A	2. "close associate" shall have the meaning ascribed to it in the Listing Rules;
2.	(Definition of the Companies Ordinance)	"the Companies Ordinance" shall mean the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) as in force from time to time;	2. the "Companies Ordinance" or "Ordinance" shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and every other Ordinance or Ordinances incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the references in these Articles to the provisions of the Companies Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances.
71.	The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof up to an aggregate principal amount representing not more than 50% of the latest Net Asset Value at the time the borrowing is made. Shareholders' approval at general meeting is required if the borrowing exceeds 50% of the latest available Net Asset Value at the time the borrowing is made.	71.	The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof.

Article No.	Existing Article	New Article No.	Article after the proposed amendments
80.(a)	An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 82) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.	80.(a)	<p>Subject to section 578 of the Companies Ordinance, an annual general meeting shall be called by notice in writing of at least 21 clear days (or such longer period as may be required by the Listing Rules), and a general meeting other than an annual general meeting shall be called by notice in writing of at least 14 clear days (or such longer period as may be required by the Listing Rules), which notice shall be given in the manner prescribed by these Articles to all members, to the Directors and to the Auditors. Notice of a general meeting shall be given to such persons as are, under these Articles, entitled to receive such notices from the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 82) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution.</p> <p><i>(Rule 3(1) of Appendix 13B to the Listing Rules and code provision E.1.3 of Appendix 14 to the Listing Rules)</i></p>
114.(c)	A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or any of his associate(s) is to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:	114.(c)	A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(c)(i)	any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent or obligation undertaken by him or any of them at the request of or for the benefit of the Company or any company in which the Company has interest;	114.(c)(i)	<p>the giving of any security or indemnity either:</p> <p>(a) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
114.(c)(ii)	any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any company in which the Company has interest for which the Director or his associate(s) has himself/ themselves guaranteed or secured or otherwise assumed responsibility in whole or in part and whether alone or jointly under a guarantee or by the giving of security;	114.(c)(ii)	any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(c)(iii)	any contract or arrangement by the Director or his associate(s) to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or debentures or securities holders of the Company or to the public which does not provide the Director and his associate(s) any privilege not accorded to any other shareholders or debenture or securities holders of the Company or to the public;	114.(c)(iii)	<p>any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries, including:</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or</p> <p>(b) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his close associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>
114.(c)(iv)	any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;	114.(c)(iv)	<p>any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue of his/their interest in shares or debentures or other securities of the Company.</p> <p><i>(Rule 13.44 of Chapter 13 of the Listing Rules and Note 1 to Appendix 3 to the Listing Rules)</i></p>

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(c)(v)	any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their respective interest in shares or debentures or other securities of the company and/or his/their being the offeror or one of the offerors or is interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;		
114.(c)(vi)	any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly or as an officer or an executive or a shareholder in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that, such Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares of any class of the voting equity share capital of such company of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights);		

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(c)(vii)	any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or personal pension plan under which a Director, his associate(s) and employees of the Company or of any of its subsidiaries may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates to Directors, associate(s) of Directors and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s) any privilege not accorded to the class of persons to whom such scheme or fund relates;		
114.(c)(viii)	any proposal concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit; and		
114.(c)(ix)	any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to these Articles.		

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(f)	<p>A company shall be deemed to be a company in which a Director and his associates in aggregate own five (5) per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and his associates are (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or of the voting rights of any class of shares of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his associate(s) as bare or custodian trustee and in which he or such he or such associate(s) has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, any shares comprised in an authorized unit trust scheme in which the Director or any of his associates is interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights.</p>	114.(f)	<p>deleted in its entirety</p> <p><i>(Rule 13.44 of Chapter 13 of the Listing Rules)</i></p>

Article No.	Existing Article	New Article No.	Article after the proposed amendments
114.(g)	Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his associates has any interests) in which a Director and any of his associates in aggregate hold five (5) per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.	114.(g)	deleted in its entirety <i>(Rule 13.44 of Chapter 13 of the Listing Rules)</i>
143.	A resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 107(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.	143.	Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 107(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles. <i>(Code provision A. 1.7 to Appendix 14 of the Listing Rules)</i>

Article No.	Existing Article	New Article No.	Article after the proposed amendments
175.	<p>The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company, the Investment Manager and the Custodian. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	175.	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the conclusion of the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company, the Investment Manager and the Custodian. The Board may fill any casual vacancy in the office of Auditor but while such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p> <p><i>(Rule 13.88 of Chapter 13 of the Listing Rules)</i></p>

NOTICE OF ANNUAL GENERAL MEETING



OP FINANCIAL INVESTMENTS LIMITED

東英金融投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of OP Financial Investments Limited (“Company”) will be held at 3:00 p.m. on Thursday, 27 August 2015 at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong for the following purposes:

1. to receive and approve the audited financial statements and the reports of the directors (“Directors”) and auditor of the Company for the year ended 31 March 2015;
2. to re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Messrs. PricewaterhouseCoopers as the auditor and to authorise the board of Directors to fix their remuneration;

and, to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

4. “THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with the unissued shares (each a “Share”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purpose only

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (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 articles of association of the Company, the Companies Law, Chapter 22 (Law 3 of 1961,

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as consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (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 articles of association of the Company, the Companies Laws or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.10 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (b) of resolution numbered 5 above.”

and, as special business, to consider and, if thought fit, pass the following special resolutions (with or without modifications):

SPECIAL RESOLUTION

7. “**THAT:**
- (a) the articles of association of the Company be and are hereby amended in the following manner:
 - (i) by inserting the following new defined term “**close associate**” immediately after the defined term “**Chairman**” in the existing Article 2:

“**close associate** “close associate” shall have the meaning given to that expression in the Listing Rules;”

NOTICE OF ANNUAL GENERAL MEETING

- (ii) by deleting the existing definition of “Companies Ordinance” and substituting therefor the following new definition of “Companies Ordinance” in the existing Article 2:

“Companies Ordinance the “Companies Ordinance” or “Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and every other Ordinance or Ordinances incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the references in these Articles to the provisions of the Companies Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances;”

- (iii) by deleting the existing Article 71 in its entirety and substituting therefor the following:

“The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof.”;

- (iv) by deleting the first sentence of the existing Article 80(a) and substituting therefor the following:

“Subject to section 578 of the Companies Ordinance, an annual general meeting shall be called by notice in writing of at least 21 clear days (or such longer period as may be required by the Listing Rules), and a general meeting other than an annual general meeting shall be called by notice in writing of at least 14 clear days (or such longer period as may be required by the Listing Rules), which notice shall be given in the manner prescribed by these Articles to all members, to the Directors and to the Auditors. Notice of a general meeting shall be given to such persons as are, under these Articles, entitled to receive such notices from the Company.”;

- (v) by deleting the existing Article 114(c) in its entirety and substituting therefor the following:

“(c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates has any material interest, and if he shall do so his

NOTICE OF ANNUAL GENERAL MEETING

vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries, including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (b) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his close associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

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- (iv) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue of his/their interest in shares or debentures or other securities of the Company.”
- (vi) by deleting the existing Article 114(f) in its entirety and substituting therefor the words “intentionally deleted”;
- (vii) by deleting the existing Article 114(g) in its entirety and substituting therefor the words “intentionally deleted”;
- (viii) by deleting the existing Article 143 in its entirety and substituting therefor the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 107(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.”;

- (ix) by deleting the existing Article 175 in its entirety and substituting therefor the following:

“The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the conclusion of the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditor shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company, the Investment Manager and the Custodian. The Board may fill any

NOTICE OF ANNUAL GENERAL MEETING

casual vacancy in the office of Auditor but while such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

Yours faithfully,
By order of the Board
OP Financial Investments Limited
Leung Kai Wai
Company Secretary

Hong Kong, 30 July 2015

Registered office:
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

**Head office and principal place of
business in Hong Kong:**
27th Floor, Two Exchange Square
8 Connaught Place, Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall also be entitled to vote in respect of the relevant joint holding and, 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 relevant joint holding.
5. Shareholders are requested to pay attention to relevant announcement posted on the websites of the Stock Exchange and the Company or to telephone the Company's hotline on (852) 2135 0211 for arrangements of the meeting in the event that a No.8 (or above) typhoon or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Zhang Zhi Ping and Mr. Zhang Gaobo; and three independent non-executive Directors, namely, Mr. Kwong Che Keung, Gordon, Professor He Jia and Mr. Wang Xiaojun.