

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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,
AND
NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company to be held at 11:00 a.m. on Wednesday, 31 August 2016 at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong is set out on pages 15 to 19 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.

* For identification purpose only

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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 15 to 19 in this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened to be held at 11:00 a.m. on Wednesday, 31 August 2016 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”	22 July 2016, 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 (*CEO*)

LIU Zhiwei (*President*)

Independent non-executive Directors:

KWONG Che Keung, Gordon

HE Jia

WANG Xiaojun

Registered office:

P.O. Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

Head office and principal place

of business in Hong Kong:

27th Floor, Two Exchange Square

8 Connaught Place, Central

Hong Kong

28 July 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
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. 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 27 August 2015, 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 1,841,396,000 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 368,279,200 Shares plus 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 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, Dr. LIU Zhiwei, Mr. KWONG Che Keung, Gordon, Professor HE Jia and Mr. WANG Xiaojun 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.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

At the Annual General Meeting, as the case may be, 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 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 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 2016, 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 and the re-election of Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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.

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 SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares 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 shares.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 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, 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 Shares, 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 2016, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 March 2016. 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
June	2.80	1.60
July	1.93	0.66
August	2.19	1.52
September	1.78	1.55
October	1.69	1.50
November	1.70	1.53
December	1.69	1.56
2016		
January	1.60	1.24
February	1.87	1.39
March	1.89	1.48
April	1.65	1.38
May	1.49	1.38
June	1.47	1.28
July (<i>Note 1</i>)	1.55	1.38

Note 1: Up to the Latest Practicable Date

DIRECTORS' UNDERTAKING

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.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any of the Shares in the Company if the Repurchase Mandate is approved at the Annual General Meeting.

As at the Latest Practicable Date, 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 Shares of the Company nor has such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase shares 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 Directors, the following substantial Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date (Note 1)	If Repurchase Mandate were exercised in full (Note 2)
Ottness Investments Limited ("Ottness")	330,000,000	Beneficial owner	17.92	19.91
Oriental Patron Financial Group Limited (Note 3)	359,800,000	Interest of controlled corporation	19.54	21.71
LIU Zhiwei	182,330,000	Beneficial owner	9.90	11.00
Bestone Asset Management Co., Ltd	170,000,000	Beneficial owner	9.23	10.26
YANG Fuyi	163,574,500	Beneficial owner	8.88	9.87
Grand Link Finance Limited	158,244,000	Beneficial owner	8.59	9.55
GENG Shuanghua	106,100,000	Beneficial owner	5.76	6.40

Notes:

- As at the Latest Practicable Date, the issued share capital of the Company comprised 1,841,396,000 Shares.
- On the basis that 1,841,396,000 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 each of the above substantial Shareholders would increase if the Repurchase Mandate were exercised in full (by which the issued share capital will become 1,657,256,400 Shares).
- This represented an aggregate of 330,000,000 Shares held by Ottness and 29,800,000 Shares held by Oriental Patron Financial Services Group Limited.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not result in any Shareholders becoming obliged to make a mandatory offer under Rule 26 of 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.

SHARE 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. **Dr. LIU Zhiwei**, aged 49, has been serving as an executive Director of the Company since June 2016. He was appointed as a non-executive Director of the Company on 1 December 2015. Further, he has assumed an additional role as the president and also serving as a member of the corporate governance committee of the Company since June 2016. Dr. LIU is responsible for building and expanding the Company's investor relations and public relations platform to support the Group's domestic and international strategies. He is the chairman of each of Shanghai Chunda Asset Management Co., Ltd and Bestone Asset Management Corporation Limited. Dr. LIU served as the vice-chairman of Xi'an International Trust Co., Ltd from 2008 to 2011. He also served as a general manager of the merger and acquisition department of Guosen Securities Co., Ltd from 1997 to 1998. Dr. LIU obtained a bachelor's degree in Industrial Management Engineering from Zhe Jiang University in 1989. He furthered his studies in the PBOC between 1989 and 1992 and obtained a master's degree in international finance. In 2007, Dr. LIU obtained a doctoral degree in Economics & Law from Hunan University. He completed a professional programme in Finance CEO from Cheung Kong Graduate School of Business in 2010.

Save as disclosed above, Dr. LIU 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, Dr. LIU has interest in 182,330,000 ordinary shares of the Company, representing approximately 9.90% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

There is no service contract entered between the Company and Dr. LIU. Dr. LIU is appointed for a term of three years from 1 December 2015 to 30 November 2018 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 Dr. LIU and the Company, Dr. LIU 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 Dr. LIU. Apart from the Director's fee, Dr. LIU is not entitled to other emoluments.

2. **Mr. KWONG Che Keung, Gordon**, aged 66, 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, Chow Tai Fook Jewellery Group Limited and FSE Engineering Holdings Limited. Mr. KWONG was previously an independent non-executive director of China Chengtong Development Group Limited until 1 November 2013. 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 2016 to 31 May 2017 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.

3. **Prof. HE Jia**, aged 61, 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. Prof. HE has also been appointed the chairman of the corporate governance committee and serving as a member of the nomination committee of the Company since January 2012. He is currently a leading professor of Department of Finance at the South University of Science and Technology of China and was 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 2016 to 31 May 2017 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.

4. **Mr. WANG Xiaojun**, aged 61, 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 Butler 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 the 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 2016 to 31 May 2017 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.

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 Dr. LIU Zhiwei, Mr. KWONG Che Keung, Gordon, Professor HE Jia and Mr. WANG Xiaojun.

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 11:00 a.m. on Wednesday, 31 August 2016 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 2016;
2. to declare a final dividend;
3. to re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration;
4. 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

5. “**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

NOTICE OF ANNUAL GENERAL MEETING

- (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,

NOTICE OF ANNUAL GENERAL MEETING

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).”

6. “**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.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 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 6 above.”

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

Hong Kong, 28 July 2016

Registered office:
P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

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

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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. For determining the entitlement to the proposed final dividend for the year ended 31 March 2016 (subject to approval by shareholders of the Company at the forthcoming annual general meeting), the register of members of the Company will be closed from 7 September 2016 to 9 September 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:00 p.m. on 6 September 2016.
6. 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)2842 5888 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 three executive Directors, namely, Mr. Zhang Zhi Ping, Mr. Zhang Gaobo and Dr. Liu Zhiwei and three independent non-executive Directors, namely, Mr. Kwong Che Keung, Gordon, Professor He Jia and Mr. Wang Xiaojun.