



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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting 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

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.10 each in the share capital of OP Financial Investments Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or _____
of _____

to act as my/our proxy (note c) at the Meeting 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 and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice ("Notice") of the Meeting dated 28 July 2016 as directed below.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

| ORDINARY RESOLUTIONS | | FOR (note d) | AGAINST (note d) |
|----------------------|---|--------------|------------------|
| 1. | To receive and approve the audited financial statements and the reports of the directors and the Company's auditors for the year ended 31 March 2016. | | |
| 2. | To declare a final dividend. | | |
| 3. | (i) to re-elect Dr. LIU Zhiwei as an executive director of the Company; | | |
| | (ii) to re-elect Mr. KWONG Che Keung Gordon as an independent non-executive director of the Company; | | |
| | (iii) to re-elect Prof. HE Jia as an independent non-executive director of the Company; | | |
| | (iv) to re-elect Mr. WANG Xiaojun as an independent non-executive director of the Company; | | |
| | (v) to authorize the board of directors to fix the remuneration of directors. | | |
| 4. | To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorize the board of directors to fix their remuneration. | | |
| ORDINARY RESOLUTIONS | | | |
| 5. | To grant a general and unconditional mandate to the directors of the Company to allot and issue and deal with the unissued shares of HK\$0.10 each in the capital of the Company up to a maximum of 20% of the issued share capital of the Company ("the Issue Mandate"). | | |
| 6. | To grant a general and unconditional mandate to the directors of the Company to repurchase the Company's shares up to a maximum of 10% of the issued share capital of the Company ("the Repurchase Mandate"). | | |
| 7. | To approve the addition to the Issue Mandate of an amount representing the shares repurchased by the Company under the Repurchase Mandate ("the Extension Mandate"). | | |

Dated this _____ day of _____ 2016.

Shareholder's signature x _____ x (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST".** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited 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 not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.

* For identification purpose only