

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



OPES ASIA DEVELOPMENT LIMITED

華保亞洲發展有限公司*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

**PROVISION OF INFORMATION IN RESPECT
OF A NON-EXECUTIVE DIRECTOR AND
TEMPORARY SUSPENSION OF HIS CHAIRMANSHIP**

This announcement is made pursuant to Rules 2.07C and 13.51B(2) of the Listing Rules.

On 13 January 2012, the Company was first notified that Mr. Cheung Tung Lan, Tony ("Mr. Cheung"), a non-executive director of the Company, was convicted under the Securities and Futures Ordinance on 22 July 2010 for failing to give notification for disposing shares in another listed company within the statutory prescribed period. The Conviction took place prior to the Company's appointment of Mr. Cheung as its Director on 18 March 2011. The Conviction was not disclosed by Mr. Cheung to the Company prior to and/or at the time of his appointment as a Director.

At the Board Meeting, the Board resolved, among other things, that:-

- (i) the Board will publish an announcement in accordance with Rules 2.07C and 13.51B(1) as soon as practicable setting out the Conviction and all other relevant matters;
- (ii) the Board will seek a formal explanation from Mr. Cheung as to his failure to comply with the Listing Rules for disclosing the Conviction prior to and/or at the time of his appointment; and
- (iii) the chairmanship of Mr. Cheung be suspended temporarily with immediate effect, and the Board will appoint a deputy chairman in his stead as soon as practicable; and
- (iv) the Board will report the non-disclosure of the Conviction to the relevant regulatory bodies.

Since the daily operation of the Group is managed by the executive Directors during the relevant suspension period, the Company considers that the business activities of the Group have been and will be conducted as usual, and the suspension has no adverse effect to the day to day operation of the Group.

Shareholders of the Company and potential investors are advised to exercise caution in dealings in the shares of the Company.

This announcement is made pursuant to Rules 2.07C and 13.51B(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

PROVISION OF INFORMATION IN RESPECT OF A NON-EXECUTIVE DIRECTOR

On 13 January 2012, Opes Asia Development Limited ("Company") received an anonymous complaint ("Complaint") from a shareholder of the Company ("Shareholder") dated 13 January 2012.

In the Complaint, the Shareholder claimed that by a random search on the internet, he/she came across a news article dated 23 July 2010 ("News Article") in respect of Mr. Cheung, and a copy of the News Article is appended to the Complaint.

In the News Article, it was stated that in breach of the Securities and Futures Ordinance, Mr. Cheung among other people was liable for failing to give notification for disposing shares in another listed company during the period of July to August 2009. Further, it was stated that Mr. Cheung pleaded guilty to the charge and was convicted and fined ("Conviction") on 22 July 2010.

Immediately upon receiving the Complaint, the Company sought Hong Kong and Bermuda legal advice on the effect of the Complaint on the Company and the actions which the Company should take.

Mr. Cheung was appointed as a director of the Company ("Director") on 18 March 2011. Prior to or at the time of his appointment, Mr. Cheung had not disclosed to the Company that he has any conviction required to be disclosed under any rules and/or regulations. It was on 13 January 2012 when the Company first became aware of the Conviction .

On 18 January 2012, the Company convened a Board Meeting ("Board Meeting") to, among other things, clarify with Mr. Cheung whether the Conviction was true, and to consider whether Mr. Cheung's chairmanship needs to be temporarily suspended. At the Board Meeting, Mr. Cheung admitted that the Conviction was true, and the Court sentenced a fine in the sum of HK\$8,000 against Mr. Cheung on 22 July 2010. However, Mr. Cheung considered that the Conviction was minor and of a technical nature. When the Board asked Mr. Cheung why he did not disclose the Conviction to the Company as required under Rule 13.51(2)(m)(ii) of the Listing Rules at the time of his appointment as a Director, Mr. Cheung explained that he failed to do so as he did not have knowledge of such requirement under the Listing Rules.

At the Board Meeting, the Board resolved, among other things, that:

- (i) the Board will publish an announcement in accordance with Rules 2.07C and 13.51B(1) as soon as practicable setting out the Conviction;

- (ii) the Board will seek a formal explanation from Mr. Cheung as to his failure to comply with the Listing Rules for disclosing the Conviction prior to his appointment;
- (iii) the chairmanship of Mr. Cheung be suspended temporarily with immediate effect, and the Board will appoint a deputy chairman in his stead as soon as practicable; and
- (iv) the Board will report the non-disclosure of the Conviction to the relevant regulatory bodies.

The Board clarifies that notwithstanding the temporary suspension of Mr. Cheung's chairmanship, Mr. Cheung remains as a non-executive Director. Since the daily operation of the Company and all its subsidiaries ("Group") is managed by the executive Directors, the Company considers that the business activities of the Group have been and will be conducted as usual, and the temporary suspension of Mr. Cheung's chairmanship has no adverse effect to the day to day operation of the Group.

Shareholders of the Company and potential investors are advised to exercise caution in dealings in the shares of the Company.

By Order of the Board of
Chu Wai Lim
Executive Director

Hong Kong, 19 January 2012

As at the date of this announcement, the executive directors of the Company are Mr. Yang Yongdong, Mr. Chu Wai Lim and Ms. Fong Son Wa; the non-executive directors of the Company are Mr. Cheung Tung Lan, Tony and Mr. Wang Shiyan; the independent non-executive directors of the Company are Mr. Ku Siu Fun, Alex, Professor Chen Yamin and Mr. Chan Yuk Sang.

** for identification purposes only*