

*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.*



## **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)**

### **CONTINUING CONNECTED TRANSACTIONS – RENEWAL OF LICENCE AGREEMENT**

#### **CONTINUING CONNECTED TRANSACTIONS – RENEWAL OF LICENCE AGREEMENT**

On 13 March 2014, OPISL, a wholly-owned subsidiary of the Company, as licensee entered into the New Licence Agreement with OPMSL, a connected person of the Company, as licensor in respect of the Premises on normal commercial terms which are disclosed in this announcement effective upon expiry of the Existing Licence Agreement on 31 March 2014 made between the same parties.

#### **IMPLICATIONS UNDER THE LISTING RULES**

As OPMSL is a connected person of the Company under the Listing Rules, the transactions contemplated under the New Licence Agreement constitute continuing connected transactions for the Company. As each of the percentage ratios (other than the profits ratio) for the transactions contemplated under the New Licence Agreement, on an annual basis, is expected to be less than 25% and the annual consideration is less than HK\$10,000,000, the Continuing Connected Transactions therefore are only subject to the reporting and announcement requirements, the annual review requirements and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. It is exempt from the independent shareholders' approval requirements pursuant to Rule 14A.34 of the Listing Rules.

#### **CONTINUING CONNECTED TRANSACTIONS – RENEWAL OF LICENCE AGREEMENT**

Reference is made to the announcement of the Company dated 5 March 2013 in relation to the Existing Licence Agreement entered into between OPISL as licensee and OPMSL as licensor in respect of the Premises.

*\* For identification purpose only*

The Board of the Company wishes to announce that on 13 March 2014, OPISL as licensee entered into a New Licence Agreement with OPMSL as licensor in respect of the same Premises effective upon expiry of the Existing Licence Agreement on 31 March 2014.

### **Principal Terms of the New Licence Agreement**

The principal terms of the New Licence Agreement, among others, include:

Licensor	:	Oriental Patron Management Services Limited, a connected person of the Company.
Licensee	:	OP Investment Service Limited, a wholly-owned subsidiary of the Company.
Premises	:	A portion of the whole of the 27 <sup>th</sup> Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong.
Use of Premises	:	Office.
Saleable Area of Premises	:	Approximately 1,686 square feet.
Term	:	Twelve months commencing from 1 April 2014 to 31 March 2015.
Licence Fee	:	HK\$241,098 per month (inclusive of government rent, rates, management fees, air-conditioning charges, electronic charges and all other outgoings) payable in arrears on the last day of each and every calendar month.

The terms of the New Licence Agreement are the same as the Existing Licence Agreement, except that:

- (i) the initial term of the Existing Licence Agreement was 7 months from 1 April 2013 to 31 October 2013 which was then extended for 5 months from 1 November 2013 to 31 March 2014 pursuant to the terms and conditions thereof;
- (ii) the monthly licence fee payable by OPISL to OPMSL during the initial 7 month period from 1 April 2013 to 31 October 2013 and the extended 5 month period from 1 November 2013 to 31 March 2014 under the Existing Licence Agreement were HK\$188,730 and HK\$241,098 respectively while the Licence Fee payable by OPISL during the entire term of the New Licence Agreement will be HK\$241,098 per month; and
- (iii) the saleable area of the Premises of 1,686 square feet under the New Licence Agreement is 288 square feet larger than the saleable area of the Premises of 1,398 square feet under the Existing Licence Agreement.

## **Basis of Determination of the Licence Fee and Reasons for entering into the New Licence Agreement**

The New Licence Agreement is a renewal of the Existing Licence Agreement in respect of the same Premises of a larger saleable area. The total amount of Licence Fee payable to OPMSL under the New Licence Agreement for the period from 1 April 2014 to 31 March 2015 are HK\$2,893,176 which is HK\$366,576 more than the total amount of licence fees of HK\$2,526,600 paid by OPISL to OPMSL for the previous corresponding year under the Existing Licence Agreement.

The basis of the Licence Fee is determined on the saleable area of the Premises (being approximately 1,686 square feet) occupied by the Group and the licence fee per square feet chargeable by OPMSL on a monthly basis with reference to the rent and management fee per square feet in respect of the Whole 27<sup>th</sup> Floor leased by OPMSL as tenant from an independent third party as landlord under the Existing Tenancy Agreement.

The Directors (including the independent non-executive Directors) consider that the New Licence Agreement is entered into on normal commercial terms and its terms are fair and reasonable to the Group so far as independent shareholders of the Company are concerned.

## **Implications under the Listing Rules**

OPMSL is an indirect subsidiary of OPFGL which indirectly controls 38.22% in the issued share capital of the Company as at the date of this announcement. Each of Messrs. Zhang Zhi Ping and Zhang Gaobo, being the Directors, is also a director and owns as to 51% and 49% of the issued share capital of OPFGL respectively. Therefore, OPMSL is regarded as a connected person of the Company by virtue of Rule 14A.11 of the Listing Rules.

In this regard, the transactions contemplated under the New Licence Agreement constitute Continuing Connected Transactions for the Company. As each of the percentage ratios (other than the profits ratio) for the transactions contemplated under the New Licence Agreement, on an annual basis, is expected to be less than 25% and the annual consideration is less than HK\$10,000,000, the Continuing Connected Transactions therefore are only subject to the reporting and announcement requirements, the annual review requirements and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. It is exempt from the independent shareholders' approval requirements pursuant to Rule 14A.34 of the Listing Rules.

As Messrs. Zhang Zhi Ping and Zhang Gaobo were materially interested in the New Licence Agreement entered into by OPISL and therefore, they had abstained from voting on the relevant Board resolutions approving, among other matters, the New Licence Agreement passed on 13 March 2014.

## **Principal activities of the Group**

The Company is an investment company under Chapter 21 of the Listing Rules with the mandate allowing the Group to invest in various assets, financial instruments, and businesses globally. The Group produces medium to long term returns by developing customized investment solutions for and alongside institutional and corporate investors in the region. The Group also invests in funds of listed and unlisted equities to generate diversified returns. Over time, these

funds will serve as the foundation of a marketable proprietary financial services platform catered towards attracting new investment partners.

### **Principal business activities of the Counterparty**

The principal business activities of OPMSL, the licensor to the New Licence Agreement, are to render supply of general administrative and staff services to its group companies and affiliates.

### **Definitions**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following respective meanings:

<b>the “Board”</b>	the board of Directors
<b>the “Company”</b>	OP Financial Investments Limited
<b>“Continuing Connected Transactions”</b>	the continuing connected transactions contemplated under the New Licence Agreement
<b>“Director(s)”</b>	the directors of the Company
<b>“The Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Existing Licence Agreement”</b>	the existing licence agreement entered into between OPISL as licensee and OPMSL as licensor in respect of the Premises on 5 March 2013 for the period from 1 April 2013 to 31 October 2013 which term was then extended from 1 November 2013 to 31 March 2014 pursuant to the terms and conditions thereof
<b>“Existing Tenancy Agreement”</b>	the tenancy agreement dated 8 August 2013 in respect of the Whole 27 <sup>th</sup> Floor leased by OPMSL as tenant from an independent third party as landlord
<b>the “Group”</b>	the Company and its subsidiaries
<b>“Licence Fee”</b>	the licence fee payable by OPISL to OPMSL under the New Licence Agreement for the period from 1 April 2014 to 31 March 2015
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Main Board of The Exchange
<b>“New Licence Agreement”</b>	the new licence agreement entered into between OPISL as licensee and OPMSL as licensor in respect of the same Premises on the same terms (unless otherwise stated in this announcement) effective upon expiry of the Existing Licence Agreement on 31 March 2014

<b>“OPFGL”</b>	Oriental Patron Financial Group Limited
<b>“OPISL”</b>	OP Investment Service Limited, a wholly-owned subsidiary of the Company
<b>“OPMSL”</b>	Oriental Patron Management Services Limited, a connected person of the Company
<b>“Premises”</b>	the premises leased by OPISL as licensee from OPMSL as licensor
<b>“Whole 27<sup>th</sup> Floor”</b>	the whole of the 27 <sup>th</sup> Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“%”</b>	per cent

By order of the Board  
**OP Financial Investments Limited**  
**Zhang Gaobo**  
*Executive Director & CEO*

Hong Kong, 13 March 2014

*As at the date of this announcement, 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.*