

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.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

COMPLETION OF ISSUE AND ALLOTMENT OF NEW SHARES FOR SUBSCRIPTION UNDER SPECIFIC MANDATE

The Board is pleased to announce that the Subscription has been completed and a total of 740,000,000 Subscription Shares have been issued and allotted.

Reference is made to the announcements of the Company dated 16 November 2017 and 15 December 2017 (the “**Announcements**”) and the circular of the Company dated 29 November 2017 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Announcements and the Circular unless the context requires otherwise.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the Subscription has been completed and a total of 740,000,000 Subscription Shares at the Subscription Price of HK\$2.10 per Subscription Share were issued and allotted in accordance with the terms and conditions of the relevant Subscription Agreements.

* *For identification purposes only*

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, (i) each of the Subscribers and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (within the meaning of the Listing Rules); and (ii) each of the Subscribers (including its ultimate beneficial owners) is third party independent of each other. Subscriber I and Subscriber III have become substantial shareholders (as defined in the Listing Rules) of the Company immediately upon completion of the Subscription.

The Company received net proceeds from the Subscription, after deducting related professional fees and all related expenses, of approximately HK\$1.553 billion. The Company intends to use the net proceeds for the purposes as disclosed in the paragraphs headed “V. Use of proceeds” in the “Letter from the Board” in the Circular.

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE SUBSCRIPTION

Set out below is a table showing the shareholding structure of the Company (i) immediately before completion of the Subscription; and (ii) immediately after completion of the Subscription:

Name of Shareholder	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Connected persons or substantial Shareholders				
Oriental Patron Financial Group Limited (“OPFGL”) (<i>Note 1</i>)	359,800,000	18.96	359,800,000	13.64
Dr. Liu Zhiwei (<i>Note 2</i>)	195,510,000	10.30	195,510,000	7.41
Subscriber I	–	–	350,000,000	13.27
Subscriber III	–	–	350,000,000	13.27
Sub-total:	555,310,000	29.27	1,255,310,000	47.60
Public				
Subscriber II	–	–	25,000,000	0.95
Subscriber IV	–	–	15,000,000	0.57
Other public Shareholders	1,342,086,000	70.73	1,342,086,000	50.89
Sub-total:	1,342,086,000	70.73	1,382,086,000	52.40
Total	1,897,396,000	100.00	2,637,396,000	100.00

Notes:

1. These 359,800,000 Shares represented an aggregate of 330,000,000 Shares held by Ottness Investments Limited (“**OIL**”) and 29,800,000 Shares held by Oriental Patron Financial Services Group Limited (“**OPFSGL**”). OIL was a wholly owned subsidiary of OPFGL, while 95% of the issued share capital of OPFSGL was owned by OPFGL. The issued share capital of OPFGL was beneficially owned as to 51% by Mr. Zhang Zhi Ping and 49% by Mr. Zhang Gaobo. By virtue of the SFO, each of Mr. Zhang Zhi Ping and Mr. Zhang Gaobo is deemed to be interested in the Shares and underlying Shares of the Company held by OIL and OPFSGL.
2. Dr. Liu Zhiwei was a connected person of the Company by virtue of him being an executive Director.

By Order of the Board of
OP Financial Investments Limited
Zhang Gaobao
Executive Director and Chief Executive Officer

Hong Kong, 21 December 2017

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Zhang Zhi Ping, Mr. Zhang Gaobo, Dr. Liu Zhiwei and Mr. Zhang Weidong; one non-executive Director, namely, Dr. Wu Zhong and three independent non-executive Directors, namely, Mr. Kwong Che Keung, Gordon, Professor He Jia and Mr. Wang Xiaojun.