

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of OP Financial Investments Limited (the “**Company**”) will be held at 27/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong at 11:00 a.m. on 15 December 2017 at for considering and, if though fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the subscription agreement (the “**Subscription Agreement I**”) dated 16 November 2017 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into the Company as issuer and Wah Hing Global Investment Limited as subscriber in relation to the subscription of 350,000,000 new shares of the Company (the “**Subscription Shares I**”) at the subscription price of HK\$2.10 per share and the transactions contemplated thereby be and are hereby approved;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares I, subject to and in accordance with the terms and conditions set out in the Subscription Agreement I; and

* *for identification purpose only*

- (c) any one director of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreement I and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares I pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement I.”

2. **“THAT:**

- (a) the subscription agreement (the **“Subscription Agreement II”**) dated 16 November 2017 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into the Company as issuer and The People’s Insurance Company (Group) of China Limited as subscriber in relation to the subscription of 25,000,000 new shares of the Company (the **“Subscription Shares II”**) at the subscription price of HK\$2.10 per share and the transactions contemplated thereby be and are hereby approved;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares II, subject to and in accordance with the terms and conditions set out in the Subscription Agreement II; and
- (c) any one director of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreement II and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares II pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement II.”

3. **“THAT:**

- (a) the subscription agreement (the **“Subscription Agreement III”**) dated 16 November 2017 (a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and entered into the Company as issuer and Full House Investment Limited as subscriber in relation to the subscription of 350,000,000 new shares of the Company (the **“Subscription Shares III”**) at the subscription price of HK\$2.10 per share and the transactions contemplated thereby be and are hereby approved;

- (b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares III, subject to and in accordance with the terms and conditions set out in the Subscription Agreement III; and
- (c) any one director of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreement III and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares III pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement III.”

4. **“THAT:**

- (a) the subscription agreement (the **“Subscription Agreement IV”**) dated 16 November 2017 (a copy of which has been produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification) and entered into the Company as issuer and CMBI SPC – Special Opportunities Fund Segregated Portfolio as subscriber in relation to the subscription of 15,000,000 new shares of the Company (the **“Subscription Shares IV”**) at the subscription price of HK\$2.10 per share and the transactions contemplated thereby be and are hereby approved;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares IV, subject to and in accordance with the terms and conditions set out in the Subscription Agreement IV; and
- (c) any one director of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreement IV and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares IV pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement IV.”

By order of the Board
OP Financial Investments Limited
Zhang Gaobo

Executive Director and Chief Executive Officer

Hong Kong, 29 November 2017

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

Principal place of business:
27/F, Two Exchange Square
8 Connaught Place
Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 11:00 a.m. on 13 December 2017 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the term of proxy shall be deemed to be revoked.
3. In order to determine the shareholders who are entitled to attend and vote at the above meeting, all properly completed transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 13 December 2017.
4. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this notice, 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.