

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 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 Thursday, 30 March 2017 to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the consultancy service agreement dated 13 January 2017 (as supplemented by a supplemental agreement dated 13 March 2017 (the “**Consultancy Agreement**”) entered into between the Company and Magopt Ltd. (the “**Consultant**”), pursuant to which the Company has agreed to issue, in consideration of and in exchange for the consultancy services to be provided by the Consultant, an aggregate of 202,553,560 warrants (the “**Warrants**”) on the terms and conditions of the Consultancy Agreement and the warrant instrument constituting the Warrants (the “**Warrant Instrument**”) (a copy of the Consultancy Agreement and the draft Warrant Instrument have been marked “A” and “B”, respectively, and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Warrants by the Company in accordance with the terms and conditions of the Consultancy Agreement and the Warrant Instrument be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (c) the directors (the “**Directors**”) be and are hereby granted a specific mandate for the allotment and issue of up to a maximum number of 202,553,560 new shares of HK\$0.10 in the share capital of the Company (the “**Warrant Share(s)**”) credited as fully paid at the initial subscription price of HK\$2.20 per Warrant Share (subject to adjustment and the terms and conditions as set out in the Consultancy Agreement and the Warrant Instrument), which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants;
- (d) any one or more of the Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Consultancy Agreement and the transactions contemplated thereunder.”

2. “**THAT**, each as a separate resolution:

- (a) Mr. Zhang Weidong be and is hereby re-elected as an executive director of the Company;
- (b) Dr. Wu Zhong be and is hereby re-elected as a non-executive director of the Company;
- (c) the board of directors of the Company be and is hereby authorised to fix directors’ remuneration.”

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

Hong Kong, 13 March 2017

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

*Head office and principal place of
business in Hong Kong:*
27th Floor, Two Exchange Square
8 Connaught Place, Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting (i.e., at or before 11:00 a.m. on Tuesday, 28 March 2017 (Hong Kong time)), or any adjournment thereof.
4. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
5. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

As at the date of this notice, the board of directors of the Company 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.