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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 19 March 2015, 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 2015 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, announcement and the annual review requirements, but is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS – RENEWAL OF LICENCE AGREEMENT

Reference is made to the announcement of the Company dated 13 March 2014 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 19 March 2015, 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 2015.

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 th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong.
Use of Premises	:	Office.
Saleable Area of Premises	:	Approximately 2,541 square feet.
Term	:	Twelve months commencing from 1 April 2015 to 31 March 2016.
Licence Fee	:	HK\$363,363 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 monthly licence fee payable by OPISL to OPMSL for the period from 1 April 2014 to 31 March 2015 under the Existing Licence Agreement were HK\$241,098 while the Licence Fee payable by OPISL for the period from 1 April 2015 to 31 March 2016 of the New Licence Agreement will be HK\$363,363 per month; and
- (ii) the saleable area of the Premises of 2,541 square feet under the New Licence Agreement is 855 square feet larger than the saleable area of the Premises of 1,686 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 2015 to 31 March 2016 are HK\$4,360,356 which is HK\$1,467,180 more than the total amount of licence fees of

HK\$2,893,176 paid by OPISL to OPMSL for the previous corresponding year under the Existing Licence Agreement. The Company considers it to be commercially necessary to occupy additional space to cater for the increased business needs of the Group.

The basis of the Licence Fee is determined on the saleable area of the Premises (being approximately 2,541 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 27th 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.07 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, announcement and the annual review requirements, but is exempt from the independent shareholders' approval requirements under Chapter 14A 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 19 March 2015.

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:

the “Board”	the board of Directors
the “Company”	OP Financial Investments Limited
“Continuing Connected Transactions”	the continuing connected transactions contemplated under the New Licence Agreement
“Director(s)”	the directors of the Company
“The Exchange”	The Stock Exchange of Hong Kong Limited
“Existing Licence Agreement”	the existing licence agreement entered into between OPISL as licensee and OPMSL as licensor in respect of the Premises on 13 March 2014 for the year from 1 April 2014 to 31 March 2015
“Existing Tenancy Agreement”	the tenancy agreement dated 8 August 2013 in respect of the Whole 27 th Floor leased by OPMSL as tenant from an independent third party as landlord
the “Group”	the Company and its subsidiaries
“Licence Fee”	the licence fee payable by OPISL to OPMSL under the New Licence Agreement for the year from 1 April 2015 to 31 March 2016
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of The Exchange
“New Licence Agreement”	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 2015
“OPFGL”	Oriental Patron Financial Group Limited
“OPISL”	OP Investment Service Limited, a wholly-owned subsidiary of the Company

“OPMSL”	Oriental Patron Management Services Limited, a connected person of the Company
“Premises”	the premises leased by OPISL as licensee from OPMSL as licensor
“Whole 27th Floor”	the whole of the 27 th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 19 March 2015

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.