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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 31 March 2011, OPISL, a wholly-owned subsidiary of the Company, as licensee entered into the 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.

IMPLICATIONS UNDER THE LISTING RULES

As OPMSL is a connected person of the Company under the Listing Rules, the transactions contemplated under the Licence Agreement constitute continuing connected transactions for the Company. As the relevant Percentage Ratio for the transactions contemplated under the 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

The board (“**Board**”) of directors (“**Director(s)**”) of OP Financial Investments Limited (the “**Company**”) wishes to announce that on 31 March 2011, OP Investment Service Limited (“**OPISL**”), a wholly-owned subsidiary of the Company, as licensee entered into a licence agreement (“**Licence Agreement**”) with Oriental Patron Management Services Limited (“**OPMSL**”), a connected person of the Company, as licensor in respect of a portion (“**Premises**”) of the whole of the 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong (“**Whole 27th Floor**”) on normal commercial terms which are disclosed in this

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announcement.

Principal Terms of the Licence Agreement

The principal terms of the 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 1,398 square feet.
Term	:	One year commencing from 1 April 2011 to 31 March 2012.
Licence Fee	:	HK\$188,730 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.

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

The total amount of licence fees payable to OPMSL under the Licence Agreement for the year from 1 April 2011 to 31 March 2012 are HK\$2,264,760.00 (“**Licence Fee**”).

The basis of Licence Fee is determined on the saleable area of the Premises (being approximately 1,398 square feet) occupied by the Company and its subsidiaries (collectively, 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 a lease agreement.

For the year ended 31 March 2011, the total amount of licence fees paid by OPISL to (i) Oriental Patron Finance Limited, a connected person of the Company, for the period from 1 April 2010 to 31 October 2010 and (ii) OPMSL for the period from 1 November 2010 to 31 March 2011 under the previous licence agreements (“**Previous Licence Agreements**”) in respect of the same Premises for saleable area of approximately 585 square feet were HK\$982,800.00. The transactions contemplated under the Previous Licence Agreements had constituted de minimis continuing connected transactions on normal commercial terms where each or all of the percentage ratios (other than the profits ratio) (“**Percentage Ratio**”) was/were on an annual basis less than 5% and the annual consideration was less than HK\$1,000,000 and were therefore

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exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33(3) of the Rules Governing the Listing of the Securities ("**Listing Rules**") on the Main Board of The Stock Exchange of Hong Kong Limited.

The increase in licence fee payable under the Licence Agreement as compared with aggregated licence fee paid under the Previous Licence Agreements was in line with the increase in saleable area occupied by OPISL from approximately 585 square feet to 1,398 square feet under the renewed Licence Agreement.

The Licence agreement is a renewal of the Previous Licence Agreements in respect of the same Premises but with a bigger saleable area to cope with the Group's expansion in operation and increase in personnel.

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

Implications under the Listing Rules

OPMSL is an indirect subsidiary of Oriental Patron Financial Group Limited ("**OPFGL**") which 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 owned 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 Licence Agreement constitute continuing connected transactions for the Company ("**Continuing Connected Transactions**"). As the Percentage Ratio for the transactions contemplated under the 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 Licence Agreement entered into by OPISL and therefore, they had abstained from voting on the relevant Board resolutions approving, among other matters, the Licence Agreement passed on 17 March 2011.

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 shareholder 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

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platform catered towards attracting new investment partners.

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

Hong Kong, 31 March 2011

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