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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)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

Placing Agent



Oriental Patron Asia Limited

On 1 December 2008, the Company entered into the Subscription Agreement with the Subscriber for the subscription of 78,500,000 new Shares for a consideration of HK\$117.75 million at the Subscription Price of HK\$1.50 per Subscription Share.

The Subscription Shares represent (i) about 11.12% of the existing issued share capital of the Company of 706,000,000 Shares; and (ii) about 10.01% of the Company's issued share capital of 784,500,000 Shares as enlarged by the Subscription.

The net proceeds from the Subscription will be approximately HK\$116.7 million which will be applied to finance investments should suitable opportunities arise in the future.

The Subscription Price was negotiated on an arm's length basis between the Company and the Subscriber. The Directors, based on the historical net asset value per Share for the past 3 months and the prevailing market price of the Share, considered that the terms of the Subscription Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

* for identification purpose only

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 1 December 2008 pending the release of this announcement. Application will be made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 2 December 2008.

THE SUBSCRIPTION AGREEMENT

Date

1 December 2008

Issuer

The Company

Subscriber

Primus Pacific Partners Investments 2 Ltd., a Cayman Islands limited company.

Allotment of Subscription Shares

The Company has agreed to allot and issue to the Subscriber and the Subscriber has agreed to subscribe for the Subscription Shares at the Subscription Price pursuant to the Subscription Agreement.

Subscription Shares

The Subscription Shares represent (i) about 11.12% of the existing issued share capital of the Company of 706,000,000 Shares; and (ii) about 10.01% of the Company's issued share capital of 784,500,000 Shares as enlarged by the Subscription.

Subscription Price

The Subscription Price of HK\$1.50 per Subscription Share was arrived at after arm's length negotiation between the Company and the Subscriber.

The Subscription Price represents

- (i) a premium of about 111% to the closing price of HK\$0.71 per Share prior to the suspension of trading of the Shares on the Last Trading Day as quoted on the Stock Exchange;
- (ii) a premium of about 107% to the average closing price of HK\$0.724 per Share as quoted on the Stock Exchange for the last five trading days up to and include the Last Trading Day;

- (iii) a premium of about 104% to the average closing price of HK\$0.734 per Share as quoted on the Stock Exchange for the last ten trading days up to and include the Last Trading Day;
- (iv) a premium of about 29.3% to the unaudited net asset value per share of HK\$1.16 per Share as at 31 October 2008;
- (v) a premium of about 22.95% to the unaudited net asset value per share of HK\$1.22 per Share as at 30 September 2008; and
- (vi) a premium of about 15.38% to the unaudited net asset value per share of HK\$1.30 per Share as at 31 August 2008

The Directors, based on the historical net asset value per Share for the past 3 months and the prevailing market price of the Share, consider that the terms of the Subscription Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

After deducting the expenses of the Subscription which amounts to approximately HK\$1.1 million, the net Subscription Price per Subscription Share will be approximately HK\$1.49.

Placing commission

0.7 % of the gross proceeds of the Subscription (approximately HK\$0.82 million) is payable by the Company to the Placing Agent

Ranking of the Subscription Shares

The Subscription Shares, when fully paid, allotted and issued, will be free from all claims, charges, liens, encumbrances and equities and whatsoever and will rank pari passu with any existing Shares then in issue save for any right or entitlement to dividends or other rights or distributions the record date for which precedes the date on which such Subscription Shares are allotted and issued.

Authority to issue the Subscription Shares

The Subscription Shares will be issued under the limit of the General Mandate. As at the date of this announcement, no Share has been issued under the General Mandate.

Conditions of the Subscription

The obligations of the Subscriber to subscribe for and pay for the Subscription Shares under the Subscription Agreement are conditional upon:

- (i) the Listing Committee of the Stock Exchange agree to grant the listing of, and permission to deal in, the Subscription Shares;

- (ii) the representations and warranties given by the Company under the Subscription Agreement remaining true, accurate and correct in all material respects from the date of the Subscription Agreement and at any time before Completion, and the Company having performed all its obligations under the Subscription Agreement expressed to be performed on or before Completion;
- (iii) prior to the completion of the Subscription, there being no occurrence of any change, or any development or event reasonably likely to involve a prospective change, in the financial condition, operations, legal environment, business or properties of the Company and its subsidiaries which, in the reasonable opinion of the Subscriber, is material and adverse to the issue of the Subscription Shares; and
- (iv) all the required government and/or regulatory and internal corporate approvals (including, without limitation, the board of directors' approval for the transactions contemplated under the Subscription Agreement) having been obtained as necessary for the Company to issue the Subscription Shares and perform its obligations under the Subscription Agreement.

The Subscriber may at any time in writing waive in part or in full any of the conditions, save for the conditions (i) and (iv) above.

Completion is expected to take place on the third Business Day next following the fulfillment or waiver of all the conditions precedent to Completion, or such other date as may be agreed by the Company and the Subscriber in writing. In the event that the above conditions are not fulfilled or waived by 31 January 2009 (or such later day as may be agreed by the Company and the Subscriber in writing), all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and determine and none of the parties to the Subscription Agreement shall have any claim against the other in relation to the Subscription save for any antecedent breaches of the Subscription Agreement.

Disposal Restriction

The Subscriber unconditionally and irrevocably undertakes with the Company that within a period of six months from the date of issue of the Subscription Shares, it will not, save with the prior written consent of the Company, dispose of any of such Subscription Shares allotted and issued to it pursuant to the Subscription Agreement.

INFORMATION ON THE SUBSCRIBER

The Subscriber is a wholly owned subsidiary of Primus Pacific Partner 1 LP, an investment partnership whose general partner and advisor are Primus Pacific Partners and its associates. Primus Pacific Partners is an investment firm in Asia with a singular focus on the financial services industry in greater China, Malaysia and Thailand. Primus Pacific Partners typically invests in situations where opportunities exist to create long-term value through improvements in operations, corporate governance and long-term performance. Primus Pacific Partners achieves this by working together with all stakeholders of the investee companies, especially the existing shareholders and management teams that share its vision for creating long-term value.

Primus Pacific Partners is based in Hong Kong and is managed by a team of six dedicated professionals with significant experience gained from global and regional financial institutions operating in greater China and the other Asia-Pacific countries.

To the best knowledge of the Directors, the Subscriber, its ultimate beneficial owner and their respective associates are Independent Third Parties.

REASONS FOR THE SUBSCRIPTION

The Company is an investment company listed under Chapter 21 of the Listing Rules and is principally engaged in investments in listed and unlisted companies in Hong Kong and the PRC. The Directors consider that (i) the Subscription represents an ideal opportunity to raise capital for the Company while broadening the shareholder base and the capital base of the Company; and (ii) Primus Pacific Partners will bring in co-investment opportunities in financial services sector for the Group.

The net proceeds raised from the Subscription, after the deduction of the related expenses, will be approximately HK\$116.7 million which will be applied to finance investments should suitable opportunities arise in the future.

SHAREHOLDING STRUCTURES BEFORE AND AFTER THE SUBSCRIPTION

The shareholding structures of the Company before and immediately after the Subscription are set out as below:

Name of shareholders	Existing shareholding		Shareholding immediately after Completion	
	Number of Shares	%	Number of Shares	%
OPFSGL (note 1)	29,800,000	4.22%	29,800,000	3.80%
Ottness Investments Limited (note 2)	330,000,000	46.74%	330,000,000	42.07%
Subscriber	–	0.00%	78,500,000	10.01%
Public Shareholders	346,200,000	49.04%	346,200,000	44.13%
Total	<u>706,000,000</u>	<u>100.00%</u>	<u>784,500,000</u>	<u>100.00%</u>

Notes:

- These Shares are held by OPFSGL, the entire issued share capital of which is beneficially owned as to 95% by Oriental Patron Financial Group Limited and 5% by Eldridge International Limited. The entire issued share capital of Oriental Patron Financial Group Limited is beneficially owned as to 51% by Mr. Zhang Zhi Ping (an executive Director) and 49% by Mr. Zhang Gaobo (an executive Director).
- Ottness Investments Limited, an investment holding company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Oriental Patron Financial Group Limited.

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for granting the approval of the listing of, and permission to deal in, the Subscription Shares.

FUND RAISING ACTIVITIES FOR THE PAST 12 MONTHS

The Company has not conducted any fund raising activities in the past 12 months immediately preceding the date of the Subscription Agreement.

GENERAL

The closing price per Share as quoted on the Stock Exchange on the Last Trading Day was HK\$0.71. Under Rule 13.64 of the Listing Rules, the Stock Exchange reserves its right to require the Company to either change its trading method or to proceed with a consolidation of its Shares where the market price of the Shares approached the extremities of HK\$0.01. The Directors will closely monitor the trading price of the Shares after the resumption of the Shares. If the trading price of the Shares approaches the extremity of HK\$0.01 in the future, the Company will consider a consolidation of the Shares.

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DEFINITIONS

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday and a day on which a tropical cyclone warning no.8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks in Hong Kong are generally open for business
“Company”	OP Financial Investments Limited (東英金融投資有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Completion”	completion of the Subscription in accordance with the Subscription Agreement

“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the annual general meeting of the Company held on 29 August 2008 subject to the limit of up to 20% of the issued share capital of the Company as at the date of passing the resolution.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administration Region
“Independent Third Parties”	Third parties independent of the Company and its connected persons (as defined in the Listing Rules) or any parties acting in concert with any of them
“Last Trading Day”	28 November 2008, being the last trading day for the Shares prior to the issue of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“OPFSGL”	Oriental Patron Financial Services Group Limited, a Shareholder
“Placing Agent”	Oriental Patron Asia Limited, a licensed corporation to carry out type 1 (dealing in securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap 571, law of Hong Kong) and a connected person of the Company under the Listing Rules
“PRC”	the People’s Republic of China, but excluding Hong Kong and the Macau Special Administrative Region for the purpose of this announcement
“Share(s)”	Ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Primus Pacific Partners Investments 2 Ltd.
“Subscription”	the Subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement

“Subscription Agreement”	the agreement dated 1 December 2008 entered into between the Company and the Subscriber in relation to the Subscription
“Subscription Price”	HK\$1.50 per Subscription Share
“Subscription Share(s)”	a total of 78,500,000 Shares to be subscribed by the Subscriber
“%”	per cent.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 1 December 2008

The Directors jointly and severally accept full responsibility for the accuracy of the of information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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.