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OPES ASIA DEVELOPMENT LIMITED

華保亞洲發展有限公司*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

**MEMORANDUM OF UNDERSTANDING
IN RELATION TO A POSSIBLE INVESTMENT**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 3 July 2015, a wholly owned subsidiary of the Company, Ever Shiner Investment Limited, has entered into the MOU with the Target Company pursuant to which the parties agreed to enter into further negotiation regarding the possible investment by the Group in the Target Company with an estimated investment amount of about HK\$20 million, subject to, among other things, further negotiations and due diligence review.

There is no assurance that any transactions referred to in this announcement will materialize or eventually be consummated. The shareholders of the Company and potential investment should note that the Possible Investment is subject to, among other things, the signing of the formal definitive agreement in respect of the Possible Investment, the terms and conditions of which are yet to be agreed. The MOU may or may not lead to the entering into of any formal definitive agreement(s). If the Possible Investment contemplated under the MOU is materialized, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules when any formal definitive agreement in relation to the Possible Investment is entered into. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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The Board is pleased to announce that, on 3 July 2015, a wholly owned subsidiary of the Company, Ever Shiner Investment Limited, has entered into the MOU with the Target Company, being an Independent Third Party, pursuant to which the parties agreed to enter into further negotiation regarding the possible investment by the Group in the Target Company with an estimated investment amount of about HK\$20 million (the “**Possible Investment**”). The Target Company and its subsidiaries are principally engaged in the sales agency of lottery business.

The terms and conditions of the Possible Investment under the MOU are subject to further negotiations between the parties thereof and the due diligence review to be undertaken by the Group and/or its professional advisers, which has not been finalized as at the date of this announcement. Pursuant to the MOU, the parties will further negotiate with a view to reaching agreement and entering into the formal definitive agreement with respect to the Possible Investment within three months from the date of the MOU. Save and except that each party agrees to be bound by certain provisions relating to confidentiality obligations and governing law, the MOU does not constitute a legally binding commitment in respect of the Possible Investment and the Possible Investment may or may not be materialized. Further announcement in relation to the Possible Investment will be made by the Company as and when appropriate in compliance with the Listing Rules.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“Company”	Opes Asia Development Limited, an exempted company continued into Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Directors, chief executive and substantial shareholders of the Company and any of its subsidiaries, or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 3 July 2015 entered into between Ever Shiner Investment Limited, a wholly-owned subsidiary of the Company and an Independent Third Party in relation to the Possible Investment
“Possible Investment”	has the meaning ascribed to it in the announcement
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	a company incorporated in Hong Kong and the target company that the Group may possibly invest in pursuant to the MOU
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Opes Asia Development Limited
Lam Man Chan
Chairman

Hong Kong, 3 July 2015

As at the date of this announcement, the executive Director is Mr. Lee Kwok Leung; the non-executive Director is Dr. Lam Man Chan and the independent non-executive Directors are Dr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Ms. Florence Ng.

* *For identification purpose only*