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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Opes Asia Development Limited (the “Company”) will be held at Crystal Room 3, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 23 October 2015 at 11:30 a.m. for the following purposes:

SPECIAL RESOLUTIONS

1. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Opes Asia Development Limited” to “China Internet Investment Finance Holdings Limited” and the Chinese name “中國互聯網投資金融集團有限公司” be adopted as the Company’s new secondary name of the Company in place of “華保亞洲發展有限公司” with effect from the date of entry of the new English name and the new secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and that any one director of the Company (“**Director**”) be and is hereby authorised to execute or do all such documents (and if such documents are required to be affixed with the common seal, any Director and the Secretary or any two Directors and hereby authorised to sign and to affix the common seal on such documents), deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid change of English name and secondary name.”

* For identification purpose only

2. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“THAT conditional upon compliance by the Company with all statutory requirements under section 46(2) of the Companies Act 1981 of Bermuda, and with effect from the date of passing of this resolution:

- (a) the entire sum standing to the credit of the share premium account of the Company as at 31 December 2014 be reduced to nil (the **“Reduction”**);
- (b) the credit amount arising from the Reduction be transferred to the contributed surplus account of the Company (the **“Contributed Surplus Account”**);
- (c) an amount of HK\$258,381,618 standing to the credit of the Contributed Surplus Account be applied to set off against the accumulated losses of the Company;
- (d) the Directors be and are hereby authorised to utilise and apply any credit balance in the Contributed Surplus Account in accordance with the bye-laws of the Company and all applicable laws (including the application of any credit balance to set off against accumulated losses of the Company and making distribution out of the Contributed Surplus Account to the shareholders of the Company), as and when the Directors may consider appropriate; and
- (e) the Directors be and are fully authorised to do all things they consider necessary, expedient and appropriate to effect and implement the above matters.”

ORDINARY RESOLUTION

3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting of the Company held on 11 May 2015 be and is hereby revoked and replaced by the mandate **THAT**:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or other similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”), shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or

having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

Hong Kong, 30 September 2015

Notes:

1. The register of members of the Company will be closed from 21 October 2015 to 23 October 2015, both days inclusive, for the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the SGM. No transfer of shares may be registered during the said period. In order to qualify to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than on 20 October 2015 at 4:30 p.m..
2. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his behalf in accordance with the bye-laws of the Company. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. A form of proxy for use at the SGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the SGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM or any adjournment thereof if he/she so desires. If a shareholder of the Company attends and votes at the SGM after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.

As at the date of this notice, 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.