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ORIENT VICTORY TRAVEL GROUP COMPANY LIMITED

東勝旅遊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Orient Victory Travel Group Company Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 31 January 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (a) **“THAT** the event planning framework agreement dated 28 November 2019 (the “**Event Planning Framework Agreement**”) entered into between the Company and Orient Victory Property Development Group Co., Ltd.* (東勝房地產開發集團有限公司) (“**OVPD**”), pursuant to which, OVPD agrees to appoint the Company or its subsidiaries as its exclusive agent who shall provide event planning and all-round event production services to OVPD or its subsidiaries in connection with real estate development in the People’s Republic of China from the date of the Event Planning Framework Agreement to 30 September 2022 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
- (b) **“THAT** the proposed annual caps of RMB9.48 million (equivalent to approximately HK\$10.56 million), RMB35.82 million (equivalent to approximately HK\$39.89 million), RMB26.05 (equivalent to approximately HK\$29.01 million) and RMB17.11 million (equivalent to approximately HK\$19.06 million) for the period from 28 November 2019 to 31 December 2019, the two years ending 31 December 2020 and 2021 and the period from 1 January 2022 to 30 September 2022, respectively, in respect of the transactions contemplated under the Event Planning Framework Agreement be and are hereby approved, confirmed and ratified.”

- (c) “**THAT** any one director of the Company be and is hereby authorised to do all such acts and things and sign all such documents (under seal, if necessary) and to take all such steps as he/she consider, necessary or expedient or desirable in connection with or to give effect to the Event Planning Framework Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

By order of the Board
Orient Victory China Holdings Limited
SHI Baodong
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 10 January 2020

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
- (3) To ascertain the member's entitlement to attend and vote at the EGM, the register of members will be closed from Friday, 24 January 2020 to Friday, 31 January 2020, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 23 January 2020.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

* *For identification purpose only*

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Shi Baodong, Mr. Zhao Huining and Mr. Mo Yueming, one non-executive Director, being Ms. Song Sining, and three independent non-executive Directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Swei Feng-jih.

For illustrative purpose of this notice and unless otherwise specified, conversion of RMB into HK\$ is based on the exchange rate of RMB1.00 = HK\$1.1137.