



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Orient Victory China Holdings Limited

Date Submitted 06/06/2017

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code :	<u>265</u>	Description :	<u>Ordinary Shares</u>	
		No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.005</u>	<u>HK\$100,000,000</u>	
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>	
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.005</u>	<u>HK\$100,000,000</u>	

  

(2) Stock code :	<u></u>	Description :	<u></u>	
		No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>	
Increase/(decrease)	<u></u>		<u></u>	
Balance at close of the month	<u></u>	<u></u>	<u></u>	

## 2. Preference Shares

Stock code :	Description :		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code :	Description :		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**HK\$100,000,000**

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## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>12,047,043,097</u>			
Increase/ (decrease) during the month	<u>700,552,419</u>			
Balance at close of the month	<u>12,747,595,516</u>			

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

N/A

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.						
( / / )						
shares						
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
Total A. (Ordinary shares)						
(Preference shares)						
(Other class)						
Total funds raised during the month from exercise of options (State currency)						

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	
1. Warrants						
		HK\$	151,353,974.22	(135,206,616.90)	0.00	700,552,419
( 03 / 05 / 2017 )						0
Stock code (if listed)			1479			
Class of shares issuable (Note 1)			Ordinary shares			
Subscription price			HK\$0.193(after adjustment)			
EGM approval date (if applicable) (dd/mm/yyyy)			N/A			
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)			( / / )			
3.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)			( / / )			
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)			( / / )			
Total B.					(Ordinary shares)	700,552,419
					(Preference shares)	N/A
					(Other class)	N/A

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 6% Perpetual Convertible Securities						
	HK\$	170,000,000.00	0	170,000,000.00	0	312,729,948
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.5436 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/02/2016)					
2. 6% Perpetual Convertible Securities by way of open offer pursuant to the Prospectus dated 29 September 2016	HK\$	264,866,931.33	0	264,866,931.33	0	2,069,272,901
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.128 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	( N/A )					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)	0		
			(Preference shares)	N/A		
			(Other class)	N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options  
(other than under Share Option Schemes) **N/A**

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ (   /   /   ) shares ( <i>Note 1</i> )		
2. _____ _____ _____ _____ (   /   /   ) shares ( <i>Note 1</i> )		
3. _____ _____ _____ _____ (   /   /   ) shares ( <i>Note 1</i> )		
Total D.    (Ordinary shares) (Preference shares) (Other class)		

## Other Movements in Issued Share Capital

N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5. Scrip dividend	At price :	State currency	<div>_____</div> <div>Class of shares issuable _____ (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	( / / )	
				_____	_____
6. Repurchase of shares			<div>Class of shares repurchased (Note 1) _____</div> <div>Cancellation date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	( / / )	
				_____	_____
7. Redemption of shares			<div>Class of shares redeemed (Note 1) _____</div> <div>Redemption date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	( / / )	
				_____	_____
8. Consideration issue	At price :	State currency	<div>_____</div> <div>Class of shares issuable _____ (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	( / / )	
				_____	_____



For Main Board and GEM listed issuers

Type of Issue	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation  Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )		
10. Other (Please specify) At price : State currency _____  Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )		
Total E. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	700,552,419
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

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Submitted by: IP PUI SUM

Title: SECRETARY  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*