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ORIENT VICTORY CHINA HOLDINGS LIMITED

東勝中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

VOLUNTARY ANNOUNCEMENT

(1) INCREASE IN ISSUED SHARES; AND

(2) INCREASE IN CONSOLIDATED TOTAL ASSETS AND EQUITY

Reference is made to the circular of Orient Victory China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 March 2017 (the “**Circular**”) in relation to the expiry of subscription rights attaching to the Warrants and the announcement of the Company dated 18 April 2017 in relation to the last trading date of the Warrants. Unless otherwise stated, terms used in this announcement have the same meanings as defined in the Circular.

The Board would like to inform the shareholders of the Company that subsequent to the financial year ended 31 December 2016 of the Group, a total of 700,552,419 Warrants had been exercised by certain holders of the Warrants (“**the Relevant Warrantholders**”) at the exercise price of HK\$0.193 per Share. As a result, 700,552,419 new Shares were allotted and issued to the Relevant Warrantholders on 9 May 2017 and the number of Shares in issue was increased from 12,047,043,097 Shares to 12,747,595,516 Shares.

The proceeds from the exercise of the Warrants by the Relevant Warrantholders amounted to approximately HK\$135.21 million and as a result, the unaudited consolidated total assets and equity of the Group had increased by approximately HK\$135.21 million to approximately HK\$958.39 million and HK\$877.56 million respectively based on the audited consolidated total assets and equity of the Group as at 31 December 2016 of approximately HK\$823.18 million and HK\$742.35 million respectively.

The Board considers that the exercise of the Warrants by the Relevant Warrantholders signify their confidence towards the prospects of the Company and the Company would like to take this opportunity to thank the Relevant Warrantholders for their support.

By order of the Board
Orient Victory China Holdings Limited
Ip Pui Sum
Company Secretary

Hong Kong, 16 May 2017

As at the date of this announcement, the Board of the Company comprises three executive Directors, being Mr. Shi Baodong, Mr. Wang Jianhua and Ms. Xu Yongmei, one non-executive Director, being Mr. Li Yankuan, and three independent non-executive Directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Law Wang Chak, Waltery.