
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Orient Victory China Holdings Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Bailu Hotspring Hotel, Lu Tai Village, Wen Tang Town, Ping Shan County, Shijiazhuang, Hebei Province, The People's Republic of China (中華人民共和國河北省石家莊市平山縣溫塘鎮鹿台村白鹿溫泉酒店) on Friday, 16 June 2017 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. at the same venue and on the same day) is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

16 May 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Orient Victory China Holdings Limited” to “Orient Victory Travel Group Company Limited” and the Chinese name of the Company from “東勝中國控股有限公司” to “東勝旅遊集團有限公司”
“Company”	Orient Victory China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 265)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Bailu Hotspring Hotel, Lu Tai Village, Wen Tang Town, Ping Shan County, Shijiazhuang, Hebei Province, The People’s Republic of China (中華人民共和國河北省石家莊市平山縣溫塘鎮鹿台村白鹿溫泉酒店) on Friday, 16 June 2017 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. at the same venue and on the same day) for the purpose of considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Shi Baodong (*Chairman*)

Mr. Wang Jianhua

Ms. Xu Yongmei

Non-executive Directors:

Mr. Li Yankuan

Independent non-executive Directors:

Mr. Dong Xiaojie

Mr. He Qi

Mr. Law Wang Chak, Waltery

Registered office:

P.O. Box 31119 Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Principal place of business

in Hong Kong:

2603, 26th Floor, Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

16 May 2017

*To the Shareholders and, for information only,
the holders of the perpetual convertible securities*

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 10 May 2017 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and to give you a notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Orient Victory China Holdings Limited” to “Orient Victory Travel Group Company Limited” and the Chinese name of the Company from “東勝中國控股有限公司” to “東勝旅遊集團有限公司”.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions (the “**Conditions**”):

- (a) the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the new English name and the dual foreign name in Chinese of the Company will be entered into the Register of Companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing company name of the Company and the Change of Company Name will take effect from the date of the passing of the special resolution approving the same. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is to reflect and emphasize the direction of the expansion and development of the scope of business of the Group in travel-related businesses. The Board believes that the proposed new English and Chinese names of the Company will provide the Company with better identification of the principal business of the Group. As such, the Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the holders of securities of the Company. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name having become effective, continue to be evidence of the title of the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becoming effective, new share certificates will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders and holders of the perpetual convertible securities of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

LETTER FROM THE BOARD

EGM

The EGM will be held at Bailu Hotspring Hotel, Lu Tai Village, Wen Tang Town, Ping Shan County, Shijiazhuang, Hebei Province, The People's Republic of China (中華人民共和國河北省石家莊市平山縣溫塘鎮鹿台村白鹿溫泉酒店) on Friday, 16 June 2017 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. at the same venue and on the same day) for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the articles of association of the Company and the Listing Rules, voting by poll is required for any resolution put to vote at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

For and on behalf of
Orient Victory China Holdings Limited
Shi Baodong
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Orient Victory China Holdings Limited (the “**Company**”) will be held at Bailu Hotspring Hotel, Lu Tai Village, Wen Tang Town, Ping Shan County, Shijiazhuang, Hebei Province, The People’s Republic of China (中華人民共和國河北省石家莊市平山縣溫塘鎮鹿台村白鹿溫泉酒店) on Friday, 16 June 2017 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. at the same venue and on the same day) for the following purposes:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Orient Victory China Holdings Limited” to “Orient Victory Travel Group Company Limited”, and the Chinese name of the Company from “東勝中國控股有限公司” to “東勝旅遊集團有限公司” (“**Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the board of

ORIENT VICTORY CHINA HOLDINGS LIMITED

Shi Baodong

Executive Director

Hong Kong, 16 May 2017

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal place of business

in Hong Kong:
2603, 26th Floor, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time of the holding the Meeting of the Company or any adjourned meeting.
3. To ascertain the member's entitlement to attend and vote at the Meeting, the register of members will be closed from Tuesday, 13 June 2017 to Friday, 16 June 2017, 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 Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Monday, 12 June 2017.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and 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.
6. As at the date of this notice, the board of Directors 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.