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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)

UNLISTED PERPETUAL CONVERTIBLE SECURITIES PAYMENT OF FIRST DISTRIBUTION

Reference is made to the prospectus issued by the Company dated 29 September 2016 (the “**Prospectus**”) in relation to the Open Offer of Offered Shares with an alternative of unlisted Perpetual Convertible Securities on the basis of one Offered Share for every five Ordinary Shares held on 28 September 2016. Capitalised terms herein shall have the same meanings as those defined in the Prospectus unless otherwise stated.

The Company is pleased to confirm that, in accordance with the terms and conditions of the Perpetual Convertible Securities (the “**Terms and Conditions**”), the first distribution (the “**First Distribution**”) at the distribution rate of 6% per annum on the Perpetual Convertible Securities will be made to the Convertible Securities Holders on 24 April 2017 (the “**Distribution Payment Date**”).

In accordance with the Terms and Conditions, the First Distribution will, subject to below, be paid on the Distribution Payment Date to Convertible Securities Holders shown on the register of holders of the Perpetual Convertible Securities at the close of business on Thursday, 6 April 2017. The register of holders of the Perpetual Convertible Securities will be closed from Friday, 7 April 2017 to Monday, 24 April 2017, both dates inclusive. During such period, no transfer of Perpetual Convertible Securities will be registered. In order that transferees of the Perpetual Convertible Securities can qualify for entitlement to the First Distribution, all transfer forms accompanied by the relevant certificates for the Perpetual Convertible Securities must be lodged with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 6 April 2017.

Convertible Securities Holders should be reminded that, in accordance with the Terms and Conditions, no conversion of any Perpetual Convertible Securities will be effected during the period of 10 Business Days ending on (and including) the Distribution Payment Date and in the event of an exercise of conversion rights attaching to the Perpetual Convertible Securities before the Distribution Payment Date, the relevant Convertible Securities Holder will cease to have the right to receive the First Distribution. Therefore, notwithstanding anything in the preceding paragraph, any Convertible Securities Holder who delivers a Conversion Notice to the Registrar on or prior to Monday, 24 April 2017 will not be entitled to the First Distribution with respect to the relevant Perpetual Convertible Securities.

By Order of the Board
Orient Victory China Holdings Limited
Shi Baodong
Chairman and Executive Director

Hong Kong, 28 March 2017

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