

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2017</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Orient Victory China Holdings Limited |
|----------------|---------------------------------------|
| Date Submitted | 03/02/2017 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>265</u> Descrip | otion : Ordinary | Shares | |
|-------------------------------------|---------------------------|----------------------------------|---|
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | 20,000,000,000 | HK\$0.005 | HK\$100,000,000 |
| Increase/(decrease) | N/A | | <u>N/A</u> |
| Balance at close of the month | 20,000,000,000 | HK\$0.005 | HK\$100,000,000 |
| (2) Stock code :Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code :Des | scription : | | |
|-------------------------------------|--------------------------|----------------------------------|---|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code :Descri | iption : | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| 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* **HK\$100,000,000** *currency*) :

II. Movements in Issued Share Capital

| | No. of ordin | nary shares | No of preference | No. of other classes | | |
|--|----------------|-------------|------------------|----------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 12,047,043,097 | | | | | |
| Increase/ (decrease) during the month | 0 | | | | | |
| Balance at close of the month | 12,047,043,097 | | | | | |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option | Schemes of the | Issuer) N | N/A | | |
|---|--------------|-----------------|----------------|-----------------------------|---|--|
| Particulars of share option scheme including EGM approval date | | Movement duri | ng 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 |
| (dd/mm/yyyy) and class of shares issuable | | T · 1 | C 11 1 | • 1 | | close of the month |
| 1. | Granted | Exercised | Cancelled | Lapsed | | |
| <u> </u> | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | | | | | |
| 2. | | | | | | |
| | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| 3. | | | | | | |
| <u> </u> | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | To | otal A. (Ordin | | | |
| | | | (C | nce shares) Dther class) | | |
| Total funds raised dur options (State currence | | from exercise o | f | | | |

| Description of warrants Date of expiry - dd/mm/yyyy) | Currency of nominal | h are to be Listed Nominal value at close of preceding month | | Nominal value 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. Warrants | | | | | | |
| | HK\$ | 151,353,974.22 | 0 | 151,353,974.22 | 0 | 784,217,48 |
| (03/05/2017) | | 1.470 | | | | |
| Stock code (if listed) | | 1479 | | | | |
| issuable (Note 1) | Ord | inary shares | | | | |
| Subscription price | HK\$0.193 | B(after adjustment) | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | N/A | | | | |
| 2. | | | | | | |
| (/ /) | | | | · | | |
| Stock code (if listed) | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (| / /) | | | | |
| 3. | | | | | | |
| | | | | · | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy)4. | (| / /) | | | | |
| | _ | | | | | |
| (/ /) Stock and (if listed) | | | - <u>-</u> | · | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | (| | | | | |
| (dd/mm/yyyy) | (| / /) | | | | |
| | | Те | | nary shares) | 0 | - |
| | | | | ence shares) Other class) | N/A | - |
| | | | (| ouler class) | N/A | - |

For Main Board and GEM listed issuers

No. of new shares of No. of new issuer shares of issuer issued which may be during the issued pursuant month thereto as at Currency of Amount at close Converted Amount at close of the pursuant amount of preceding during the close of the thereto month Class and description outstanding month month 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 2,069,272,901 0 264,866,931.33 0 Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary shares HK\$0.128 (subject to adjustment) Subscription price 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 N/A (Other class)

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

For Main Board and GEM listed issuers

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 (Note 1) | | |
| | | |
| 2 | | |
| | - | |
| | | |
| shares (Note 1) | | |
| | | |
| 3 | - | |
| | - | |
| | - | |
| shares (Note 1) | - | |
| | | |
| Total D. (Ordinary shares) | 1 | |
| (Preference shares) | | |
| (Other class) | | |
| | | |

| month Type of Issue month 1. Rights issue At price : State currency Class of shares issuable (Note 1) | Other Movements | in Issued Share Capital | N/A | | | 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 |
|--|-----------------|------------------------------|--|-------|---|--|--|
| 1. Rights issue At price : State currency Issue and allotment date : $(dd/mm/yyyy)$ $(///)$ EGM approval date: $(dd/mm/yyyy)$ $(///)$ EGM approval date: $(///)$ 2. Open offer At price : State currency Issue and allotment date : $(dd/mm/yyyy)$ $(///)$ 3. Placing At price : State currency Class of shares issuable (Note 1) | Type of Issue | | | | | | month |
| 1. Rights issue At price : currency $date : (dd/mm/yyyy)$ EGM approval date: (/ /) (dd/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: 4. Bonus issue Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /) | | | | | | | |
| 2. Open offer At price : State currency $(dd'mm'yyyy)$ 2. Open offer At price : State currency $(dd'mm'yyyy)$ $(//)$ EGM approval date: $(dd'mm'yyyy)$ $(//)$ 3. Placing At price : State currency $(dd'mm'yyyy)$ $(//)$ EGM approval date: $(//)$ | 1. Rights issue | At price : State currency | | (/ / |) | | |
| 2. Open offer At price : $\frac{State}{currency}$ Issue and allotment date : $(dd/mm/yyyy)$ $(///)$ 2. Open offer At price : $\frac{State}{currency}$ Issue and allotment (//) $(///)$ 3. Placing At price : $\frac{State}{currency}$ Class of shares issuable (Note 1) | | | | (/ / |) | | |
| 2. Open offer At price : State currency 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) (/ /) Glass of shares issuable (Note 1) EGM approval date: (dd/mm/yyyy) (/ /) Glass of shares issuable (Note 1) Issue and allotment (dd/mm/yyyy) (/ /) Glass of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) EGM approval date: (/ /) | | | | | | | |
| $ \begin{array}{cccccccccccccccccccccccccccccccccccc$ | 2. Open offer | | Issue and allotment | (/ / |) | | |
| 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $(/ /)$ Bonus issue EGM approval date: $(/ /)$ Class of shares Issue and allotment $(/ /)$ EGM approval date: $(/ /)$ Issue and allotment $(/ /)$ EGM approval date: $(/ /)$ | | | EGM approval date: | (/ / |) | | |
| 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $(/ /)$ $\frac{\text{GM}}{\text{date}}$: (dd/mm/yyyy) EGM approval date: $(/ /)$ 4. Bonus issue Class of shares issuable (<i>Note 1</i>) Issue and allotment date: $(/ /)$ EGM approval date: $(/ /)$ | | | | | | | |
| 4. Bonus issue Class of shares | | | | | | | |
| 4. Bonus issue Class of shares | 3. Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| 4. Bonus issue Bonus issue EGM approval date: (//) EGM approval date: | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| 4. Bonus issue | | | | | | | |
| 4. Bonus issue date : (dd/mm/yyyy) EGM approval date: (///) | | | | | | | |
| Bolir upprovid dute: | 4. Bonus issue | | | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |

| Τv | pe of Issue | For Main | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|--|---|-------|---|--|----------------------|
| | | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 5. | Scrip dividend At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares redeemed (<i>Note 1</i>) | | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 8. | Consideration At price : State issue | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |

| | | | For M | /lain Boar | d and GI | EM listed issue | rs |
|-----|------------------------|------------------------------|--|------------|----------|--|---|
| Ту | pe 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 |
| | | | Class of share issuable (Note 1) | es | | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | | | | | |
| 10 | Other | | Class of share issuable (Note 1) | es | | | |
| 10. | (Please specify) | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | Total E. | (Preferer | | 8) 5) 8) | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | | 0 | |
|--|-----|--|-----|--|
| | (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 | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | | | |

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Remarks (if any):

Submitted by: <u>IP PUI SUM</u>

 SECRETARY

 (Director, Secretary or other duly authorised officer)

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.*