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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: 00265)

(Stock Code of Bonus Warrants: 1479)

PROPOSED OPEN OFFER OF OFFERED SHARES WITH AN ALTERNATIVE OF UNLISTED PERPETUAL CONVERTIBLE SECURITIES ON THE BASIS OF ONE (1) OFFERED SHARE FOR EVERY (5) ORDINARY SHARES HELD ON THE RECORD DATE

COMMENCEMENT OF DEALINGS IN THE ORDINARY SHARES ON AN EX-ENTITLEMENT BASIS

Reference is made to the announcement of Orient Victory China Holdings Limited (the “**Company**”) dated 5 September 2016 in relation to the Open Offer (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

Under the expected timetable for the Open Offer, the last day of dealings in Ordinary Shares on a cum-entitlement basis was Monday, 19 September 2016. The closing price per Ordinary Share as quoted on the Stock Exchange on Monday, 19 September 2016 was HK\$0.132. Dealings in Ordinary Shares on an ex-entitlement basis shall commence on Tuesday, 20 September 2016.

The latest time for lodging subscription forms accompanied by the relevant warrant certificates and subscription moneys by holders of the Bonus Warrants in accordance with the terms of the Bonus Warrants to exercise their subscription rights for Ordinary Shares in order to qualify for the Open Offer is 4:00 pm on Wednesday, 21 September 2016.

Ordinary Shareholders and potential investors should note that the Open Offer is conditional upon (i) the Underwriting Agreement having become unconditional and (ii) Orient Victory Real Estate not having terminated the Underwriting Agreement in accordance with the terms thereof. The conditions to the Underwriting Agreement and the circumstances in which Orient Victory Real Estate may terminate the Underwriting Agreement are set out in the sections headed “Conditions of the Underwriting Agreement” and “Termination of the Underwriting Agreement” in the Announcement. If the conditions to the Open Offer are not fulfilled, the Open Offer will not proceed. Ordinary Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 19 September 2016

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.

This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.