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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)**

## INSIDE INFORMATION INVESTMENT IN PRIVATE EQUITY FUND

This announcement is made by Orient Victory China Holdings Limited (the “**Company**”, together with its subsidiaries as “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

### INVESTMENT IN PRIVATE EQUITY FUND

The board of directors of the Company (the “**Board**”) announces that the Company is in discussion with Beijing Tourism Group Company Limited\* (北京首都旅遊集團有限責任公司) (“**Beijing Tourism Group**”) and CCB International (Holdings) Limited (“**CCBI**”) (collectively, the “**Parties**”) in relation to the possible co-investment in a company incorporated in the Cayman Islands (the “**JV Company**”) and, through one or more subsidiaries of the JV Company, the establishment of “China Tourism Culture Industry Investment Fund” (中國旅遊文化產業投資基金) (the “**Fund**”), a private equity investment fund dedicated to investing in certain tourism-related projects (the “**Transaction**”). The Transaction is subject to further negotiation among the Parties and the entering into of definitive agreements among the Company, Beijing Tourism Group and CCBI or their respective affiliates.

### PROPOSED SCOPE OF BUSINESS OF THE JV COMPANY

It is currently intended that the objective of the JV Company will be to carry out certain investment management and advisory activities relating to the tourism sector. The proposed scope of business of the JV Company includes:

- (1) establishing a company, which will be the general partner of the Fund (the “**General Partner**”) and setting up of the Fund; and
- (2) carrying out any other business as the Parties may unanimously agree (including the carrying out of investment management or advisory services or the establishment of other funds or investment vehicles).

## **INFORMATION OF THE FUND**

Subject to further negotiation of the Parties, the Fund is currently proposed to be a close-ended private equity fund, which will be an exempted limited partnership to be established in the Cayman Islands by the General Partner. It is proposed to be established principally to achieve long-term capital appreciation primarily through privately-negotiated investments in equity and/or equity-related securities of companies that operate in or otherwise derive significant business opportunities in the travel sectors and tourism industry and related projects in the PRC or overseas with focuses on tourism destination development and management, study tour services, health and medical tourism, overseas property purchase tour services and integrated tourism in Beijing – Tianjin – Hebei\* (京津冀旅遊一體化).

### **Proposed Capital Commitment to the Fund**

The capital commitment to the Fund is subject to further negotiation of the Parties and their internal approval processes.

## **REASON FOR THE TRANSACTION**

The Group is principally engaged in sale of air-tickets and other travel related services, trading and retail of jewellery products, and other investment holding business.

The Company proposes to invest in the Fund as one of the general partners and intends to participate in the Fund for a long-term investment purpose. The Board considers that the Transaction would provide the Company with a good investment opportunity to enhance investment income in the current low-interest environment and also provide an efficient means to expand the Group's investments in travel-related business, diversify its market coverage and risk exposure and enhance the rate of return of the Group's core business through access of a wider variety of investment channels to which the Group may not have direct access, and therefore bring benefits to the Group.

## **POSSIBLE IMPLICATIONS UNDER THE LISTING RULES**

The Transaction, if materialised, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. As at the date of this announcement, no binding agreement has been entered into among the Parties in relation to the JV Company or the Fund. Further announcement will be made by the Company in accordance with the Listing Rules and Part XIVA of the SFO as and when appropriate.

**The Transaction may or may not materialise as no legally binding documentation has been executed between the Parties and discussions are still in progress. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 13 July 2016

*\* for identification purpose only*

*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.*