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ORIENT VICTORY CHINA HOLDINGS LIMITED

東勝中國控股有限公司

(the “**Company**”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

LISTING OF BONUS WARRANTS ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF BONUS ISSUE

Number of Bonus Warrants: 1,568,476,768

Exercise Price: HK\$0.195 (subject to adjustment)

Stock Code of the Bonus Warrants: 1479

This announcement is made by Orient Victory China Holdings Limited (the “**Company**”) pursuant to the Listing Rules. Unless defined herein or the context otherwise requires, terms used in this announcement shall have the same meaning as defined in the circular of the Company dated 26 April 2016 (the “**Circular**”).

An approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Warrants to be issued as mentioned in the Circular and any New Shares which may fall to be issued upon exercise of the Subscription Rights.

Dealings in the Bonus Warrants on the Main Board of the Stock Exchange are expected to commence from 9:00 a.m. on Thursday, 5 May 2016. The Bonus Warrants will be traded in board lots of 10,000 Bonus Warrants each. The stock code of the Bonus Warrants is 1479.

The certificates for the Bonus Warrants are expected to be posted on Wednesday, 4 May 2016 by ordinary mail at the risk of the holders entitled thereto to their respective addresses shown on the register of members of the Company.

Subject to the compliance with the stock admission requirements of HKSCC, the Bonus Warrants and any New Shares which may fall to be issued upon exercise of the Subscription Rights will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of their dealings on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

A total of 1,568,476,768 Bonus Warrants are to be issued by the Company pursuant to the Bonus Warrants Issue, represented by the Warrant Certificates, conferring the rights in their registered form to the holders thereof to subscribe in cash or by settlement in such manner(s) as agreed by the Company for 1,568,476,768 New Shares at an initial subscription price of HK\$0.195 per New Share (subject to adjustment), at any time during the period commencing from Wednesday, 4 May 2016 and ending on the date falling twelve months from the date of the Instrument (expected to be on Wednesday, 3 May 2017, if that day is not a business day, the business day immediately preceding such day), both days inclusive (the “**Subscription Period**”). The Subscription Rights attaching to the Bonus Warrants may be exercised by 4:00 p.m. (Hong Kong time) on last date of the Subscription Period. Any Subscription Rights which have not been exercised during the Subscription Period will lapse and the relevant Warrant Certificates will cease to be valid for any purpose whatsoever.

Each Warrant Certificate will contain a subscription form printed on the overleaf of the Warrant Certificate. In order to exercise the Subscription Rights, a holder of the Bonus Warrants must complete and sign the subscription form or a consolidated subscription form provided by Union Registrars Limited (the “**Registrar**”) (which shall, once signed and completed, be irrevocable) and deliver such subscription form together with the Warrant Certificate and a remittance of the relevant subscription moneys (or, in the case of a partial exercise, the relevant portion of the subscription moneys) to the Registrar or such other person, firm or company as for the time being who maintains the register of holders of the Bonus Warrants as may be determined by the Directors.

Copies of the Circular are available to the public for information purpose at the Registrar, situated at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong during normal business hours for a period of 14 days from the date of this announcement.

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

Hong Kong, 3 May 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.