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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)**

## **POLL RESULT OF EXTRAORDINARY GENERAL MEETING HELD ON 19 FEBRUARY 2016 IN RESPECT OF THE INVESTMENT AGREEMENT INVOLVING THE PROPOSED ISSUE OF PERPETUAL CONVERTIBLE SECURITIES UNDER SPECIFIC MANDATE**

Reference is made to the announcements of Orient Victory China Holdings Limited (“**Company**”) dated 28 June 2015, 24 July 2015, 14 August 2015, 8 September 2015 and 8 January 2016 respectively, and the circulars of the Company and the notices of the EGM dated 21 August 2015 and 29 January 2016 respectively in relation to the Investment Agreement involving the proposed issue of Perpetual Convertible Securities under specific mandate. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 January 2016 (“**Circular**”).

### **POLL RESULT OF THE EGM**

The Board is pleased to announce that at the EGM held on 19 February 2016, the proposed ordinary resolution as set out in the notice of EGM dated 29 January 2016 (“**Notice of EGM**”) was duly passed by the Independent Shareholders by way of poll.

The poll result in respect of the ordinary resolution proposed at the EGM were as follows:

Ordinary Resolution	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
	For	Against
(a) To approve, confirm and ratify the Investment Agreement and the transactions contemplated thereunder;		
(b) To approve the issue of the CTM Perpetual Convertible Securities and the OGH Perpetual Convertible Securities in accordance with the terms and conditions of the Investment Agreement;	125,777,440 100%	0 0%
(c) To approve the allotment and issue of the Conversion Shares;		

Ordinary Resolution	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
	For	Against
<p>(d) To grant the Directors the Specific Mandate to exercise the powers of the Company to allot and issue the Conversion Shares; and</p> <p>(e) To authorise any one Director to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Investment Agreement and the transactions contemplated thereunder.</p>		

*Note: The full text of the above resolution was set out in the Notice of EGM.*

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of Shares in issue was 10,979,337,380 Shares. As stated in the Circular, Orient Victory Real Estate, CTM and OGH and their respective associates were required to abstain from voting on the above resolution at the EGM. Accordingly, as at the date of the EGM, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution proposed at the EGM was 4,203,722,360 Shares.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholders that are required under the Listing Rules to abstain from voting. No Shareholder had stated his intention in the Circular to vote against the ordinary resolution proposed at the EGM.

Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

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

Hong Kong, 19 February 2016

*As at the date of this announcement, the Board 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.*