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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

Financial Adviser to the Company



Reference is made to the announcements of Orient Victory China Holdings Limited (the “**Company**”) dated 7 July 2015 and 8 September 2015 (together, the “**Announcements**”) and the circular of the Company dated 21 August 2015 in relation to, among others, the Subscription (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular unless the context requires otherwise.

The Board is pleased to announce that all the conditions precedent under the Subscription Agreement have been fulfilled and the Subscription Completion took place on 8 October 2015. The total number of Shares allotted and issued to the Subscribers under the Subscription was 372,466,100 Shares at the Subscription Price of HK\$0.74 per Subscription Shares. The net proceed raised by the Company from the Subscription was approximately HK\$260,624,914.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) immediately before the Subscription Completion; and (ii) immediately after the Subscription Completion:

Shareholder	Immediately before Subscription Completion		Immediately after Subscription Completion	
	No. of Shares	Approximate % of Shares in issue	No. of Shares	Approximate % of Shares in issue
Orient Victory Real Estate Group Holdings Limited (Note 1)	1,207,418,004	66.218	1,207,418,004	54.986
Mr. Dong Xiaojie (Note 2)	300,000	0.016	300,000	0.014
Mr. Law Wang Chak, Waltery (Note 2)	70,000	0.004	70,000	0.003
Subscribers	–	–	372,466,100	16.962
CTM	46,470,000	2.549	46,470,000	2.116
OGH	87,275,000	4.786	87,275,000	3.974
Other public Shareholders	481,868,372	26.427	481,868,372	21.945
Total	1,823,401,376	100%	2,195,867,476	100%

Notes:

- Orient Victory Real Estate is a company incorporated in the BVI and whose entire issued share capital/equity is beneficially owned by Mr. Shi Baodong, an executive Director.
- Mr. Dong Xiaojie and Mr. Law Wang Chak Waltery are independent non-executive Directors.

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

Hong Kong, 8 October 2015

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.