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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 VERY SUBSTANTIAL ACQUISITION ACQUISITION OF 49% EQUITY INTEREST IN CHINA COMFORT TRAVEL GROUP COMPANY LIMITED*

Financial Adviser



Reference is made to the announcements of Orient Victory China Holdings Limited (the “**Company**”) dated 9 April 2015, 12 June 2015, 30 June 2015, 23 August 2015 and 8 September 2015 (together, the “**Announcements**”) and the circular of the Company dated 21 August 2015 in relation to, among others, the Acquisition (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 Equity Transfer Agreement have been fulfilled or waived (where applicable) and the Acquisition Completion took place on 22 September 2015. The Purchaser has assessed each of the events that would trigger adjustments to the Consideration under the Equity Transfer Agreement and the Board considers that no Downward Adjustment is needed to be made to the Consideration and therefore, the final Consideration for the Acquisition is RMB441,000,000.

On Acquisition Completion, pursuant to the Equity Transfer Agreement, the Remaining Balance in the sum of RMB396,900,000 has been paid to a bank account designated by Mr. Li, who will then arrange to distribute the Consideration among the Vendors based on their respective proportion of equity interest in the Target Company.

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

Hong Kong, 22 September 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.

* *for identification purpose only*