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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 RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 8 SEPTEMBER 2015 IN RESPECT OF VERY SUBSTANTIAL ACQUISITION INVOLVING PROPOSED ACQUISITION OF 49% EQUITY INTEREST IN CHINA COMFORT TRAVEL GROUP COMPANY LIMITED* AND SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcements of Orient Victory China Holdings Limited (“**Company**”) dated 9 April 2015, 12 June 2015, 30 June 2015, 7 July 2015 and 23 August 2015 respectively, and the circular of the Company (“**Circular**”) and the notice of the EGM both dated 21 August 2015 (“**Notice of EGM**”) in relation to the very substantial acquisition involving the proposed acquisition of 49% equity interest in China Comfort Travel Group Company Limited* and/or the subscription of new shares of the Company under a specific mandate. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 8 September 2015, all the proposed ordinary resolutions as set out in the Notice of EGM were duly passed by the Shareholders by way of poll.

The poll results in respect of the ordinary resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
		For	Against
1.	(A) To approve, confirm and ratify the Equity Transfer Agreement and the transactions contemplated thereunder; and (B) To authorise any directors of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Equity Transfer Agreement and transactions contemplated thereunder.	1,326,698,004 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
		For	Against
2.	<p>(A) To approve, confirm and ratify the Framework Agreement and the transactions contemplated thereunder; and</p> <p>(B) To authorise any directors of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Framework Agreement and transactions contemplated thereunder.</p>	1,326,698,004 (100%)	0 (0%)
3.	<p>(A) To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder;</p> <p>(B) To approve the allotment and issue of the Subscription Shares;</p> <p>(C) To grant any directors of the Company a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares; and</p> <p>(D) To authorise any one director of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Subscription Agreement and transactions contemplated thereunder.</p>	1,326,698,004 (100%)	0 (0%)

Note: The full text of each of the above resolutions was set out in the Notice of EGM.

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

As at the date of the EGM, the total number of Shares in issue was 1,823,401,376 Shares. As stated in the Circular, no Shareholder is required to abstain from voting on the above resolutions 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 resolutions proposed at the EGM was 1,823,401,376 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder had stated his intention in the Circular to vote against the ordinary resolutions 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, 8 September 2015

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.

* *for identification purpose only*