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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of **Orient Victory China Holdings Limited** (the “**Company**”) will be held at Conference room 3-5, 10th Floor, United Conference Centre, United Centre, 95 Queensway, Hong Kong on Tuesday, 8 September 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as ordinary resolutions of the Company:

“THAT

- (a) the investment agreement dated 27 June 2015 (“**Investment Agreement**”) entered into between the Company as the issuer, Mr. Shi Baodong and Longtrade Genesis Limited as guarantors, and Chance Talent Management Limited (“**CTM**”) and Outstanding Global Holdings Limited (“**OGH**”) as investors, pursuant to which the Company has conditionally agreed to issue the perpetual convertible securities in an aggregate principal amount of HK\$70,000,000 to CTM (“**CTM Securities**”) and the perpetual convertible securities in an aggregate principal amount of HK\$100,000,000 to OGH (“**OGH Securities**”) upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the CTM Securities and the OGH Securities in accordance with the terms and conditions of the Investment Agreement be and is hereby approved;
- (c) the allotment and issue of new ordinary shares of HK\$0.025 each in the share capital of the Company which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the CTM Securities and the OGH Securities in accordance with the terms and conditions of the Investment Agreement (“**Conversion Shares**”) be and is hereby approved;
- (d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company for the allotment and issue of the Conversion Shares (“**Specific Mandate**”) be and is hereby approved;

- (e) any one Director be and is hereby authorised 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, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the CTM Securities and the OGH Securities and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the CTM Securities and the OGH Securities.”

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

Hong Kong, 21 August 2015

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's share registrar in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof should he/she so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint Shareholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

As at the date of this notice, 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.