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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)**

## UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS AND RESUMPTION OF TRADING

This announcement is made by Orient Victory China Holdings Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and pursuant to Rules 13.09 and 13.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“**SFO**”).

Reference is made to the announcement of the Company dated 9 April 2015 (the “**Announcement**”) in relation to, among other things, the very substantial acquisition and the possible issue of new shares of the Company (the “**Shares**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated. The Company is currently in discussion with the Vendors and/or their agent(s) in relation to the potential subscription of the new Shares (the “**Potential Subscription**”). As at date of this announcement, no definitive agreement has been entered into in relation to the Potential Subscription. An announcement will be made by the Company if there shall be any development in this regard in accordance with the Listing Rules and the inside information provisions under Part XIVA of the SFO.

Furthermore, as disclosed in the Announcement, all or part of the Consideration may be financed by funds raised by issue of equity and/or debt securities, and/or borrowings from third parties. The Company currently considers certain fundraising arrangements (the “**Potential Fundraising**”) to raise funds for the payment of the Consideration for the Acquisition, as general working capital of the Company and/or for new business opportunities but has not decided on the details of the Potential Fundraising. As at date of this announcement, no definitive agreement has been entered into in relation to the Potential Fundraising. The Company will make a further announcement in accordance with requirements of the Listing Rules and the inside information provisions under Part XIVA of the SFO if and when the Potential Fundraising shall materialize.

Also, the Company may consider to realise certain listed securities held by it and is currently in discussion on the potential disposal of all or part of such listed securities with a placing agent (the “**Potential Disposal**”). As at date of this announcement, no definitive agreement has been entered into in relation to the Potential Disposal. The Potential Disposal, if it shall materialize, may constitute a notifiable transaction under the Listing Rules and the Company will make a further announcement in accordance with requirements of the Listing Rules and the inside information provisions under Part XIVA of the SFO.

The Board has noted the recent increase in the price and trading volume of the Shares. Save as disclosed above, the Board is not aware of any reasons for such movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 2:46 p.m. on 2 June 2015. The Company has applied to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 3 June 2015.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

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

Hong Kong, 2 June 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.*