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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Orient Victory China Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Orient Victory China Holdings Limited (the "Company") to be held at Boardroom 3-4, M/Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 15 June 2015 at 11:00 a.m. is set out on pages 15 to 18 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting or any adjournment thereof, you are requested to read the notice and complete and return the proxy form in accordance with the instructions printed thereon, to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Such proxy form is also published on The Stock Exchange of Hong Kong Limited's HKExnews website at www.hkexnews.hk and the Company's website at www.orientvictorychina.com.hk. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof, should you so wish and in such event, the proxy form will be deemed to have been revoked.

22 April 2015

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Boardroom 3-4, M/Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 15 June 2015 at 11:00 a.m., or any adjournment thereof, the notice of which is set out on pages 15 to 18 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the Company’s board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Orient Victory China Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed under ordinary resolutions numbered 11(A) and 11(C) in the notice of the AGM set out on pages 15 to 18 of this circular to be granted to the Directors to (i) allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution; and (ii) to extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company made pursuant to and in accordance with the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	17 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as may be amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 11(B) in the notice of the AGM set out on page 17 of this circular to be granted to the Directors to repurchase the Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. SHI Baodong (*Chairman*)

Mr. WANG Jianhua

Ms. XU Yongmei

Non-executive Director:

Mr. LI Yankuan

Independent Non-executive Directors:

Mr. DONG Xiaojie

Mr. HE Qi

Mr. LAW Wang Chak, Waltery

Registered office:

Floor 4, Willow House

Cricket Square PO Box 2804

Grand Cayman KY1-1112

Cayman Islands

Principal Place of

Business in Hong Kong:

2603, 26/F., Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

22 April 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding (i) the proposed granting of the Issue Mandate and the Repurchase Mandate and (ii) the proposed re-election of Directors, and to give you notice of the AGM at which resolutions will be proposed to consider, and if thought fit, approved at the AGM, among other matters, the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 10 June 2014, resolutions were passed by the Shareholders giving general unconditional mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the Listing Rules. These general mandates will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

It is therefore necessary to renew the Issue Mandate and the Repurchase Mandate at the AGM and ordinary resolutions will be proposed to seek the Shareholders' approval for granting of the Issue Mandate and the Repurchase Mandate at such meeting. Details of the aforesaid resolutions are set out in ordinary resolutions numbered 11(A), 11(B) and 11(C) in the notice of the AGM.

As at the Latest Practicable Date, the number of Shares in issue was 1,823,401,376. Subject to the passing of the resolutions in relation to the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Issue Mandate to allot a maximum of 364,680,275 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate and the Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or until revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever occurs first.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Mr. Shi Baodong, Mr. Wang Jianhua, Ms. Xu Yongmei, Mr. Dong Xiaojie, Mr. He Qi and Mr. Law Wang Chak, Waltery, were appointed during the year ended 31 December 2014 and Mr. Li Yankuan was appointed on 18 February 2015. In accordance with Article 99 of the Articles of Association, all of them shall hold office until the AGM and being eligible, have offered themselves for re-election as Directors at the AGM.

To enable the Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 13 of the Listing Rules, are set out in the Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 15 to 18 of this circular. At the AGM, relevant resolutions will be proposed to approve the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's HKExnews website at www.hkexnews.hk and the Company's website at www.orientvictorychina.com.hk. Whether or not you are able to attend the AGM in person, you are requested to read the notice, and complete and return the enclosed

LETTER FROM THE BOARD

form of proxy in accordance with the instructions printed thereon to the office of Company's share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be), should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

VOTE BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 73(c) of the Articles of Association.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for the Repurchase Mandate) and Appendix II (Biographical Details of Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

The English text of this circular and proxy form shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Shi Baodong
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This is an explanatory statement given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to the Listing Rules, which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the number of Shares in issue was 1,823,401,376.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 182,340,137 Shares (representing 10% of the issued share capital of the Company) during the period from the date of the passing of the ordinary resolution numbered 11(B) in the notice of the AGM set out on page 17 of this circular up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase of Shares by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2014) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Shi Baodong ("Mr. Shi"), through Orient Victory Real Estate Group Holdings Limited (which is wholly owned by Mr. Shi), was taken to be interested in 1,331,163,004 Shares, representing approximately 73% of the issued share capital of the Company, and was a substantial shareholder of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full to repurchase the Shares not held by Mr. Shi and his close associate(s) (as interpreted according to the Takeovers Code) and assuming that there is no change in the issued share capital of the Company and the number of Shares held by Mr. Shi, together with his associate(s), remains unchanged, the interests of Mr. Shi and his associate(s) in the issued share capital of the Company would be increased to approximately 81.12% and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but will reduce the amount of Shares held by the public to less than 25% of the total issued share capital of the Company. The Directors have no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the one year ended immediately preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2014		
April	1.000	0.365
May	N/A	N/A
June	0.620	0.400
July	0.970	0.360
August	1.040	0.590
September	0.710	0.455
October	0.710	0.500
November	0.730	0.495
December	0.610	0.480
2015		
January	0.580	0.450
February	0.950	0.540
March	1.000	0.730
April (up to the Latest Practicable Date)	1.370	1.030

Details of the retiring Directors proposed to be re-elected at the AGM at the Latest Practicable Date are set out as follows:

1. Mr. Shi Baodong, Chairman and Executive Director

Aged 46, Mr. Shi is the chairman of nomination committee (the “Nomination Committee”) and a member of remuneration committee (the “Remuneration Committee”) of the Company. Mr. Shi graduated from the Hebei University of Architecture in 1989. He has over 15 years of experience in property development and he is a qualified engineer in the PRC. Mr. Shi is the director of Orient Victory Group HK Holdings Limited (東勝集團香港控股有限公司) and the founder, shareholder and chairman of Shijiazhuang Orient Victory Investment Group Limited* (石家莊市東勝投資集團有限公司), which is principally engaged in property development, including the development of residential properties, commercial properties, properties and ancillary facilities for the elderly, as well as an ecological park and a culture park in the PRC.

Mr. Shi is the vice chairman of the China Real Estate Industry Association and a consultant of its Special Committee for China Urban Development, Special Committee for Elderly Residential Area and Special Committee for China Small Town Development. Mr. Shi is the standing vice president of Hebei Chamber of Commerce in Hong Kong and director of its Ecological Industry Committee. At the same time, he is the vice president of Shijiazhuang General Chamber of Commerce and a member of the 11th Hebei Committee of the Chinese People’s Political Consultative Conference.

Mr. Shi has been appointed as an executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but he will be subject to retirement at the AGM after his appointment and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Shi will be entitled to a director’s fee of HK\$20,000 per year and a salary of HK\$1.92 million per year, which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Shi, through his beneficial interest in Orient Victory Real Estate Group Holdings Limited, is deemed to be interested in 1,331,163,004 Shares. Save as disclosed above, Mr. Shi does not have any other interests in the Shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shi (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Shi as an executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

2. Mr. Wang Jianhua, Executive Director

Aged 51, Mr. Wang holds a master's degree in business administration from the Pacific States University and is a qualified accountant in the PRC. He is currently a vice president in Shijiazhuang Orient Victory Investment Group Limited* (石家莊市東勝投資集團有限公司) and has substantial working experience in the finance and investment field in the PRC.

Mr. Wang has been appointed as an executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but he will be subject to retirement at the AGM and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Wang will be entitled to a director's fee of HK\$20,000 per year and a salary of HK\$600,000 per year, which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy. As at the Latest Practicable Date, Mr. Wang did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Wang as an executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

3. Ms. Xu Yongmei, Executive Director

Aged 42, Ms. Xu graduated from the Hebei Radio and TV University, majoring in financial accounting, in 1996. She completed a course in private equity investment and listed companies advanced research in the School of Continuing Education of Peking University in 2012. Ms. Xu is a qualified accountant in the PRC. She is currently a vice president in Shijiazhuang Orient Victory Investments Group Limited* (石家莊市東勝投資集團有限公司). She also has substantial working experience as finance manager and financial controller in the property development industry.

Ms. Xu has been appointed as an executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but she will be subject to retirement at the AGM and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby she shall vacate her office. Ms. Xu will be entitled to a director's fee of HK\$20,000 per year and a salary of HK\$600,000 per year, which is determined with reference to her experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy. As at the Latest Practicable Date, Ms. Xu did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Xu (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) she does not hold any other position in the Company; and (iii) she does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Ms. Xu as an executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

4. Mr. Li Yankuan, Non-executive Director

Aged 41, Mr. Li is also a member of audit committee of the Company (the "Audit Committee"). Mr. Li graduated from the Civil Engineering Department of Hebei Engineering and Technical College in 1996, majoring in Building Decoration Engineering. He received his Intermediate Professional Title in 2007. Mr. Li served in different positions in Shijiazhuang Orient Victory Investment Group Limited* (石家莊市東勝投資集團有限公司), including cost control manager, deputy general manager of its project company, general manager of its subsidiary and vice president. He has enormous theoretical knowledge of and practical experience in real estate operation and management, and is an expert in the field of cost control, project management, planning and design, etc. He is currently an executive president of Shijiazhuang Orient Victory Investment Group Limited* (石家莊市東勝投資集團有限公司).

Mr. Li has been appointed as a non-executive Director effective from 18 February 2015 for a term of three years and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Li is entitled to receive an annual director's fee of HK\$20,000 which is determined by the Board with reference to his qualification and experience, responsibilities to be undertaken, the Company's remuneration policies and the prevailing market conditions. As at the Latest Practicable Date, Mr. Li did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Li as a non-executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

5. Mr. Dong Xiaojie, Independent Non-executive Director

Aged 52, Mr. Dong is also the chairman of Remuneration Committee. Mr. Dong graduated from the Hebei Normal University, majoring in mathematics in 1984. He is currently a director of Shengyuan Investment Risk Consulting Management Company Limited.

Mr. Dong has been appointed as an Independent Non-executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but he will be subject to retirement at the AGM and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Dong will be entitled to a director's fee of HK\$100,000 per year, which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy. As at the Latest Practicable Date, Mr. Dong did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Dong (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Dong as an independent non-executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

6. Mr. He Qi, Independent Non-executive Director

Aged 59, Mr. He is also a member of Audit Committee and Nomination Committee of the Company. Mr. He has been an independent non-executive director of China Merchants Land Limited, a company listed on the Stock Exchange (stock code: 978), since 2013. He has also

been an independent non-executive director of Evergrande Real Estate Group Limited, a company listed on the Stock Exchange (stock code: 3333), since 2009. Mr. He has been serving as the deputy secretary of the China Real Estate Association since 2006.

Mr. He has been appointed as an independent non-executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but he will be subject to retirement at the AGM and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. He will be entitled to a director's fee of HK\$100,000 per year, which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy. As at the Latest Practicable Date, Mr. He did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. He (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. He as an independent non-executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

7. Mr. Law Wang Chak, Waltery, Independent Non-executive Director

Aged 51, Mr. Law is also the chairman of Audit Committee, and a member of the Remuneration and the Nomination Committee. Mr. Law has been the chief financial officer and non-executive director of Nine Dragons Paper (Holdings) Limited, a company listed on the Stock Exchange (stock code: 2689) from June 2004 to October 2008 and from August 2008 to October 2008, respectively. Mr. Law also served in different key roles such as chief financial officer and vice president of the financial department in four other Hong Kong listed companies for over the past 12 years. Prior to that, Mr. Law had worked in the audit division of Coopers & Lybrand, now PricewaterhouseCoopers, for more than 5 years. Mr. Law is a fellow member of both the Chartered Association of Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Law is also an associated member of the Institute of Chartered Accountants in England and Wales. Mr. Law has over 27 years of experience in financial audit, financial due diligence reviews, merger and acquisitions, corporate restructuring, accounting and corporate financing. Mr. Law graduated from the London School of Economics and Political Science, the University of London with a bachelor's degree in economics in 1991 and a master's degree in financial economics in 1995.

Mr. Law has been appointed as an independent non-executive Director for a specific term until 9 September 2017 pursuant to a service agreement with the Company, but he will be subject to retirement at the AGM and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the articles of association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Law will be entitled to a director's fee of HK\$100,000 per year, which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy. As at the Latest Practicable Date, Mr. Law did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Law (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) he does not hold any other position in the Company; and (iii) he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Law as an independent non-executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

* denotes an English translation of the Chinese name for identification purpose only.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting (“Annual General Meeting”) of **Orient Victory China Holdings Limited** (the “Company”) will be held at Boardroom 3-4, M/Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 15 June 2015 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements together with the Directors’ Report and Independent Auditors’ Report for the year ended 31 December 2014.
2. To re-elect Mr. Shi Baodong as executive Director.
3. To re-elect Mr. Wang Jianhua as executive Director.
4. To re-elect Ms. Xu Yongmei as executive Director.
5. To re-elect Mr. Li Yankuan as non-executive Director.
6. To re-elect Mr. Dong Xiaojie as independent non-executive Director.
7. To re-elect Mr. He Qi as independent non-executive Director.
8. To re-elect Mr. Law Wang Chak, Waltery as independent non-executive Director.
9. To authorize the the Board of Directors to fix the Directors’ remuneration.
10. To re-appoint Messrs. Ernst & Young as auditors of the Company and authorize the Board to fix their remuneration.
11. To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

(A) “**THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of any rights of subscription or conversion under the terms of any securities, warrants or options issued by the Company which carry the right to subscribe for or are convertible into Shares of the Company, or (iii) an issue of shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire Shares of the Company, or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for Shares in the share capital of the Company open for a period fixed by the Directors of the Company to holders of

NOTICE OF ANNUAL GENERAL MEETING

Shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the PRC).”

(B) **“THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the Resolutions Nos. 11(A) and 11(B) set out in the notice convening this Annual General Meeting being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution) shall be added to the aggregate nominal amount of share capital of the Company that may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 11(A) set out in the notice convening this Annual General Meeting.”

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

Hong Kong, 22 April 2015

Notes:

1. A member entitled to attend and vote at the Annual General Meeting 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 Annual 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 Annual General Meeting 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.
4. With regards to the resolution set out in items 11(A) to 11(C) of this notice convening this Annual General Meeting, the Directors of the Company wish to state that they have no immediate proposals either to issue or repurchase any securities of the Company. Approval is being sought from members of the Company as general mandates pursuant to the Listing Rules.