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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a substantial decrease in profit for the year ended 31 December 2014 as compared to that for the year ended 31 December 2013.

Shareholders and potential investors are advised to exercise caution when dealing in the shares or other securities of the Company.

This announcement is made by Orient Victory China Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) (the “**SFO**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the information currently available in the unaudited management accounts of the Group for the year ended 31 December 2014, the Group is expected to record a substantial decrease in profit for such period as compared to a profit of approximately HK\$22 million for the year ended 31 December 2013.

The substantial decrease in profit for the year ended 31 December 2014 is primarily attributable to:

- (i) the disposal loss and fair value loss on financial assets at fair value through profit or loss in the amount of approximately HK\$8 million and HK\$3 million respectively for the year ended 31 December 2014 as opposed to the fair value gain in the amount of approximately HK\$11 million for the year ended 31 December 2013;
- (ii) the non-recurring expenses of professional fees of approximately HK\$2.5 million in total relating to the transactions as disclosed in the Company’s circular dated 12 August 2014 (the “**Circular**”) and announcement dated 7 December 2014 respectively;

- (iii) the non-recurring legal expenses incurred by the Disposal Group (as defined in the Circular), which ceased to be subsidiaries of the Company with effect from completion of the disposal thereof on 4 September 2014, in respect of a series of litigations against Sinosoft Technology Group Limited and other parties as more particularly set out in the Company's announcements dated 20 June 2013, 26 June 2013, 24 July 2013, 30 July 2013, 20 August 2013, 2 September 2013, 3 December 2013 and 12 May 2014 respectively; and
- (iv) a decrease in the revenue and profit from the corporate travel business of the Group for the year ended 31 December 2014 as compared to that for the year ended 31 December 2013 due to the relatively weak economic environment.

The above were partly set off by the gain on disposal of the Disposal Group (as defined in the Circular) at about HK\$23 million.

As the Company is still in the process of finalising the financial results of the Group for the year ended 31 December 2014, the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available and the unaudited management accounts of the Group and is not based on any figures or information which has been audited or reviewed by the auditor or audit committee of the Company. Shareholders and potential investors are advised to refer to the Company's annual results announcement for the year ended 31 December 2014 carefully, which is expected to be published on or before 20 March 2015.

Shareholders and potential investors are advised to exercise caution when dealing in the shares or other securities of the Company.

For and on behalf of
Orient Victory China Holdings Limited
Ip Pui Sum
Company Secretary

Hong Kong, 27 February 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.