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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)**

### **RESULTS OF THE OPEN OFFER OF OFFERED SHARES WITH AN ALTERNATIVE OF UNLISTED PERPETUAL CONVERTIBLE SECURITIES ON THE BASIS OF ONE (1) OFFERED SHARE FOR EVERY FIVE (5) ORDINARY SHARES HELD ON THE RECORD DATE**

Reference is made to announcement of the Company dated 5 September 2016 and the prospectus of the Company dated 29 September 2016 (the “**Prospectus**”) in relation to the Open Offer. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless otherwise stated.

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter. Accordingly, the Underwriting Agreement and the Open Offer became unconditional at 5:00 p.m. on Monday, 17 October 2016.

#### **RESULTS OF THE OPEN OFFER**

As at 4:00 p.m. on Friday, 14 October 2016, being the latest time for acceptance of and payment for the Offered Securities and the excess Offered Securities, a total of 23 valid acceptances in respect of 1,534,873,661 Offered Securities for assured entitlements were received, representing approximately 65.24% of the total Offered Securities offered under the Open Offer. Out of such 23 valid acceptances, 153,742,537 Offered Securities were applied for in the form of Offered Shares and 1,381,131,124 Offered Securities were applied for in the form of Offered Perpetual Convertible Securities (which includes the 1,378,266,004 Offered Perpetual Convertible Securities which Orient Victory Real Estate has taken up in respect of their assured entitlement). Furthermore, a total of 19 valid acceptances in respect of 133,393,895 Offered Securities were received for the Offered Securities by way of excess application, representing approximately 5.67% of the total Offered Securities offered under the Open Offer. Out of such 19 valid acceptances, 129,703,895 Offered Securities were applied for in the form of Offered Shares and 3,690,000 Offered Securities were applied for in the form of Offered Perpetual Convertible Securities.

Based on the acceptance results, the Open Offer was under-subscribed by 684,451,777 Offered Securities. The Underwriter has taken up all the 684,451,777 Offered Securities in the form of Offered Perpetual Convertible Securities pursuant to its underwriting obligation under the Underwriting Agreement.

As all the conditions precedent set out in the Underwriting Agreement have been fulfilled, the Open Offer and the Underwriting Agreement became unconditional at 5:00 p.m. on Monday, 17 October 2016.

Dealings in the Ordinary Shares to be issued under the Open Offer are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 25 October 2016.

## EXCESS OFFERED SECURITIES

Regarding the 133,393,895 excess Offered Securities which had been applied for by way of application under the Excess Application Form, the Board has resolved to fully allot a total of 129,703,895 excess Offered Shares and 3,690,000 units of excess Offered Perpetual Convertible Securities to the applicants.

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE OPEN OFFER

Based on the best knowledge of the Directors and public filings made pursuant to the SFO, the shareholding structure of the Company immediately before and after completion of the Open Offer is set out below:

|                             | Immediately before completion of the Open Offer |               |   | Immediately after completion of the Open Offer |               |   | Immediately after completion of the Open Offer, assuming all the Offered Perpetual Convertible Securities are converted in full |               |   |
|-----------------------------|---|---------------|---|--|---------------|---|---|---------------|---|
|                             | No. of Ordinary Shares                          | %             | No. of Perpetual Convertible Securities | No. of Ordinary Shares                         | %             | No. of Perpetual Convertible Securities | No. of Ordinary Shares  | %             | No. of Perpetual Convertible Securities |
| Orient Victory Real Estate  | 6,891,330,020                                   | 58.582        | -                                       | 6,891,330,020                                  | 57.203        | 2,062,717,781                           | 8,954,047,801   | 63.430        | -                                       |
| Mr. Dong Xiaojie*           | 1,500,000                                       | 0.013         | -                                       | 1,800,000                                      | 0.015         | -                                       | 1,800,000   | 0.013         | -                                       |
| Mr. Law Wang Chak, Waltery* | 350,000   | 0.003         | -                                       | 420,000  | 0.003         | -                                       | 420,000   | 0.003         | -                                       |
| Public                      | <u>4,870,416,645</u>                            | <u>41.402</u> | <u>-</u>                                | <u>5,153,493,077</u>                           | <u>42.779</u> | <u>6,555,120</u>                        | <u>5,160,048,197</u>  | <u>36.554</u> | <u>-</u>                                |
| Total                       | <u>11,763,596,665</u>                           | <u>100</u>    | <u>-</u>                                | <u>12,047,043,097</u>                          | <u>100</u>    | <u>2,069,272,901</u>                    | <u>14,116,315,998</u>   | <u>100</u>    | <u>-</u>                                |

\* Mr. Dong Xiaojie and Mr. Law Wang Chak, Waltery are independent non-executive Directors.

## **DESPATCH OF CERTIFICATES FOR THE OFFERED SECURITIES**

### **Certificates of the Offered Securities for applicants holding the Ordinary Shares in his/her/its own name**

Certificates for all fully-paid Offered Securities will be posted to those entitled thereto by ordinary post at their own risk on or before Monday, 24 October 2016. For each applicant of Offered Shares, one share certificate will be issued for all the Offered Shares allotted to such applicant, and for each applicant of Offered Perpetual Convertible Securities, one certificate for all the Offered Perpetual Convertible Securities will be issued in respect of all the Offered Perpetual Convertible Securities allotted to such applicant.

### **Certificates of the Offered Securities for applicants holding the Ordinary Shares through CCASS**

For beneficial owners holding their Ordinary Shares through CCASS and have subscribed for the Offered Shares, HKSCC will directly credit the number of Offered Shares allocated to his/her/its CCASS account.

For beneficial owners holding their Ordinary Shares through CCASS and have subscribed for the Offered Perpetual Convertible Securities, the Offered Perpetual Convertible Securities received by such persons will initially be held in the name of HKSCC Nominees Limited. HKSCC will not however provide any transfer or conversion services in respect of any Offered Perpetual Convertible Securities. Please refer to the paragraph headed “Transfer and Conversion of the Perpetual Convertible Securities” under the “Letter from the Board” in the Prospectus.

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

Hong Kong, 21 October 2016

*As at the date of this announcement, the Board 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.*

*This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.*