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If you have sold or transferred all your shares or warrants in **ORIENT VICTORY CHINA HOLDINGS LIMITED**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities 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)

(Warrant code: 1479)

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:

P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

*Principal place of business
in Hong Kong:*

2603, 26/F, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

29 March 2017

*To the holders of warrants of the Company, and for information only,
the shareholders of the Company*

Dear Sir or Madam,

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE WARRANTS

Further to the announcement of Orient Victory China Holdings Limited (the “**Company**”) dated 28 March 2017, the board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to remind the holders of existing outstanding warrants issued by the Company (warrant code: 1479) (the “**Warrants**”) entitling holders thereof to subscribe for new shares of

HK\$0.005 each in the share capital of the Company (the “**Share(s)**”) at the initial subscription price of HK\$0.195 per Share which was adjusted to HK\$0.193 per Share with effect from 24 October 2016 (subject to further adjustment) that in accordance with the terms and conditions of the instrument dated 4 May 2016 constituting the Warrants (the “**Instrument**”), the subscription rights attaching to the Warrants (the “**Subscription Rights**”) will expire at 4:00 p.m. on Wednesday, 3 May 2017. However, due to the fact that 3 May 2017 is not a business day, the Subscription Rights will expire on the business day immediately preceding such day pursuant to the Instrument, i.e. at **4:00 p.m. on Tuesday, 2 May 2017**.

Any Subscription Rights which have not been exercised by 4:00 p.m. on Tuesday, 2 May 2017 will lapse and certificates of the Warrants will cease to be valid for any purpose.

In respect of the expiry of the Warrants, the Company has made the following arrangements regarding dealings in, transfers of and exercise of the Subscription Rights:

1. **the last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Wednesday, 26 April 2017 and trading of the Warrants on the Stock Exchange will close after 4:00 p.m. on Wednesday, 26 April 2017.** The listing of the Warrants will be **withdrawn** from the Stock Exchange with effect from **4:00 p.m. on Tuesday, 2 May 2017**, and an application will be made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from **4:00 p.m. on Tuesday, 2 May 2017**.
2. the registered holders of the Warrants who wish to exercise their Subscription Rights must lodge with the share registrar of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (the “**Share Registrar**”) the following documents by **no later than 4:00 p.m. on Tuesday, 2 May 2017**:
 - (i) the relevant certificate(s) of the Warrants;
 - (ii) the duly completed and signed subscription form(s); and
 - (iii) remittances for the relevant exercise moneys.
3. holders of the Warrants who have not registered their holdings in Warrants under their own names and wish to exercise in whole or in part any of their Subscription Rights must lodge with the Share Registrar at the abovementioned address the following documents by **no later than 4:00 p.m. on Tuesday, 2 May 2017**:
 - (i) the relevant duly executed and stamped instrument(s) of transfer(s) and/or other document(s) of title;
 - (ii) the relevant certificate(s) of the Warrants;
 - (iii) the duly completed and signed subscription form(s); and
 - (iv) remittances for the relevant exercise moneys.

Subscription forms and the relevant accompanying documentation lodged with the Share Registrar later than 4:00 p.m. on Tuesday, 2 May 2017 will not be regarded as valid and will therefore not be accepted.

Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank pari passu in all respects with the then existing issued Shares. Under the terms of the Instrument, new Shares will be allotted and issued not later than 21 business days after the date of the exercise of the Subscription Rights.

The closing prices of the Shares and the Warrants on the Stock Exchange on 29 March 2017 (being the latest practicable date prior to the printing of this circular) were HK\$0.125 per Share and HK\$0.015 per Warrant, respectively.

Holders of the Warrants who are in doubt as to their position or their action to be taken are recommended to consult their licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully,
By Order of the Board
Orient Victory China Holdings Limited
SHI Baodong
Chairman