

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



ORIENT VICTORY TRAVEL GROUP COMPANY LIMITED

東勝旅遊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 265)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Orient Victory Travel Group Company Limited (the “**Company**”) will be held at conference room of R3 & R4, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 October 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the conditional equity transfer agreement dated 22 January 2018 entered into between the Company, Orient Victory Group HK Holdings Limited and Heng Sheng Xin Ye (Beijing) Asset Management Co., Ltd.* (恆晟鑫業(北京)資產管理有限公司) as purchasers and Mr. Li Jun Bang as vendor as amended and supplemented by the supplemental agreement date 6 June 2018 (the “**Great Ascent Agreement**”) in relation to the acquisition of 40% of the issued share capital of Great Ascent Limited (“**Great Ascent**”) by the Company subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts and things he/she may in his/her discretion consider necessary, desirable or expedient, for the purpose of or in connection with the implementation of the Great Ascent Agreement and the transactions contemplated thereunder, including but not limited to the execute all such documents under the seal of the Company, where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the completion of the acquisitions of 40% of the equity interest in Great Ascent by the Company.”

2. **“THAT:**

- (a) the conditional equity transfer agreement dated 22 January 2018 entered into between the Company, Orient Victory Property Development Group Co., Ltd.* (東勝房地產開發集團有限公司) and Heng Sheng Xin Ye (Beijing) Asset Management Co., Ltd.* (恆晟鑫業(北京)資產管理有限公司) as purchasers and Jiangsu Yinmao Holding (Group) Co., Ltd.* (江蘇銀茂控股(集團)有限公司) and Mr. Nie Jiangqiang as vendors as amended and supplemented by the supplemental agreement date 6 June 2018 (the “**Yiersan Agreement**”) in relation to the acquisition of 40% of the

issued share capital of Jiangsu Yiersan Real Estate Development Co., Ltd.* (江蘇一二三房地產開發有限公司) (“Yiersan”) by the Company subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts and things he/she may in his/her discretion consider necessary, desirable or expedient, for the purpose of or in connection with the implementation of the Yiersan Agreement and the transactions contemplated thereunder, including but not limited to the execute all such documents under the seal of the Company, where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the completion of the acquisitions of 40% of the equity interest in Yiersan by the Company.”

By order of the Board
Orient Victory Travel Group Company Limited
SHI Baodong
Chairman,
Chief Executive Officer and
Executive Director

Hong Kong, 10 October 2018

Notes:

- (1) A member entitled to attend and vote at the EGM 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 at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
- (3) The record date for the purpose of determining eligibility of the members of the Company to attend and vote at the EGM is Wednesday, 24 October 2018. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 24 October 2018.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) In 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 the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

As at the date of this notice, the Board of the Company comprises three executive Directors, being Mr. Shi Baodong, Mr. Zhao Huining and Mr. MO Yueming, one non-executive Director, being Ms. Song Sining, and three independent non-executive Directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Sui Feng-jih.