

ORIENT VENTURE CAPITAL II INC.

**Management's Discussion and Analysis
First Quarter Ended September 30, 2009
(Expressed in Canadian Dollars)**

Date of Report: November 29, 2009

The following Management discussion and analysis (“MD&A”) should be read in conjunction with interim financial statements of Orient Venture Capital II Inc. (the “Company”) for the three months ended September 30, 2009 and 2008, the Company’s audited financial statements for the year ended June 30, 2009 and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles (“GAAP”). All amounts are stated in Canadian dollars unless otherwise indicated.

Forward-Looking Information

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, or “continue” or the negative thereof or variations thereon or similar terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except required by law.

Description of Business

The Company was incorporated on September 12, 2007 under the *Business Corporations Act* (British Columbia) and is classified as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The Company’s principal purpose is to identify and evaluate business and assets with a view to completing a “Qualifying Transaction” (as defined in Policy 2.4) (“QT”) within twenty four months from the date of listing of the Company’s shares on the Exchange. The Company completed its initial public offering (“IPO”) on February 27, 2008, and its shares were listed and commenced trading on the Exchange on March 5, 2008, under the symbol “OVV.P”.

The QT must be approved by the Exchange, and in the case of a Non Arms Length Qualifying Transaction shareholder approval must be obtained in

accordance with the CPC policy. The Company has not conducted commercial operations other than activities toward completing a QT.

All financial information in this MD&A is prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

The Company has not commenced operations and thereof, no segmented information is available.

Results of Operations

As the Company is a CPC, revenues are limited to interest earned on cash held with a financial institution. All expenses incurred relate to its incorporation, listing on the Exchange as a Capital Pool Corporation and pursuit of a Qualifying Transaction.

The Company incurred a loss of \$16,240 for the three months ended on September 30, 2009.

Summary of Unaudited Quarterly Information

The following table sets out selected unaudited quarterly financial information of the Company and is derived from unaudited financial statements prepared by management. The Company’s interim financial statements are prepared in accordance with Canadian GAAP.

	1 st Quarter Ended September 30, 2009	4 th Quarter Ended June 30, 2009	3 rd Quarter Ended March 31, 2009	2 nd Quarter Ended December 21, 2008	1 st Quarter Ended September 30, 2008	4 th Quarter Ended June 30, 2008	3 rd Quarter Ended March 31, 2008	2 nd Quarter Ended December 31, 2007
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Loss for the period	(16,240)	(37,077)	(8,745)	(43,569)	(5,583)	(47,953)	(40,241)	(13,275)
Loss per Common Share – basic and fully diluted	0.00	(0.01)	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)

Capital Resources and Liquidity

The Company does not currently hold an interest in any other business nor does it have an interest in any capital assets. The Company's activities have been funded through equity financing and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

There can be no assurance that the Company will be successful in its endeavors. If funds are not available or other sources of finance can not be obtained, then the Company will be forced to curtail its activities to a level for which funding is available and can be obtained.

As of September 30, 2009, the Company had a net working capital of \$159,765 with \$182,456 in cash.

While the Company is a CPC, no more than 30% of the gross proceeds from the sales of securities issued by the Company may be used for general and administrative purposes (including IPO related expenses) with the balance to be available for specified expenses in connection with the identification and evaluation of assets or businesses in connection with initiating and completing a Qualifying Transaction. The Company estimates that its monthly permitted general and administrative expenses going forward until the completion of a QT, as ultimately anticipated, will be less than \$10,000 per month on average, offset to some extent by interest income.

Off-Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements requiring disclosure.

Related Party Transactions

During the year, the Company paid office assistant service charges to a company controlled by a director in the amount of \$1,200 (2009 - \$2,800).

The transactions with related parties are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

There were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors of the Company were compensated for service in their capacity as directors (including any additional amounts payable for committee participation or special assignments), or for services as consultants or experts.

Proposed Transactions

On October 26, 2009, the Company announced a share exchange agreement dated October 23, 2009 with Mr. Yiliang Chen pursuant to which Mr. Chen agrees to exchange 2,676,902 shares of China Dongxiang (Group) Co. Ltd. ("Dongxiang") in exchange for 10,000,000 of the Company's shares at a deemed value of \$0.20 per share. As a result of this announcement, trading in the Company's shares will remain halted until the Qualifying Transaction completes, or until documentation is filed with the Exchange.

Dongxiang is a leading international sportswear brand enterprise based in China and is primarily engaged in the design, development, marketing and wholesale of branded sportswear.

Completion of the acquisition is subject to a number of conditions, including but not limited to, a definitive agreement entered into with Dongxiang, and approval of the Exchange. The acquisition will not close until conditional approval is obtained from the Exchange. There can be no assurance that the acquisition will be completed as proposed or at all.

On October 25, 2009, the Company signed a letter of intent with Shanxi International Electricity Investment Co., Ltd. ("Shanxi IEIC") to create a strategic alliance for future investment opportunities in China. Shanxi International Electricity Group Co., Ltd. is the only wholly state owned electricity industrial company in the province of Shanxi. Under the letter of intent, each of the Company and Shanxi IEIC will have a right of first refusal to participate in the investment opportunities identified by either party.

On November 4, 2009, the Company entered into another letter of intent with China-Singapore Suzhou Industrial Park Development Group Co., Ltd. (“CSSD”) pursuant to which CSSD agrees to provide the Company with necessary assistance and guidance to set up a venture investment company in Suzhou Industrial Park. Furthermore, CSSD also agrees to provide incentives and support to the Company’s venture investment company upon its establishment.

On November 27, 2009, the Company announced a loan agreement with Mr. Wei Wang. Pursuant to the loan agreement, Mr. Wang has agreed to loan the Company an amount of CDN\$200,000 (the “Loan”), bearing a fixed interest rate at eight percent (8%) per annum, maturing at the earlier of: 1) 12 months from the date of the advance; and 2) at the time of closing of an equity financing within 12 months from the date of the advance where the Company issues shares of its common stock for cash consideration. The Company intends to use the proceeds of the Loan to finance the expenses and costs related to completion of the Qualifying Transaction entered on October 23, 2009.

Financial Instruments and Other Instruments

During the three months period ended September 30, 2009, the Company’s financial instruments consist of cash, GST receivable, accounts payable and accrued liabilities. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair values of these financial instruments approximate their carrying values.

Outstanding Share Data

The following table summarizes the Company’s outstanding share data as of the date of this Management Discussion and Analysis:

	Common Shares	
	Outstanding	Amount
Seed shares	2,600,000	\$130,000
IPO shares	3,000,000	300,000
Private placements	-	-
Share issuance costs	-	(124,434)
Total	5,600,000	\$306,556

2,000,000 shares are subject to an escrow agreement and will be released from escrow in stages upon completion of the Company’s QT and every six months thereafter.

As of September 30, 2009, the total outstanding and exercisable options and warrants are listed below:

	Number of Shares	Exercise Price	Expiry Period
Stock options granted to directors and officers	560,000	\$0.10	March 4, 2013
Warrant granted to agent	300,000	\$0.20	March 4, 2010

Risk and Uncertainties

Financial risks include commodity prices, interest rates the Canadian/US dollar exchange rate, all of which are beyond the Company's control.

As of the date hereof, the Company has not completed a Qualifying Transaction pursuant to the policies of the Exchange, and there can be no assurance the Company will be able to complete a Qualifying Transaction within the time period permitted or at all.

Any Qualifying Transaction will be subject to the Exchange acceptance and may be subject to shareholder approval.

The Company does not believe it is subject to any significant credit risk although cash is held with a major financial institution.

Disclosure Controls and Procedures

The Company's Chief Financial Officer and Chief Executive Officer (the "Certifying Officers" are responsible for establishing and maintaining disclosure controls and procedures ("the procedures") which provide reasonable assurance that information required to be disclosed by the Company under provincial securities legislation (the "Required Filings") is reported within the time periods specified. Without limitation, the Procedures are designed to ensure that material information relating to the Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Certifying Officers evaluate the effectiveness of the Company's Procedures on a regular basis throughout the year and have concluded that the Procedures in

place as of the end of the period covered by the Required Filings are effective in providing reasonable assurance that material information relating to the Company is accumulated and communicated to management and reported within the time periods specified.

There were no changes to the Company's internal control or in other factors that could materially affect these controls during the most recent quarter ended September 30, 2009, including any significant deficiencies or material weakness of internal controls that would require corrective action.

Following the strategic plan for the direction of accounting standards in Canada adopted by CICA Accounting Standards Board ("AcSB") in January 2006, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS") by the end of fiscal year of 2011. The Company will finish assessment of the impact of convergence of Canadian GAAP and IFRS by March 31, 2010 and prepare a detailed conversion plan in the fourth quarter of fiscal 2010 and thereafter begin execution to this plan. It is currently not possible to fully determine the impact of conversion to IFRS on the financial statements and any potential business impacts, as our diagnostic phase is not complete and as accounting standards and related interpretations continues to change.

Approval

The Board of Directors of Orient Venture Capital Inc. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information, on the SEDAR website at www.sedar.com.