VICTORY CITY INTERNATIONAL HOLDINGS LIMITED
冠華國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 539)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be held at 11:30 a.m. on Thursday, 10 July 2014 at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong.

I/We*(note a)* ______________________________

of ______________________________

being the holder(s) of ______________________________*(note b)* shares of HK$0.01 each (the "**Shares**") of Victory City International Holdings Limited (the "**Company**") hereby appoint the chairman of the special general meeting of the Company (the "**Meeting**")

or ______________________________

of ______________________________

to act as my/our proxy*(note c)* at the Meeting to be held at 11:30 a.m. on Thursday, 10 July 2014 at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast*(note d)*.

	ORDINARY RESOLUTIONS	FOR *(note d)*	AGAINST *(note d)*
1	To approve, confirm and ratify the Share Sale Agreement on the terms and subject to the conditions as more particularly set out in the Circular and the transactions contemplated thereunder.#		
2	To approve, confirm and ratify the Acquisition Agreement on the terms and subject to the conditions as more particularly set out in the Circular and the transactions contemplated thereunder.#		
3	To approve each of the Guarantees (as defined in the Circular) and to authorise the directors of the Company to do for and on behalf of the Company all such further acts and things and execute all such documents (including the Guarantees to be given by the Company) for and on behalf of the Company.#		

Full text of each of the relevant resolutions is set out in the notice dated 18 June 2014 convening the Meeting.

Capitalised terms used in this proxy form shall have the same meanings as defined in the circular to the shareholders of the Company dated 18 June 2014.

Dated this ____________ day of ____________ 2014

Shareholder's signature ______________________________ *(notes e, f, g and h)*

Notes:

a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.

b. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the special general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed proxy in the space provided.

d. **If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "FOR". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "AGAINST"**. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.

e. In the case of a joint holders of any share, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.

g. To be valid, this form of proxy and/or a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.

h. Any alteration made to this form should be initialled by the person who signs the form.

i. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.

* *For identification purposes only*