



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 10:00 a.m. on Friday, 29 April 2016 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 10:00 a.m. on Friday, 29 April 2016 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 box to indicate how you wish your vote to be cast^(note d).

ORDINARY RESOLUTION		FOR ^(note d)	AGAINST ^(note d)
1.#	<p>(a) to approve the Placing Agreement;</p> <p>(b) to authorise any one Director to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Placing Agreement to, including without limitation, allot and issue the Placing Shares;</p> <p>(c) to approve all other transactions contemplated under the Placing Agreement; and</p> <p>(d) to approve the grant of the unconditional specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Placing Shares pursuant to the Placing Agreement.</p>		

Full text of the resolution is set out in the notice dated 13 April 2016 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 13 April 2016.

Dated this _____ day of _____ 2016

Shareholder's signature _____^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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).
- 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.
- If you wish to vote for the resolution set out above, please tick ("√") the box marked "FOR". If you wish to vote against the resolution, please tick ("√") the box marked "AGAINST".** If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- In the case of 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.
- 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.
- 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.
- Any alteration made to this form should be initialled by the person who signs the form.
- 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