



# 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 convened at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on Friday, 30 June 2017 at 10:00 a.m..**

I/We<sup>(note a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_<sup>(note b)</sup> shares (the “Shares”) of HK\$0.01 each 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<sup>(note c)</sup> at the Meeting to be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on Friday, 30 June 2017 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Capitalised terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 13 June 2017.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast<sup>(note d)</sup>.

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | FOR <sup>(note d)</sup> | AGAINST <sup>(note d)</sup> |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1.#                  | (a) To approve the Subscription Agreement and transactions contemplated thereunder;<br>(b) to authorise the Directors to (i) issue the Convertible Bonds to the Subscribers; and (ii) issue and allot the Conversion Shares on the terms and subject to the conditions of the Convertible Bonds;<br>(c) to approve the grant of an unconditional specific mandate to the Directors to exercise the powers to allot, issue and deal with the Conversion Shares pursuant to the terms of the Convertible Bonds; and<br>(d) to authorise the Directors to do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Subscription Agreement and the transactions contemplated thereunder. |                         |                             |
| 2.#                  | To approve the Whitewash Waiver.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                         |                             |

# Full text of the resolutions are set out in the notice dated 13 June 2017 convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Shareholder's signature \_\_\_\_\_<sup>(notes e, f, g and h)</sup>

\* For identification purposes only

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered 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 as 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 set out above, please tick (“√”) the box marked “Against”. If this 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; 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.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This 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 (i.e. 10:00 a.m. on Wednesday, 28 June 2017, Hong Kong time) 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Secretaries Limited at the above address.