



Victory Securities (Holdings) Company Limited

勝利證券(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8540)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 NOVEMBER 2023 AND ANY ADJOURNMENT THEREOF

I/We (name) _____
(Block capitals, please) of (Address) _____
being the holder(s) of _____ (Note 1) shares of HK\$0.01 each in the capital of Victory Securities (Holdings)
Company Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary
general meeting of the Company (the “EGM”) to be held at 2:00 p.m. on Thursday, 30 November 2023 at Room 1101-03, 11th Floor, Yardley
Commercial Building, 3 Connaught Road West, Hong Kong and at any adjournment thereof or on any resolution or motion which is proposed
thereat. My/our proxy is authorised and instructed to vote as indicated (Note 3) in respect of the undermentioned resolution:

	ORDINARY RESOLUTION	FOR (Note 3)	AGAINST (Note 3)
1.	To approve the Financing Service Agreements (as defined in the circular of the Company dated 31 October 2023) and the relevant annual caps for each of the three years ending 31 December 2026.		

Date this _____ day of _____ 2023 Signature(s) (Note 5): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names 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 member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and 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, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time appointed for the holding of the EGM (i.e. 2:00 p.m. on Tuesday, 28 November 2023) or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above EGM (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. If you attend and vote at the EGM, this form of proxy will be deemed to be revoked.
- The ordinary resolution herein is in summary form. The full text of the ordinary resolution is set out in the notice of the EGM.

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 EGM 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/Union Registrars Limited at the above address.