



VICTORY CITY INTERNATIONAL HOLDINGS LIMITED

冠華國際控股有限公司*

(Joint provisional liquidators appointed)
(For restructuring purposes only)
(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 10:00 a.m. on Thursday, 18 March 2021 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
(the “Shares”) of HK\$0.1 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^(note c) at the Meeting to be held at 10:00 a.m. on Thursday, 18 March 2021 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.

Capitalised terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 23 February 2021.

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

SPECIAL RESOLUTION		FOR ^(note d)	AGAINST ^(note d)
1.#	To approve the Amendment to Bye-Laws.		
ORDINARY RESOLUTIONS		FOR ^(note d)	AGAINST ^(note d)
2.#	To approve the Share Consolidation.		
3.#	To approve the Increase in Authorised Share Capital.		
4.#	To approve the Deed of Amendment A and transactions contemplated thereunder, and the allotment and issue of the Conversion Shares A under a specific mandate.		
5.#	To approve the Deed of Amendment B and transactions contemplated thereunder, and the allotment and issue of the Conversion Shares B under a specific mandate.		

Full text of the resolutions is set out in the notice dated 23 February 2021 convening the Meeting.

Dated this _____ day of _____ 2021

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

* For identification purposes only

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered 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 (“**Meeting**”) or” and insert the name and address of the person appointed as 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 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 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 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 together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, 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 Tuesday, 16 March 2021, Hong Kong time) 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 so 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 (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 authorised 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.