



VICTORY GROUP LIMITED

華多利集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1139)

Form of Proxy for use at the Special General Meeting (and at any adjournment thereof) to be held on 7 May 2012 (the “SGM”)

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the share capital of
Victory Group Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE SGM (Note 3) or _____
of _____

as my/our proxy to vote and act for me/us at the SGM (and at any adjournment thereof) of the Company to be held at Fountains Room 1-2, LG Floor, Hotel Nikko, Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Monday, 7 May 2012 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the notice convening the SGM and at the SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below (Note 4).

		FOR	AGAINST
SPECIAL RESOLUTION			
1.	Resolution No. 1 in relation to the Capital Reorganisation set out in the notice of SGM		
ORDINARY RESOLUTIONS			
2.	Resolution No. 2 in relation to the Open Offer (including the Whitewash Waiver and the absence of excess application arrangement) set out in the notice of SGM		
3.	Resolution No. 3 in relation to the change in board lot size set out in the notice of SGM		
4.	Resolution No. 4 in relation to the Agreement and the transactions contemplated thereunder (including the Acquisition) set out in the notice of SGM		

Dated this _____ day of _____ 2012

Signed (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE SGM**” here inserted and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the SGM is entitled to appoint more than one proxy to attend and vote on his behalf at the SGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS PROXY. 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, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- The full text of the resolutions appear in the notice of the SGM contained in the circular to the shareholders of the Company dated 16 April 2012.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, 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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the SGM or adjourned SGM (as the case may be).
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish, in such event, the instrument appointing a proxy shall be deemed to be revoked.