

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED
本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

Reference is made to the prospectus (the "Prospectus") issued by Victory Group Limited Limited (the "Company") dated [18 May 2012] in relation to the Open Offer. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述華多利集團有限公司(「本公司」)日期為二零一二年五月十八日內容有關公開發售的發售章程(「發售章程」)。除文義另有所指外，本申請表格所用的詞彙與發售章程所界定者具有相同涵義。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE ADDRESSEE(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE [AFTER 4:00 P.M. ON FRIDAY, 1 JUNE 2012.]

本申請表格具有價值，但不可轉讓，並僅供下列人士使用。二零一二年六月二日(星期五)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER OF SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

閣下如對本申請表格有任何疑問，應諮詢閣下的股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

Dealings in the Shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or other registered dealer of securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份的買賣可透過中央結算及交收系統(「中央結算系統」)進行交收，閣下應就此等交收安排詳情及此等安排可能对閣下權利及權益造成的影響諮詢閣下的股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

各份章程文件的副本已根據公司條例第342C條的規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何章程文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司(「香港結算」)對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘發售股份獲准在聯交所上市及買賣，發售股份將獲香港結算接納為合資格證券，可自發售股份開始買賣當日或由香港結算所指定的其他日期起在中央結算系統內寄存、結算及交收。所有中央結算系統的活動均須依據不時有效的中央結算系統一般規則及中央結算系統運作程序規則進行。



VICTORY GROUP LIMITED
華多利集團有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立的有限公司)
(Stock Code: 1139)
(股份代號: 1139)

OPEN OFFER OF 851,406,380 OFFER SHARES
AT HK\$0.13 PER OFFER SHARE
ON THE BASIS OF ONE HUNDRED AND TEN OFFER SHARES
FOR EVERY ONE SHARE HELD ON THE RECORD DATE
按於記錄日期持有每一股股份
獲發一百一十股發售股份的基準
以每股發售股份0.13港元的價格公開發售851,406,380股發售股份
(BY NO LATER THAN 4:00 PM ON [FRIDAY, 1 JUNE 2012])
(不得遲於二零一二年六月二日(星期五)下午四時正前)

APPLICATION FORM
申請表格

Registered office:
註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM 11

Principal place of business:
Suite 1609, 16th Floor
New East Ocean Centre
9 Science Museum Road
Tsimshatsui
Kowloon
Hong Kong
主要營業地點:
香港
九龍
尖沙咀
科學館道9號
新東海商業中心
16樓1609室

Branch share registrar and transfer office
in Hong Kong:
Tricor Tengis Limited
26/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處:
卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Name(s) and address of registered Qualifying Shareholder(s) 已登記的合資格股東姓名及地址

Number of Shares registered in your name on [17 MAY 2012]
於二零一二年五月十七日以下閣下名義登記的股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment
閣下獲保證配發的發售股份數目

Box B
乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

Number of Offer Shares applied for
申請認購的發售股份數目

Remittance enclosed
隨附股款
HK\$
港元

Box D
丁欄

Application can only be made by the registered Qualifying Shareholder(s) named above.
認購申請僅可由上述已登記的合資格股東作出。
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.13).
請於丁欄填寫所申請認購的發售股份數目及隨附的股款金額(以申請認購的發售股份數目乘以0.13港元計算)
Any payments for Offer Shares should be rounded down to 2 decimal points.
發售股份的任何付款款額應調低至兩個小數點。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who had an address in Hong Kong on the register of members on [Thursday, 17 May 2012] on the basis of an assured allotment of one hundred and ten (110) Offer Shares for every one (1) Share held on [Thursday, 17 May 2012].

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發的發售股份數目。在發售章程所述者規限下，上述配額乃向於二零一二年五月十七日(星期四)名列本公司股東名冊而在股東名冊所示地址為香港地址的股東作出，基準為按於二零一二年五月十七日(星期四)所持每一(1)股股份獲保證配發一百一十(110)股發售股份。

If you wish to apply for any Offer Shares, you should complete and sign this Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) must be in Hong Kong dollars and made payable to "Victory Group Limited – Open Offer" under assured allotment and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Non-Qualifying Shareholders.

倘閣下欲申請認購發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及的全數應繳款項的足額股款，交回本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項，並須註明抬頭人為「Victory Group Limited – Open Offer」(如申請認購保證配額)以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。任何為非合資格股東的人士不得申請認購發售股份。



VICTORY GROUP LIMITED

華多利集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1139)

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to Tricor Tengis Limited or some person(s) nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the memorandum and bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the procedures set out herein.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.13). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

No excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than [4:00 p.m. on Friday, 1 June 2012]. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a bank in Hong Kong and made payable to "**Victory Group Limited – Open Offer**" and crossed "**Account Payee Only**". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by [4:00 p.m. on Friday, 1 June 2012], your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

You will receive one share certificate for all the Offer Shares to be issued to you. Share certificate(s) is/are expected to be posted by ordinary post to you on or before [Wednesday, 6 June 2012] at your own risk.



VICTORY GROUP LIMITED

華多利集團有限公司

(於百慕達註冊成立的有限公司)
(股份代號：1139)

條件

1. 非合資格股東不得申請認購任何發售股份。
2. 概不會就收到的申請認購款項發出收據，惟預期申請獲全數或部份接納的發售股份股票將以平郵按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位的獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權卓佳登捷時有限公司或彼等提名的其他人士代表申請人辦理本申請表格或其他文件的任何登記手續，以及一般地進行有關公司或人士認為必需或合宜的所有其他事宜以根據發售章程所述安排，將申請人所申請認購的數目或較少數目的發售股份登記在申請人名下。
4. 發售股份的申請人承諾簽署所有文件並採取一切其他必要行動以讓申請人登記成為所申請認購的發售股份的持有人，惟須符合本公司組織章程大綱及公司細則的規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取的一切利息（如有）將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份的權利不得轉讓。
7. 本公司保留權利接受或拒絕任何未符合本表格所載手續的發售股份認購申請。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於申請表格乙欄所列 閣下獲保證配發的發售股份數目。

欲申請認購少於 閣下獲保證配發的發售股份數目，請在本申請表格丁欄內填上欲申請認購的發售股份數目及應繳款項總額（以申請認購的發售股份數目乘以0.13港元計算）。倘所收到的相應認購款項少於所填上的發售股份數目的所需股款，則申請人將被視作申請認購已收全數款項所代表的較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目的發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目的發售股份。

本公司將不會向合資格股東提呈額外發售股份，而任何未由合資格股東認購的發售股份將由包銷商包銷。

填妥本申請表格並將足額股款相應地緊釘其上後，請將表格對摺並於二零一二年六月一日（星期五）下午四時正前交回本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項，支票必須以香港銀行戶口開出，而銀行本票則須由香港銀行發出，並以「Victory Group Limited – Open Offer」為抬頭人以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格，連同本申請表格丙欄或丁欄（視情況而定）所示足額股款於二零一二年六月二日（星期五）下午四時正前收到，否則 閣下申請認購發售股份的權利以及一切有關權利將視作被拒絕而予以註銷。

閣下將會就發行予 閣下的所有發售股份獲發一張股票。預期股票將於二零一二年六月六日（星期三）或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。



VICTORY GROUP LIMITED

華多利集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 1139)

(股份代號: 1139)

To: Victory Group Limited
致: 華多利集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.13 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated [18 May 2012] and subject to the memorandum and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人／吾等為背頁所列股份的登記持有人，現申請認購乙欄（或倘及只要填妥丁欄，則丁欄（視情況而定））指定的發售股份數目，並附上按每股發售股份0.13港元的價格計算須於申請時繳足的全數股款**。本人／吾等謹此依照日期為二零一二年五月十八日的發售章程所載的條款及條件，以及貴公司的組織章程大綱及公司細則所載各項規定，接納有關數目的發售股份，而本人／吾等謹此承諾並同意接納相等於或少於與本申請有關的發售股份數目。本人／吾等謹此授權貴公司將本人／吾等的姓名列入股東名冊，作為上述有關數目或數目較少的發售股份的持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date _____ 2012

日期: 二零一二年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥) 乙欄所列明的發售股份總數)	Total amount of remittance (being the total specified in Box D or, failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥) 丙欄所列明的股款總額)	Name of bank on which cheque/ banker's cashier order is drawn 支票／銀行本票的付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Victory Group Limited – Open Offer" (see the section headed "Procedures for Application" on the reverse side of this form)

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Victory Group Limited – Open Offer」為抬頭人劃線開出（詳情請參閱本表格背頁「申請手續」一節）

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售的條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發的發售股份數目的有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表的發售股份數目。倘股款少於認購上欄所填數目的發售股份所需股款，則閣下將被視作申請認購已收到款項所代表的發售股份數目。申請將被視作為申請認購完整的發售股份數目而作出。