



VICTORY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1139)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1. No person, not being a director retiring at the meeting or a person recommended by the board of directors of the Company (the “**Board**”) for election, be eligible for election to the office of director of the Company (the “**Director**”) at any general meeting, unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the address provided in paragraph 3 below.
2. The period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which such notices are given shall be at least seven (7) days.
3. If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice at the Company’s principal place of business in Hong Kong at Suite 1609, 16th Floor, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong.
4. The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; and (ii) must be signed by a shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
5. In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

By Order of the Board
Victory Group Limited
Chan Chun Choi
Chairman and Managing Director

Hong Kong, 1 June, 2012