VICTORY CITY INTERNATIONAL HOLDINGS LIMITED
冠華國際控股有限公司*
(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, 22 April 2010 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$0.01 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, 22 April 2010 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.

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

	ORDINARY RESOLUTIONS	FOR$^{(note\ d)}$	AGAINST$^{(note\ d)}$
1(a)	To approve the Kimberley-FG (Holdings) Master Agreement and the related proposed annual caps		
1(b)	To approve the Mayer-FG (Holdings) Master Agreement and the related proposed annual caps		

Dated this _____ day of _____ 2010

Shareholder's signature _____$^{(notes\ e,\ f,\ g\ and\ h)}$

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 (the "Meeting") or" and insert the name and address of the person appointed 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 Common 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 and/or a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting 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 wish.

* *For identification purpose only*