



ORIENT VICTORY CHINA HOLDINGS LIMITED

東勝中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

Proxy Form for use at the Annual General Meeting to be held on Wednesday, 25 May 2016 or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share(s) of HK\$0.005 each in the share capital of Orient Victory China Holdings Limited (the “Company”) hereby appoint the Chairman
of the Meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Plaza
1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 25 May 2016 at 11:00 a.m. or
any adjournment thereof, on the under-mentioned resolutions as indicated, and, if no such indication is given, my/our proxy thinks fit:

| Ordinary Resolutions ^(Note 4) | | For ^(Note 5) | Against ^(Note 5) |
|--|--|-------------------------|-----------------------------|
| 1. | To consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2015. | | |
| 2. | To re-elect Ms. Xu Yongmei as executive director of the Company. | | |
| 3. | To re-elect Mr. Li Yankuan as non-executive director of the Company. | | |
| 4. | To re-elect Mr. He Qi as independent non-executive director of the Company. | | |
| 5. | To authorize the board of directors to fix the directors' remuneration. | | |
| 6. | To re-appoint Messrs. KPMG as independent auditor of the Company and authorize the board of directors to fix their remuneration. | | |
| 7(A). | To grant a general mandate to the directors of the Company to issue new shares. | | |
| 7(B). | To grant a general mandate to the directors of the Company to repurchase shares. | | |
| 7(C). | To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased. | | |

Dated this _____ day of _____ 2016 Signed ^(Note 6): _____

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 will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
- The full texts of the ordinary resolutions appear in the notice of the annual general meeting contained in the circular to the shareholders of the Company dated 22 April 2016.
- IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked “**FOR**”. If you wish to vote against any resolution, tick the appropriate box(es) marked “**AGAINST**”. Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
- In order to be valid, this proxy form together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's branch share registrar.