



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 Extraordinary General Meeting to be held on Tuesday, 8 September 2015 or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share(s) of HK\$0.025 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 Extraordinary General Meeting of the Company to be held at Conference
room 3-5, 10th Floor, United Conference Centre, United Centre, 95 Queensway, Hong Kong on Tuesday, 8 September 2015 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:

		For ^(Note 4)	Against ^(Note 4)
1.	(A) To approve, confirm and ratify the Equity Transfer Agreement and the transactions contemplated thereunder; and (B) To authorise any directors of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Equity Transfer Agreement and transactions contemplated thereunder.		
2.	(A) To approve, confirm and ratify the Framework Agreement and the transactions contemplated thereunder; and (B) To authorise any directors of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Framework Agreement and transactions contemplated thereunder.		
3.	(A) To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder; (B) To approve the allotment and issue of the Subscription Shares; (C) To grant any directors of the Company a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares; and (D) To authorise any one director of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Subscription Agreement and transactions contemplated thereunder.		

Dated this _____ day of _____, 2015 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 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.
- 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 share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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.