



Notice of 2022 Extraordinary General Meeting

Date of Meeting: Thursday, 31 March 2022

Time of Meeting: 2:30pm Australian Eastern Time (2:30pm Australian Eastern Daylight Time)

Place of Meeting: The meeting will be held via live webcast at:

<https://web.lumiagm.com/394-425-223>

Due to the ongoing COVID-19 pandemic, the meeting will be held via a live webcast. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and in accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be despatching physical copies of the notice of Meeting (Notice). Instead, a copy of the Notice can be viewed and downloaded online at <https://sinovictor.com/investor-relations/>.

Victor Group Holdings Ltd

ACN 165 378 834

For personal use only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting (**Meeting**) of Victor Group Holdings Limited (**Company**) will be held via live webcast on Thursday, 31 March 2022 commencing at 2.30pm AEDT. Further details of each item of business to be considered at the Meeting are set out in the Explanatory Statement. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Definitions section of the Explanatory Statement.

The Company intends to conduct a poll on the resolutions.

When: Thursday, 31 March 2022 at 2.30pm (AEDT)

Attend via: <https://web.lumiagm.com/394-425-223>

Meeting ID: 394-425-223

Shareholders who wish to participate in the EGM online may do so by entering the following URL into an internet browser on your computer, laptop, smartphone, tablet or other smart device:

<https://web.lumiagm.com/394-425-223>

You can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the online voting user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760

Attending the meeting online enables shareholders to view the General Meeting live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Shareholders participating in the Meeting will be able to cast direct votes between the commencement of the Meeting and the closure of voting as announced by the Chair during the Meeting.

If you are not able to attend the Meeting to vote, the Board encourages you to lodge your votes online at <https://www.votingonline.com.au/vigegm2022>. You will require to enter your Postcode or Country of Residence (if outside Australia), your Voting Access Code (VAC). Kindly note that the Chair intends to vote in favour of each Resolution found within this Notice of Meeting.

ITEMS OF BUSINESS

1. Resolution 1: Appointment of William Buck (VIC) Pty Ltd as Auditor

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of the Section 327B(1) of the Corporations Act and for all other purposes, William Buck (VIC) Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company.”

Voting by Proxy

Shareholders are encouraged to submit proxy votes online at <https://www.votingonline.com.au/vigegm2022>. You will require to enter your Postcode or Country of Residence (if outside Australia), and your Voting Access Code (VAC) provided with your proxy, or if you have not elected to receive notices from the Company by email, a copy of your personalised proxy form will be sent to you by mail enclosed with this letter.

Please complete and sign the enclosed proxy form and lodge as per the options below:

- a) Send the proxy form by fax to the Company’s share registry on fax number + 61 2 9290 9655;
- b) Deliver the proxy form to the Company’s share registry, Boardroom Pty Limited, Level 12, 225 George St, Sydney NSW 2000 Australia; or
- c) Post the proxy form to the Company’s share registry, Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia.

So that it is received no later than 2:30pm AEDT 29 March 2022, being not less than 48 hours prior to the commencement of the Meeting. Proxy forms received later than this time will be invalid.

When the proxy form is executed under the power of attorney, the power of attorney must be lodged in the same way as the proxy form.

Enquiries

Shareholders are invited to contact the Company Secretary, Mr Jun Wu on 0431 125 161 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

Dated 25 Feb 2022

BY ORDER OF THE BOARD

JUN WU
SECRETARY

EXPLANATORY STATEMENT

Resolution 1: Appointment of William Buck (VIC) Pty Ltd as Auditor

In accordance with s327c of the Corporations Act the Company announced to the ASX that effective from 16 July 2021 William Buck (Vic) Pty Ltd ("William Buck") has been appointed as the auditor of the Company following the resignation of Grant Thornton Audit Pty Ltd ("Grant Thornton") and ASIC consents to the resignation in accordance with s329(5) of the Corporations Act 2001. ("the Act")

The Board's final decision to appoint William Buck was made following a consultation process, and chose William Buck based on their reputation and experience, and their international network particularly in PRC where Victor Group's facility is located.

Under s327c (2) of the Act, an auditor who has been appointed under s327c (1) of the act holds office until the Company's next annual general meeting.

William Buck has provided the Company its written const to act, subject to shareholder approval being obtained, as the Company's auditor in accordance with s328a (1) of the act.

The chair intends to vote undirected proxies in favour of Resolution 1.

Proxy Restrictions

There are no voting restrictions with respect to Resolution 1.

Please note that:

- a Shareholder entitled to attend and vote at the Extraordinary General Meetings is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Extraordinary General Meeting or handed in at the Extraordinary General meeting when registering as a corporate representative.

If a Shareholder intends to appoint the Chair as their proxy for Resolution 1, Shareholders can direct the Chair how to vote by marking one of the boxes for resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If the Shareholder does not direct the Chair how to vote, then by submitting the proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- Deliver the proxy form to the Company's share registry, Boardroom Pty Ltd, Level 12, 225 George Street, Sydney NSW 2000 Australia;
- Post to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia; or
- Facsimile to the Company on fax number + 612 9290 9655,
- For online voting via <https://www.votingonline.com.au/vigegm2022>. You will require to enter your Postcode or Country of Residence (if outside Australia), and your Voting Access Code (VAC) provided with your proxy.

So that it is received by no later than 2.30pm (AEDT) on 29 March 2022. Proxy Forms received later than this time will be invalid.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

Voting

The Chair will use any such proxies to vote in favour of the Resolutions. Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (AEDT) on Tuesday, 29 March 2022.**

🖥️ TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/vigegm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (AEDT) on Tuesday, 29 March 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥️ **Online** <https://www.votingonline.com.au/vigegm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Victor Group Holdings Ltd

ACN 165 378 834

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Victor Group Holdings Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held **virtually at <https://web.lumiagm.com/394-425-223> on Thursday, 31 March 2022 at 2.30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Appointment of William Buck (VIC) Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022