



VICTOR GROUP HOLDINGS

Notice of 2024 Annual General Meeting

Date of Meeting: Friday, 10 January 2025

Time of Meeting: 1:30pm Australian Eastern Time / 10:30am Beijing Time

Place of Meeting: 602 Block 16, Lane 1333 Xinlong Road, Minhang District, Shanghai

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, 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/>.

Annual General Meeting will be held in person as well as broadcasted live online. This allows Shareholders to both listen and observe the Annual General Meeting without having to attend the physical meeting. However, it is noted that **voting will not** take place online.

All resolution will be decided on by a poll, which will be based on the proxy votes that are completed and returned to the address noted on proxy form no later than 1:30pm (Sydney, Australia Time) / 10:30am (Beijing time) on Wednesday, 8 January 2025, being not less than 48 hours prior to the commencement of the Meeting.

Victor Group Holdings Ltd

ACN 165 378 834

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**Meeting**) of Victor Group Holdings Limited (**Company**) will be held at 602 Block 16, Lane 1333 Xinlong Road, Minhang District, Shanghai on Friday, 10 January 2025 commencing at 1:30pm AET/ 10:30am Beijing Time. Further details of each item of business to be considered at the Meeting are set out in the Explanatory Statement.

Annual General Meeting will be held in person as well as broadcast live online. This allows Shareholders to both listen and observe the Annual General Meeting without having to attend the physical meeting. However, it is noted that the **voting will not** take place online.

To attend the 2024 Annual General Meeting online, please use **Zoom** to participate in the virtual meeting.

Zoom Link: <https://us06web.zoom.us/j/88329869553?pwd=a8OsakmTsECfI8XczToSh6Cs4Id3T4.1>

Note: All Shareholders who wish to attend the 2024 Annual General Meeting virtually via the above Zoom link are required to obtain their meeting passcode by registering with jun.wu@sinovictor.com anytime up until the commencement of the Meeting.

The resolution will be decided on by a poll, which will be based on the proxy votes that are completed and returned to the address noted on the proxy form no later than 1:30 pm (Sydney, Australia Time) / 10:30 am (Beijing time) on Wednesday, 8 January 2025, being not less than 48 hours prior to the commencement of the Meeting.

ITEMS OF BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Company's Financial Report, together with the Director's Report and Auditor's Report, for the year ended 30 June 2024 as set out in the Company's 2024 Annual Report.

No resolution is required by law in respect of this item. However, the Company would like to provide the shareholders with the opportunity to ask the Directors and Auditor questions in relation to the reports.

1. Resolution 1: Adoption of Remuneration Report

To consider and, if though fit to pass, the following resolution as an **ordinary resolution**:

Resolution 1

"That, for the purposes of section 250R (2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Report".

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company
Voting Exclusions

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- 1) A member of the Key Management Personnel; or
- 2) A Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either;

- 1) The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- 2) The voter is the Chair and the appointment of the Chair as proxy;
 - i. Does not specify the way the proxy is to vote on this Resolution; and

Expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. Resolution 2: Re-election of Director – Mr. Zhenxian Wu

To consider and, if though fit to pass, the following resolution as an **ordinary resolution**:

Resolution 2

“That Mr Zhenxian Wu, who retires by rotation pursuant to Article 11.1(c) of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a Director of the Company.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either;

- a) Send the proxy form by fax to the Company’s share registry on fax number + 61 2 8583 3040;
- b) Deliver the proxy form to the Company’s share registry, Automic, Level 5, 126 Phillip Street Sydney NSW 2000; or
- c) Post the proxy form to the Company’s share registry, Automic, GPO Box 5193, Sydney NSW 2001 Australia.

So that it is received no later than 1:30 pm AEST/10:30 am Beijing Time on Wednesday, 8 January 2025, 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 (02) 8226 8786 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

Dated 9 Dec 2025

BY ORDER OF THE BOARD

JUN WU
SECRETARY

EXPLANATORY STATEMENT

2024 Financial Report, Directors' Report and Auditor's Report

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2024 as included in the Company's 2024 Annual Report.

The Company's 2024 Annual Report was filed on the ASX electronic filing system for Market Announcements on 30 September 2024. It can also be accessed at the Company's website at: <https://sinovictor.com/investor-relations/>

Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders, however, such a resolution is advisory only and does not bind the Directors or the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the Annual Report of the Company for the financial year ending 30 June 2024. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Please note that:

- a Shareholder entitled to attend and vote at the Annual 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 Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of the Key Management Personnel will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management personnel (other than the Chair) as their proxy, the Shareholder should ensure that they direct the member of Key Management Personnel how to vote on Resolution 1.

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 on 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 even though it is connected to the remuneration of members of the Key Management Personnel. 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, Automic, Level 5, 126 Phillip Street Sydney NSW 2000;
- Post to Automic, GPO Box 5193 Sydney NSW 2001 Australia; or
- Facsimile to the Company on fax number + 612 8583 3040,

So that it is received by no later than 1:30 pm (AET) on 8 January 2025. Proxy Forms received later than this time will be invalid.

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

Resolutions 2 – Re-election of Executive Director – Mr Zhenxian Wu

The Company's Constitution prescribes a process which by which Directors regularly retire from office. Retiring Director may offer themselves for re-election. Pursuant to Clause 11.1(c) of the Company's Constitution, Zhenxian Wu, Executive Director/CEO of the Company, retires by way of rotation and, being eligible, offers themselves for re-election as a Director of the Company.

Mr Zhenxian Wu, Executive Director/CEO of the Company was appointed in 2020 and is a member of the Remuneration and Nomination Committee.

Mr Zhenxian Wu holds a Bachelor of Accounting and Finance from Cardiff University and a master's degree in applied finance from Monash University. Mr Wu was a seasoned senior executive of a globalised PE fund specialising in IT and education investments. Mr Wu also has enriched experiences in management accounting and corporate finance.

The Directors (other than Mr Zhenxian Wu who makes no comment) recommend that Shareholders vote in favour of Resolution 2.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Victor Group Holdings Limited | ABN 21 165 378 834

Your proxy voting instruction must be received by **01.30pm (AEDT) on Wednesday, 08 January 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

