



VICTOR GROUP HOLDINGS LIMITED

ABN 21 165 378 834

Registered Office:

C/- DFK – Richard Hill
Level 11, 32 Martin Place
Sydney NSW 2000
Phone: +61 2 9200 4500
Fax: + 61 2 9221 5935
Email: rhill@dfkrichardhill.com.au

Business Address:

Tower 2, Darling Park
Level 20, 201 Sussex Street
Sydney NSW 2000
Phone: +61 2 9006 1799
Fax: +61 2 9006 1010
Email: info@sinovictor.com

10 November 2014

Company Announcement

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM

Victor Group Holdings Limited (ASX: VIG) attaches the Notice of Annual General Meeting and Explanatory Statement, together with the Proxy Form which were mailed out to shareholders on 27 October 2014.

Yours faithfully

VICTOR GROUP HOLDINGS LIMITED

Richard Hill

Company Secretary

VICTOR GROUP HOLDINGS LTD

ACN 165 378 834

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Meeting to be held at the offices of DFK Richard Hill, Level 11, 32 Martin Place,
Sydney NSW 2000, AUSTRALIA, on Thursday 27 November 2014 commencing
at 2.30 p.m. AEDT.**

The Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

**NOTICE OF ANNUAL GENERAL MEETING
VICTOR GROUP HOLDINGS LIMITED
ACN 165 378 834**

Notice is given that the **Annual General Meeting (Meeting)** of Victor Group Holdings Limited (**Company**) will be held at the offices of DFK Richard Hill, Level 11, 32 Martin Place, Sydney NSW 200, Australia on Thursday 27 November 2014 commencing at 2.30 p.m. 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.

Business

Financial Report, Directors' Report and Auditor's Report

*To receive and consider the Financial Report of the Company, together with the Director's Report and the Auditor's Report, for the year ended 30 June 2014 as set out in the **Annual Report**.*

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:

"That, for the purpose 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 exclusion:

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

- (a) a member of the Key Management Personnel; or
- (b) 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;
- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution, or
- (d) 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

- (ii) 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.

Resolution 2 – Re-election of Mr Wayne Reid

To consider and, if thought fit, pass as an **ordinary resolution**:

“That Mr Wayne Reid, who retires in accordance with clause 11.4(b) of the Company’s constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Resolution 3 – Re-election of Mr David Batten

To consider and, if thought fit, pass as an **ordinary resolution**:

“That Mr David Batten, who retires in accordance with clause 11.4(b) of the Company’s constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Resolution 4 – Re-election of Mr Frederick Kempson

To consider and, if thought fit, pass as an **ordinary resolution**:

“That Mr Frederick Kempson, who retires in accordance with clause 11.4(b) of the Company’s constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Resolution 5 – Re-election of Mr Xinjie Liu

To consider and, if thought fit, pass as an **ordinary resolution**:

“That Mr Xinjie Liu, who retires in accordance with clause 11.4(c) of the Company’s constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Resolution 6 – Appointment of Auditor

To consider and, if thought fit, pass as an **ordinary resolution**:

“That Grant Thornton, Chartered Accountants having retired from office and having consented to be appointed auditor of the Company pursuant to Section 327A of the Corporations Act 2001.”

By order of the Board

A handwritten signature in black ink, appearing to read 'Richard Hill', with a long horizontal flourish extending to the right.

Richard Hill

Company Secretary

23 October 2014

INFORMATION FOR SHAREHOLDERS

These notes and the Explanatory Statement form part of the **Notice of Meeting**.

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this **Notice of Meeting** and should be read in conjunction with it. Definitions section of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

REQUIRED MAJORITIES

Resolutions 1, 2 and 3 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

ENTITLEMENT TO VOTE

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7.00 p.m. (AEDT) on 25 November 2014.

HOW TO VOTE

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out in the Notice of Meeting.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote is entitled to appoint a proxy to attend and vote at the Meeting. A Shareholder entitled to cast two or more votes may appoint one or two proxies and may specify the proportion of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy may be, but need not be, a Shareholder and can be an individual or a body corporate. **Your proxy form is enclosed.**

A body corporate appointed as a proxy may appoint an individual as its representative to exercise any of the powers of the body corporate can exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to 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 9290 9655; or
- (b) deliver the proxy form to the Company's share registry, Boardroom Pty Limited, Level 7, 207 Kent Street, 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 2.30 p.m. (AEDT) on Tuesday 25 November 2014**, 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.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise any of the powers of the body corporate may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Mr Richard Hill on +61 2 9200 4500 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in Definitions section of this Explanatory Statement. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions. There are resolutions to be put in the Meeting. Certain voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to the Resolutions as detailed in the accompanying Notice of Meeting.

FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2014. 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 these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

RESOLUTION 1 – REMUNERATION REPORT

General

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 2014. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolution 1, however, if you do not direct the Chair how

to vote, ***you must tick the acknowledgement on the proxy form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote, and you ***do not*** need to tick any further acknowledgement on the proxy form.

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

RESOLUTION 2, 3 AND 4 – RE-ELECTION OF MR WAYNE REID, MR DAVID BATTEN AND MR FREDERICK KEMPSON AS DIRECTOR

Clause 11.4(a) of the Company's constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum numbers of Directors specified by the constitution. Clause 11.4(b) of the Company's constitution provides that any Directors so appointed holds office only until the next general meeting and is then eligible for re-election.

In accordance with the above, Mr Wayne Reid, Mr David Batten, Mr Frederick Kempson and Mr Xinjie Liu retire at the Meeting and, being eligible each offer themselves for re-election as a Director.

The Board of Directors (in each case excluding the relevant candidate) unanimously recommends that Shareholders vote to in favour of Resolution 2, 3 and 4.

RESOLUTION 5 – RE-ELECTION OF MR XINJIE LIU AS DIRECTOR

Clause 11.1(c), (d) and (e) of the Company's constitution provide that at the annual general meeting in every year one third of the Directors for the time being other than those who retire in accordance with Clause 11.4(b), or, if their number is not 3 nor a multiple of 3, then the number nearest one third, and any other Director not in such one third who has held office for 3 years or more (except the Managing Director), must retire from office.

Mr Xinjie Liu having been in office for the longest, retires and offers himself for re-election.

RESOLUTION 6 – APPOINTMENT OF AUDITOR

During the year ended 30 June 2014, Grant Thornton were appointed auditors by the Directors pursuant to Section 327A (1) of the Corporations Act 2001. Pursuant to Section 327A (2), the auditor holds office until the Company's first Annual General Meeting.

DEFINITIONS

In this Explanatory Statement:

Annual General Meeting means the Company's Meeting.

Annual Report means the Financial Report, Directors' Report and the Auditor's Report.

Article means an article of the Constitution.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair or **Chairman** means the person appointed to chair the meeting of the Company convened by this Notice.

Closely Related Party of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Victor** means Victor Group Holdings Limited (ACN 165 378 834).

Constitution means the Constitution of the Company as at the date of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Statement means this explanatory statement.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the Notice of General Meeting which this Explanatory Statement accompanies.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's Annual Report for the year ended 30 June 2014.

Resolution means a resolution referred to in this Notice.

Schedule means a schedule to the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 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 25 November 2014.**

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 security holder 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, 25 November 2014.** 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:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Victor Group Holdings Limited

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 Limited** (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 shareholder) 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 Annual General Meeting of the Company to be held at the **offices of DFK Richard Hill, Level 11, 32 Martin Place, Sydney NSW 2000, Australia on Thursday 27 November 2014 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.

☐

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolutions 1 to 5, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.

The Chair will vote all undirected proxies in favour of Resolution 1 to 6.

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	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Wayne Reid as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr David Batten as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Frederick Kempson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Mr Xinjie Liu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To appoint Grant Thornton as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2014