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VICTORY CITY INTERNATIONAL HOLDINGS LIMITED

冠華國際控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 539)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Victory City International Holdings Limited (the “**Company**”) will be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on 28 July 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares to be issued and allotted by Ford Glory Group Holdings Limited (“**FGG**”) under the share option scheme (the “**FGG Share Option Scheme**”) conditionally adopted by the board of directors of the Company and the board of directors of FGG, the rules of which are set out in a document submitted to this meeting marked “**A**” and signed for the purpose of identification by the chairman of this meeting, such FGG Share Option Scheme be and is hereby approved and adopted as the share option scheme of FGG and the directors of the Company and the directors of FGG be and are hereby authorised to grant options thereunder and to allot and issue shares which may fall to be issued upon exercise of the options to be granted pursuant to the FGG Share Option Scheme and take all such steps as may be necessary or desirable to implement such FGG Share Option Scheme.”

2. “**THAT** conditional on the passing of resolution numbered 1 in the notice convening this meeting, each as a separate resolution, the grant of the following options to under the FGG Share Option Scheme as proposed by the directors of the Company and the directors of FGG be and it is hereby approved:

- (a) the grant of options to Mr. Ng Tsze Lun to subscribe for 21,000,000 shares of FGG;
- (b) the grant of options to Mr. Ng Tze On to subscribe for 5,350,000 shares of FGG; and
- (c) the grant of options to Mr. Lau Kwok Wa, Stanley to subscribe for 5,350,000 shares of FGG;

each of which representing more than one per cent. of the proposed issued share capital of FGG as at the date on which dealings in the shares of FGG on the Main Board of The Stock Exchange of Hong Kong Limited commences, and any director of the Company or any director of FGG be and is hereby authorised to take any step as he considers necessary, desirable or expedient in connection with the grant of options to each of Mr. Ng Tsze Lun, Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley.”

By Order of the Board
Victory City International Holdings Limited
Li Ming Hung
Chairman

Hong Kong, 7 July 2010

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit D, 3rd Floor
Winfield Industrial Building
3 Kin Kwan Street
Tuen Mun
New Territories
Hong Kong

Notes:

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy and/or a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the meeting or any adjourned meeting.
- 3 Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 5 As at the date of this notice, the board of directors of the Company comprises Mr. Li Ming Hung, Mr. Chen Tien Tui, Mr. Lee Yuen Chiu, Andy and Mr. Choi Lin Hung as executive directors and Mr. Kan Ka Hon, Mr. Phaisalakani Vichai and Mr. Kwok Sze Chi as independent non-executive directors.

* *for identification purposes only*