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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 the special general meeting of Victory City International Holdings Limited (“VC”) will be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on 15 March 2011 at 10:30 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** pursuant to the terms of the share option scheme (“**FGG Share Option Scheme**”) of Ford Glory Group Holdings Limited (“**FGG**”), a subsidiary of VC, conditionally adopted by FGG and approved by the shareholders of VC on 28 July 2010, approval be and is hereby generally and unconditionally granted for “refreshing” the 10% general scheme limit provided that (i) the total number of shares of HK\$0.01 each in the capital of FGG which may be issued upon the exercise of all options to be granted under the FGG Share Option Scheme and other share option schemes of FGG under the limit as “refreshed” hereby shall not exceed 10% of the aggregate nominal amount of the share capital of FGG in issue on the date of the passing of this resolution and (ii) options previously granted under the FGG Share Option Scheme and other share option schemes of FGG (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the FGG Share Option Scheme or any other share option schemes of FGG) shall not be counted for the purpose of calculating the general scheme limit as “refreshed” hereby.”

Hong Kong, 24 February 2011

By order of the board of directors of  
**Victory City International Holdings Limited**  
**Li Ming Hung**  
*Chairman*

**Registered office:**

Clarendon House  
Church Street  
Hamilton HM 11  
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 VC, vote in his stead. A proxy need not be a member of VC.
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 notorially certified copy of such power or authority must be deposited at the offices of VC'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 VC in respect of the joint holding.
5. As at the date of this notice, the board of directors of VC 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*