

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 27 April 2011 at 10:30 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) 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 the grant of options to Mr. Ng Tsze Lun to subscribe for 37,000,000 shares in the share capital of FGG under the FGG Share Option Scheme, of which representing more than one per cent. of the issued share capital of FGG as at 17 March 2011, being the date of the meeting of the board of directors of FGG approving such grant of options; and
- (b) 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 approved by the board of directors of FGG on 17 March 2011.”

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

Hong Kong, 7 April 2011

* For identification purposes only

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 notarially 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.