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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 2 April 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**, each as a separate resolution,

- (a) the master agreement (the “**Kimberley-FG Holdings Master Agreement**”) dated 20 February 2013 (a copy of which will be produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between 加美 (清遠) 製衣有限公司 (Kimberley (Qing Yuan) Garment Limited) and Ford Glory Holdings Limited (on its own behalf and as trustee for the benefit of other members of Ford Glory Holdings Limited and its subsidiaries) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Kimberley-FG Holdings Master Agreement for the three years ending 31 March 2016 as shown in the Company’s circular dated 14 March 2013 be and the same are hereby approved;
- (b) the master agreement (the “**Mayer-FG Holdings Master Agreement**”) dated 20 February 2013 (a copy of which will be produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between Mayer Apparel Limited and Ford Glory Holdings Limited (on its own behalf and as trustee for the benefit of other members of Ford Glory Holdings Limited and its subsidiaries) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Mayer-FG Holdings Master Agreement for the three years ending 31 March 2016 as shown in the Company’s circular dated 14 March 2013 be and the same are hereby approved;

- (c) the master agreement (the “**Fabric Master Agreement**”) dated 20 February 2013 (a copy of which will be produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and entered into between Victory City Holdings Limited (on its own behalf and as trustee for the benefit of other members of Victory City Holdings Limited and its subsidiaries) and Ford Glory Holdings Limited (on its own behalf and as trustee for the benefit of other members of Ford Glory Holdings Limited and its subsidiaries) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Fabric Master Agreement for the three years ending 31 March 2016 as shown in the Company’s circular dated 14 March 2013 be and the same are hereby approved;
- (d) the master agreement (the “**Yarn Master Agreement**”) dated 20 February 2013 (a copy of which will be produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification) and entered into between Victory City Holdings Limited (on its own behalf and as trustee for the benefit of other members of Victory City Holdings Limited and its subsidiaries) and Ford Glory Holdings Limited (on its own behalf and as trustee for the benefit of other members of Ford Glory Holdings Limited and its subsidiaries) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Yarn Master Agreement for the three years ending 31 March 2016 as shown in the Company’s circular dated 14 March 2013 be and the same are hereby approved;
- (e) the master agreement (the “**Steam and Electricity Master Agreement**”) dated 20 February 2013 (a copy of which will be produced to the meeting marked “E” and signed by the chairman of the meeting for the purpose of identification) and entered into between Victory City Holdings Limited (on its own behalf and as trustee for the benefit of other members of Victory City Holdings Limited and its subsidiaries) and Ford Glory Holdings Limited (on its own behalf and as trustee for the benefit of other members of Ford Glory Holdings Limited and its subsidiaries) and the transactions contemplated thereby; and the relevant proposed annual capped amounts of the transactions contemplated under the Steam and Electricity Master Agreement for the three years ending 31 March 2016 as shown in the Company’s circular dated 14 March 2013 be and the same are hereby approved;

and that any directors of the Company be and is hereby authorised to take any step and execute any other documents and to do all such acts or things as they consider necessary, desirable or expedient in connection with the Kimberley-FG Holdings Master Agreement and/or the Mayer-FG Holdings Master Agreement and/or the Fabric Master Agreement and/or the Yarn Master Agreement and/or the Steam and Electricity Master Agreement or any of the transactions contemplated thereby.”

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

Hong Kong, 14 March 2013

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. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the office of the Company's Hong Kong branch share 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 a 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 any 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*