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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)**



**FORD GLORY GROUP HOLDINGS LIMITED**

**福源集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1682)**

**ANNOUNCEMENT PURSUANT TO RULE 3.2 AND RULE 3.7 OF THE  
TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS UNDER  
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

**AND**

**RESUMPTION OF TRADING**

**INTRODUCTION**

This announcement is made pursuant to Rule 3.2 and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is also made to (i) the announcement of Victory City International Holdings Limited (“**VC**”) dated 24 July 2013 in respect of trading halt in the shares of VC relating to possible inside information; and (ii) the announcement of Ford Glory Group Holdings Limited (“**FGG**”) dated 24 July 2013 in respect of trading halt in the shares of FGG (the “**FGG Shares**”) relating to possible inside information.

The board of directors of VC and FGG noted that recent increase in both price and trading volume of the FGG Shares. Having made such enquiry with respect to VC and FGG as is reasonable in the circumstances, the board of directors of each of VC and FGG confirms that, save as disclosed in this announcement, the board of directors of each of VC and FGG is not aware of any reasons for the increase in price and trading volume of the FGG Shares or of any information which must be announced to avoid a false market in securities of VC and FGG or of any inside information that needs to be disclosed under Part XIVA of the SFO.

The board of directors of FGG was informed by the controlling shareholder of FGG, Sure Strategy Limited (a company which was interested in approximately 71.76% of the existing issued share capital of FGG and beneficially owned as to 51% by VC and as to 49% by Mr. Choi Lin Hung, a director of VC and FGG, as at the date of this announcement), that it was in preliminary discussion with an independent third party as purchaser (the “**Potential Purchaser**”) of a possible acquisition of all or part of FGG Shares held by Sure Strategy Limited, which, if materialised, may lead to a change in control of FGG and a mandatory general offer under the Takeovers Code for all the issued FGG Shares (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it). Such possible transaction may also constitute notifiable transaction of VC under the Listing Rules. No legally binding agreements have been entered into in respect of any of the possible transaction as at the date of this announcement. The discussions are still in progress and the possible transaction may or may not proceed.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by VC and/or FGG as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of FGG comprised 439,265,000 FGG Shares in issue and 80,665,000 outstanding options as at the date of this announcement. Save for the aforesaid, FGG has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates of FGG (including shareholders of FGG having interests of 5% or more in the relevant securities of FGG) are hereby reminded to disclose their dealings in any securities of FGG under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of VC and FGG and public investors are urged to exercise extreme caution when dealing in the shares and/or other securities of VC and FGG.**

## **TRADING HALT AND RESUMPTION OF TRADING**

At the request of each of VC and FGG, trading in the shares of VC and FGG on the Stock Exchange was halted with effect from 1:00 p.m. on 24 July 2013 pending the release of this announcement.

Application has been made by each of VC and FGG for resumption of trading in its shares on the Stock Exchange with effect from 9:00 a.m. on 25 July 2013.

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

By order of the Board  
**Ford Glory Group Holdings Limited**  
**Choi Lin Hung**  
*Chairman*

*As at the date of this announcement, the board of directors of VC comprises Mr. Li Ming Hung (Chairman), Mr. Chen Tien Tui (Chief Executive Officer), 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.*

*All the directors of VC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the board of directors of FGG comprises Mr. Choi Lin Hung, Mr. Lau Kwok Wa, Stanley and Mr. Ng Tze On as executive directors; Mr. Chen Tien Tui and Mr. Li Ming Hung as non-executive directors; and Mr. Lau Chi Kit, Mr. Mak Chi Yan, Mr. Wong Wai Kit, Louis and Mr. Yuen Kin Kei as independent non-executive directors.*

*All the directors of FGG jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

Hong Kong, 24 July 2013

\* for identification purposes only