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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Ford Glory Group Holdings Limited and Victory City International Holdings Limited.*



**FORD GLORY GROUP HOLDINGS LIMITED**

**福源集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1682)**



**VICTORY CITY INTERNATIONAL HOLDINGS LIMITED**

**冠華國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 539)**

**JOINT ANNOUNCEMENT  
FURTHER DELAY IN DESPATCH OF CIRCULAR IN RELATION TO**

**(1) ACQUISITION OF FGG SHARES BY  
UNITECH ENTERPRISES;  
(2) GROUP REORGANISATION;  
(3) SHARE PREMIUM CANCELLATION;  
(4) SPECIAL CASH DIVIDEND;  
(5) VERY SUBSTANTIAL DISPOSAL,  
CONNECTED TRANSACTION AND  
SPECIAL DEAL IN RELATION TO  
THE DISPOSAL;  
(6) EXEMPT CONTINUING CONNECTED  
TRANSACTIONS AND SPECIAL DEAL  
IN RELATION TO  
THE HK LEASE AGREEMENT;  
(7) SPECIAL DEAL IN RELATION TO  
THE RETAINED EMPLOYEES  
ARRANGEMENT;  
(8) POSSIBLE MANDATORY  
UNCONDITIONAL CASH OFFERS BY**

**(1) DISCLOSEABLE AND CONNECTED  
TRANSACTION IN RELATION TO THE  
DISPOSAL OF FGG SHARES;  
(2) DISCLOSEABLE AND CONNECTED  
TRANSACTION IN RELATION TO  
THE DISPOSAL; AND  
(3) PROPOSED CONNECTED  
TRANSACTIONS IN RELATION TO  
PROVISION OF GUARANTEES**



**KINGSTON SECURITIES LTD.**

**ON BEHALF OF UNITECH  
ENTERPRISES TO ACQUIRE ALL  
THE ISSUED FGG SHARES (OTHER  
THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED BY  
UNITECH ENTERPRISES AND PARTIES  
ACTING IN CONCERT WITH IT) AND  
TO CANCEL ALL THE OUTSTANDING  
SHARE OPTIONS; AND  
(9) PROPOSED CHANGE OF  
COMPANY NAME**

## INTRODUCTION

Reference is made to the joint announcement of Ford Glory Group Holdings Limited (“**FGG**”), Victory City International Holdings Limited (“**VC**”) and Unitech Enterprises Group Limited (the “**Offeror**”) dated 7 May 2014 in relation to, among others, the acquisition of FGG Shares by the Offeror (the “**Offer Announcement**”) and the announcement jointly issued by VC, FGG and the Offeror dated 28 May 2014 in connection with, among others, the delay in despatch of the circular (collectively with the Offer Announcement, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this joint announcement have the same meanings as defined in the Announcements.

## FURTHER DELAY IN DESPATCH OF VC CIRCULAR AND FGG CIRCULAR

It was stated in the Offer Announcement that, in respect of FGG, a circular (“**FGG Circular**”) containing, among other things, (i) details of the Share Sale Agreement, the Disposal Agreement, the Retained Employees Arrangement and the HK Lease Agreement; (ii) further information on the Group Reorganisation, the Share Premium Cancellation, the payment of the Special Cash Dividend, the Proposed Change of Name and the Special Deals; (iii) financial information of each of the FGG Group and the Disposal Group; (iv) pro forma financial information of the Remaining Group; (v) the letter of recommendation from the FGG Independent Board Committee and the letter of advice from FGG Independent Financial Adviser to the FGG Independent Board Committee and the FGG Independent Shareholders in respect of the Special Deals, the Offers and the transactions contemplated thereunder; and (vi) a notice convening the FGG SGM, is expected to be despatched to the FGG Shareholders on or before 28 May 2014.

Also, it was stated in the Offer Announcement that, in respect of VC, a circular (“**VC Circular**”) containing, among other things, (i) details of the Share Sale Agreement and the Disposal Agreement; (ii) details of the provision of Guarantees; (iii) the letter of recommendation from the VC Independent Board Committee; (iv) the letter of advice from the VC Independent Financial Adviser to the VC Independent Board Committee and the VC Independent Shareholders in respect of the Share Sale Agreement, the Disposal Agreement, the Proposed Connected Transactions and the respective transactions contemplated thereunder; and (v) a notice convening the VC SGM, is expected to be despatched to the VC Shareholders on or before 28 May 2014.

On 28 May 2014, FGG and VC announced that the expected despatch date of FGG Circular and VC Circular would be delayed to a date on or before 16 June 2014.

However, as additional time is required to finalise the VC Circular and the FGG Circular, it is expected that the despatch of the VC Circular and the FGG Circular will be further delayed to a date on or before 20 June 2014.

Further announcement will be made by VC and FGG when the VC Circular and the FGG Circular are despatched.

By order of the board of  
**Ford Glory Group Holdings Limited**  
**Choi Lin Hung**  
*Chairman and Executive*  
*Director*

By order of the board of  
**Victory City International Holdings Limited**  
**Li Ming Hung**  
*Chairman and Executive*  
*Director*

Hong Kong, 16 June 2014

*The FGG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror and the VC Group, and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The VC Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror and the FGG Group, and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

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

*As at the date of this joint announcement, the VC Board comprises Mr. Li Ming Hung, Mr. Chen Tien Tui, Mr. Lee Yuen Chiu Andy and Mr. Choi Lin Hung as executive VC Directors; and Mr. Kan Ka Hon, Mr. Phaisalakani Vichai and Mr. Kwok Sze Chi as independent non-executive VC Directors.*

\* for identification purpose only