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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 (the “**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 Thursday, 10 July 2014 at 11:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the Share Sale Agreement (as defined in the circular (“**Circular**”) dated 18 June 2014 issued by the Company to its shareholders accompanying the notice convening this Meeting of which this resolution forms part) dated 14 March 2014 entered into between Unitech Enterprises Group Limited as purchaser (the “**Purchaser**”) and Sure Strategy Limited (“**Sure Strategy**”), Merlotte Enterprise Limited (“**Merlotte Enterprise**”) and Victory City Investments Limited as the vendors (collectively, the “**Vendors**”), under which an aggregate of 320,000,000 shares of Ford Glory Group Holdings Limited (“**FGG**”) shall be sold by the Vendors to the Purchaser at a total cash consideration of HK\$258,560,000 subject to the terms and conditions contained therein, and the transactions contemplated under the Share Sale Agreement be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to the Share Sale Agreement and the transactions contemplated under it.”

2. “**THAT** the Acquisition Agreement (as defined in the Circular) for the acquisition of the entire issued share capital of Ford Glory Holdings Limited (“**FG Holdings**”) dated 14 March 2014 entered into between FGG as the vendor and Sure Strategy as the purchaser, under which the entire issued share capital of FG Holdings shall be sold by FGG to Sure Strategy at a total cash consideration of HK\$270,000,000 subject to the terms and conditions contained therein, and the transactions contemplated under or for the Acquisition Agreement be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to the Acquisition Agreement and the transactions contemplated under it.”
3. “**THAT** each of the Guarantees (as defined in the Circular) be and is hereby approved and that the directors of the Company be and are hereby authorised to do for and on behalf of the Company all such further acts and things and execute all such documents by hand or under seal, which is in their opinion, may be necessary, desirable or expedient to carry into effect the proposed provision of financial assistance by the Company to Ford Glory International Limited and/or Value Plus (Macao Commercial Offshore) Limited therein contemplated and all other matters in relation thereto or in connection therewith.”

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

Hong Kong, 18 June 2014

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 registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 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 the Company in respect of the joint holding.
5. A form of proxy for use at the Meeting is enclosed with the Company's circular dated 18 June 2014 to the Shareholders.
6. The ordinary resolutions set out above will be determined by way of poll.
7. 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*