



# 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 (“Company”) will be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, Hong Kong at 10:00 a.m. on Wednesday, 24 October 2007 to transact the following special businesses:

### ORDINARY RESOLUTIONS

1. **“THAT** the continuing connected transactions contemplated under the Kimberly-Mayer Master Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between 加美(清遠)制衣有限公司 (Kimberly (Qing Yuan) Garment Limited, being its unofficial English name) and Mayer Apparel Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”
2. **“THAT** the continuing connected transactions contemplated under the Mayer-FG (Holdings) Master Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between Mayer Apparel Limited and Ford Glory Holdings Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”

\* *for identification purposes only*

3. “**THAT** the continuing connected transactions contemplated under the VC (Holdings)-FG (Holdings) Master Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between Victory City Holdings Limited and Ford Glory Holdings Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “C”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”
4. “**THAT** the continuing connected transactions contemplated under the Xinhui-FG (Trading)-FG (Holdings) Master Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between 江門冠暉製衣有限公司 (Jiangmen V-Apparel Manufacturing Ltd., being its unofficial English name), Ford Glory International Limited and Ford Glory Holdings Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “D”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”
5. “**THAT** the continuing connected transactions contemplated under the Xinhui-FG (Holdings) Master Processing Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between 江門冠暉製衣有限公司 (Jiangmen V-Apparel Manufacturing Ltd., being its unofficial English name) and Ford Glory Holdings Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “E”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”
6. “**THAT** the continuing connected transactions contemplated under the FG (Holdings)-Xinhui Master Agreement (as defined in the circular of the Company dated 4 October 2007 (“Circular”)) dated 1 April 2007 and entered into between Ford Glory Holdings Limited and 江門冠暉製衣有限公司 (Jiangmen V-Apparel Manufacturing Ltd., being its unofficial English name), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “F”, and the related expected annual caps (as set out in the Circular) be and are hereby generally and

unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the continuing connected transactions contemplated thereunder.”

By order of the board of directors of  
**Victory City International Holdings Limited**  
**Lee Chung Shing**  
*Company Secretary*

Hong Kong, 4 October 2007

*Registered office:*

Clarendon House  
Church Street  
Hamilton HM11  
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 offices of the Company'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 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. The above resolutions will be voted on by way of poll. Mr. Choi Lin Hung, 加美(清遠)製衣有限公司 (Kimberly (Qing Yuan) Garment Limited), Ford Glory Holdings Limited and its subsidiaries and their associates (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting on the above resolutions.
6. As at the date of this notice, the board of directors of the Company comprises Mr Li Ming Hung, Mr Chen Tien Tui, Mr So Kam Wah, 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.