

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in doubt** as to any aspect of this circular, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Victory City International Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**VICTORY CITY INTERNATIONAL HOLDINGS LIMITED****冠華國際控股有限公司\****(Incorporated in Bermuda with limited liability)**(Stock code: 539)*

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Victory City International Holdings Limited to be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, Hong Kong at 4:30 p.m. on Friday, 28 August 2009 is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Secretaries Limited, the branch share registrar of Victory City International Holdings Limited in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

30 July 2009

\* *for identification purpose only*

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
– Introduction .....	3
– Issue Mandate .....	4
– Repurchase Mandate and Extension Mandate .....	4
– Re-election of Directors .....	4
– Annual General Meeting .....	5
– Recommendation .....	5
– Additional information .....	5
 <b>Appendix I – Explanatory statement</b> .....	 6
 <b>Appendix II – Re-election of Directors</b> .....	 9
 <b>Notice of AGM</b> .....	 12

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, Hong Kong at 4:30 p.m. on Friday, 28 August 2009, the notice of which is set out on pages 12 to 16 of this circular, and any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Victory City International Holdings Limited, a company incorporated in Bermuda and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	24 July 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

---

## DEFINITIONS

---

“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holder(s) of the Shares
“Shares”	shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

---

LETTER FROM THE BOARD

---



**VICTORY CITY INTERNATIONAL HOLDINGS LIMITED**

**冠華國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 539)

*Executive Directors:*

Li Ming Hung (*Chairman*)  
Chen Tien Tui (*Chief Executive Officer*)  
Lee Yuen Chiu, Andy  
Choi Lin Hung

*Registered office:*

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Kan Ka Hon  
Phaisalakani Vichai  
Kwok Sze Chi

*Head office and principal place  
of business in Hong Kong:*

Unit D, 3rd Floor  
Winfield Industrial Building  
3 Kin Kwan Street  
Tuen Mun  
Hong Kong

30 July 2009

*To the Shareholders*

Dear Sirs

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors.

\* *for identification purpose only*

---

## LETTER FROM THE BOARD

---

### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given the Issue Mandate. As at the Latest Practicable Date, a total of 1,025,494,999 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 205,098,999 Shares.

### REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total nominal value of Shares which may be allotted and issued under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the end of the period within which the Company is required by the Companies Act or the Bye-Laws to hold its next annual general meeting; and
- (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote in favour of or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with bye-law 87(1) of the Bye-Laws, each of Messrs Li Ming Hung, Chen Tien Tui and Kan Ka Hon will retire as Director by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election as Director by the Shareholders at the Annual General Meeting.

Brief particulars of Messrs Li Ming Hung, Chen Tien Tui and Kan Ka Hon are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

A notice of the Annual General Meeting is set out on pages 12 to 16 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors at the Annual General Meeting.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of the Annual General Meeting.

Yours faithfully  
For and on behalf of the Board of  
**Victory City International Holdings Limited**  
**Li Ming Hung**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favour of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

### **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-Laws to repurchase its own securities.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,025,494,999 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 102,549,499 Shares.

### **REASONS FOR THE REPURCHASE**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and its Shareholders. An exercise of grant of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such an exercise will only be made if the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Repurchase must be funded out of funds which are legally available for the purpose and in accordance with the memorandum of association and the Bye-Laws and the Companies Act. Under the Companies Act, a company may only repurchase its own securities out of capital paid up on its shares to be repurchased or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose.

Any amount of premium payable on a repurchase over the par value of the Shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account. Such purchase may not be made if, on the date the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with that as at 31 March 2009, being the date of its latest published audited consolidated accounts. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

## SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2008</b>		
July	1.546A	1.280A
August	1.546A	1.313A
September	1.446A	1.013A
October	1.233A	0.686A
November	0.853A	0.693A
December	0.820A	0.466A
<b>2009</b>		
January	0.730	0.415
February	0.460	0.390
March	0.430	0.340
April	0.590	0.395
May	0.850	0.520
June	1.030	0.790
July ( <i>Note</i> )	1.410	0.950

*Note:* up to the Latest Practicable Date

A *The Share prices are adjusted to take into account effect of the Company's rights issue of 341,831,666 Shares at the price of HK\$0.439 each in January 2009.*

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the grant of the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-Laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Li Ming Hung and Mr. Chen Tien Tui ("**Concert Party**"), being parties acting in concert as defined under the Takeovers Code, were interested in approximately an aggregate of 35.39% of the then existing issued Shares and Trustcorp Limited was interested in approximately 32.55% of the then existing issued Shares. On the basis of 1,025,494,999 Shares in issue as at the Latest Practicable Date and assuming no further issue and repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the percentage interest of the Concert Party and Trustcorp Limited would increase to approximately 39.32% and 36.16% respectively of the then issued Shares.

On the basis of the current shareholding of the Concert Party and Trustcorp Limited, an exercise of the Repurchase Mandate in full will result in the Concert Party, Trustcorp Limited and their respective concert parties becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in any of the Concert Party and their respective concert parties becoming obliged to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, no connected person of the Company had notified the Company that he/she/it had a present intention to sell any securities of the Company nor had such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

**SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the date of this circular.

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

**Mr. Li Ming Hung (“Mr. Li”)**

Mr. Li, aged 58, is the chairman of the Company and a co-founder of the Group. He is also a director of various subsidiaries of the Company. He has over 32 years experience in the textile industry and is responsible for the overall strategic planning of the corporate as well as business development of the Group.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Li had not held any directorship in listed public companies or other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Li was interested in 180,618,000 Shares and 1,599,737 underlying Shares (being Shares to be allotted on exercise of share options granted under the share option scheme of the Company), representing approximately 17.61% and 0.16% respectively of the issued share capital of the Company as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Mr. Li is an executive Director, a director of Madian Star Limited and Yonice Limited which are substantial Shareholders and the founder (within the meaning of Part XV of the SFO) of a discretionary trust whose objects are Mr. Li's family members. The entire issued share capital of each of Pearl Garden Pacific Limited and Cornice Worldwide Limited, which are substantial Shareholders, is indirectly held by such discretionary trust. Save as disclosed above, Mr. Li is not related to any other Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company.

Mr. Li has entered into a service contract with the Company for an initial term of three years with effect from 1 April 1996 and the term shall continue thereafter unless either party terminate the service contract by giving to the other party at least six months' notice in writing or any termination event specified in the service contract occurs. For the year ended 31 March 2009, Mr. Li was entitled under the service contract to a salary and a bonus which in aggregate amount to approximately HK\$5.35 million. In addition to the above, Mr. Li is also entitled under the service contract to the use of a motor vehicle, medical and life insurance at the expense of the Company for his benefit as the Board shall determine, and such of the benefits under any employee benefit plan adopted or to be adopted by any member of the Group for any of their respective employees as the Board may determine. Mr. Li's remuneration is determined with reference to his performance and contribution to the Group.

**Mr. Chen Tien Tui (“Mr. Chen”)**

Mr. Chen, aged 60, is the Chief Executive Officer and a co-founder of the Group. He is also a director of various subsidiaries of the Company. He has over 30 years experience in the textile industry and is responsible for the day-to-day operation in respect of production, sales and marketing of the Group.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Chen had not held any directorship in listed public companies or other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Chen was interested in 182,289,000 Shares and 1,599,737 underlying Shares (being Shares to be allotted on exercise of share options granted under the share option scheme of the Company), representing approximately 17.78% and 0.16% respectively of the issued share capital of the Company as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Mr. Chen is an executive Director, a director of Pearl Garden Pacific Limited and Cornice Worldwide Limited which are substantial Shareholders and the founder (within the meaning of Part XV of the SFO) of a discretionary trust whose objects are Mr. Chen’s family members. The entire issued share capital of each of Madian Star Limited and Yonice Limited, which are substantial Shareholders, is indirectly held by such discretionary trust. Mr. Chen is the father of Mr. Chan Ling Kai, the general manager of Champion Fortune Asia Limited, a wholly-owned subsidiary of the Company. Save as disclosed above, Mr. Chen is not related to any other Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company.

Mr. Chen has entered into a service contract with the Company for an initial term of three years with effect from 1 April 1996 and the term shall continue thereafter unless either party terminate the service contract by giving to the other party at least six months’ notice in writing or any termination event specified in the service contract occurs. For the year ended 31 March 2009, Mr. Chen was entitled under the service contract to a salary and a bonus which in aggregate amount to approximately HK\$5.35 million. In addition to the above, Mr. Chen is also entitled under the service contract to the use of a motor vehicle, medical and life insurance at the expense of the Company for his benefit as the Board shall determine, and such of the benefits under any employee benefit plan adopted or to be adopted by any member of the Group for any of their respective employees as the Board may determine. Mr. Chen’s remuneration is determined with reference to his performance and contribution to the Group.

**Mr. Kan Ka Hon (“Mr. Kan”)**

Mr. Kan, aged 58, is an independent non-executive Director. He graduated from The University of Hong Kong and is a qualified accountant. He was the executive director and company secretary of each of Chevalier International Holdings Limited and Chevalier Pacific Holdings Limited (formerly known as Chevalier iTech Holdings Limited) which are also companies listed on the Main Board of the Stock Exchange, and resigned on 31 March 2008. He is also a non-executive director of Easyknit Enterprises Holdings Limited (formerly known as Asia Alliance Holdings Limited), which is a company listed on the Main Board of the Stock Exchange. Mr. Kan has extensive experience in corporate finance, treasury and accounting and has over 29 years experience at management level in listed companies.

Save as disclosed above, Mr. Kan did not hold any other position with the Company or other members of the Group.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Kan had not held any directorship in listed public companies or other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Kan did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Apart from being an independent non-executive Director, Mr. Kan is not related to any other Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company.

For the year ended 31 March 2009, Mr. Kan was paid an annual director’s fee of HK\$180,000 as determined by the Board with regard to the expected time to be spent by Mr. Kan on the affairs of the Company. Mr. Kan has not entered into any service contract with the Company or any of its subsidiaries.

His appointment was renewed on 1 April 2007 for an initial term of two years commencing from 1 April 2007, renewable automatically for successive term of one year commencing from the next day after the expiry of the then current term, unless terminated by not less than three months’ notice in writing.

**GENERAL**

Save as disclosed above, the Directors consider that there is no information to be disclosed pursuant to any requirement of Rule 13.51(2) of the Listing Rules (in particular, paragraphs (h) to (v) of that Rule) and that there are no other matters in relation to the re-election of Directors at the Annual General Meeting which need to be brought to the attention of the Shareholders.

---

## NOTICE OF AGM

---



# 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 IS HEREBY GIVEN** that the annual 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 4:30 p.m. on Friday, 28 August 2009 to transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors of the Company and the Company’s auditors for the year ended 31 March 2009;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Li Ming Hung as director;
  - (b) to re-elect Mr. Chen Tien Tui as director;
  - (c) to re-elect Mr. Kan Ka Hon as director; and
  - (d) to authorise the board of directors to fix the directors’ remuneration;
3. to re-appoint the Company’s auditors and to authorise the board of directors to fix their remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

\* For identification purpose only

---

## NOTICE OF AGM

---

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and

---

## NOTICE OF AGM

---

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (“**Companies Act**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and

---

## NOTICE OF AGM

---

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

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

Hong Kong, 30 July 2009

*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

---

## NOTICE OF AGM

---

*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. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme.
4. In relation to proposed resolution numbered 5 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in a separate document to be despatched to the shareholders.
5. 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.
6. 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 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.
7. As at the date of this notice, the board of directors of the Company comprised 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.