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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING

Reference is made to the circular (the “**Joint Circular**”) of Victory City International Holdings Limited (the “**Company**”) and Ford Glory Group Holdings Limited dated 14 March 2013. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Joint Circular.

At the VC SGM held on 2 April 2013, voting on each of the proposed ordinary resolutions (the “**Resolutions**”) as set out in the notice of the VC SGM contained in the Joint Circular was conducted by poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for the vote-taking at the VC SGM.

* *For identification purposes only*

The VC Board is pleased to announce that all of the Resolutions were duly passed at the VC SGM. The poll results in respect of each of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of VC Shares voted (% of total number of VC Shares voted)	
		FOR	AGAINST
1(a)	To approve the Kimberley-FG Holdings Master Agreement and the related proposed annual caps	506,291,402 (100%)	0 (0%)
1(b)	To approve the Mayer-FG Holdings Master Agreement and the related proposed annual caps	506,291,402 (100%)	0 (0%)
1(c)	To approve the Fabric Master Agreement and the related proposed annual caps	506,291,402 (100%)	0 (0%)
1(d)	To approve the Yarn Master Agreement and the related proposed annual caps	506,291,402 (100%)	0 (0%)
1(e)	To approve the Steam and Electricity Master Agreement and the related proposed annual caps	506,291,402 (100%)	0 (0%)

Note: The percentage of votes are based on the total number of VC Shares held by the VC Independent Shareholders who voted at the VC SGM in person or by corporate representative or proxy.

As at the date of the VC SGM:

- (i) the total number of issued VC Shares was 1,622,838,589 shares; in accordance with the Listing Rules, each of Pearl Garden Pacific Limited, Madian Star Limited, Mr. Chen and Mr. Choi held 373,986,000 VC Shares (representing approximately 23.05% of the existing issued share capital of the Company), 373,986,000 VC Shares (representing approximately 23.05% of the existing issued share capital of the Company), 1,968,000 VC Shares (representing approximately 0.12% of the existing issued share capital of the Company) and 8,198,000 VC Shares (representing approximately 0.51% of the existing issued share capital of the Company) respectively, and each of the aforesaid parties was required to abstain from voting on the Resolutions and had abstained from voting on the Resolutions at the VC SGM. Accordingly, the total number of VC Shares entitling the VC Independent Shareholders to attend and vote for or against the Resolutions as set out in the above table at the VC SGM was 864,700,589 VC Shares;

- (ii) none of the VC Shares entitling the holders to attend and abstain from voting in favour at the VC SGM as set out in Rule 13.40 of the Listing Rules; and
- (iii) save as disclosed, no shareholders of the Company are required under the Listing Rules to abstain from voting.

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

Hong Kong, 2 April 2013

As at the date of this announcement, the VC Board 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.