



VICTORY CITY INTERNATIONAL HOLDINGS LIMITED

冠華國際控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 539)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Directors wish to announce that Mr Lau Chung Kwan resigned as an independent non-executive Director, a member of the Audit Committee and a member of the Remuneration Committee with effect from 31 March 2006 and that Mr Kwok Sze Chi was appointed as an independent non-executive Director, a member of the Audit Committee and a member of the Remuneration Committee with effect from 31 March 2006.

The board (“**Board**”) of directors (“**Directors**”) of Victory City International Holdings Limited (“**Company**”) announces that Mr Lau Chung Kwan (“**Mr Lau**”) resigned as an independent non-executive Director, a member of the audit committee of the Board (“**Audit Committee**”) and a member of the remuneration committee of the Board (“**Remuneration Committee**”) with effect from 31 March 2006. Recently, Mr Lau was employed as an investment adviser of a private investment bank and, to maintain his independence in giving investment advice, Mr Lau resigned all his directorships in listed public companies, including the Company. Mr Lau and the Board have confirmed that there is no disagreement between them and that there is no other matter in relation to Mr Lau’s resignation that need to be brought to the attention of the shareholders of the Company.

The Company would like to take this opportunity to express its gratitude to Mr Lau for his valuable contribution to the Company and its subsidiaries (collectively, the “**Group**”) in the past years.

The Board is pleased to further announce that Mr Kwok Sze Chi (“**Mr Kwok**”) was appointed as an independent non-executive Director for a term of two years, a member of the Audit Committee and a member of the Remuneration Committee with effect from 31 March 2006.

Brief particulars of Mr Kwok are as follows:

Mr Kwok, aged 51, joined the Group as an independent non-executive Director in March 2006 and is not holding any other position with any member of the Group. Mr Kwok currently holds a registered investment adviser licence and is a director of The Institute of Securities Dealers and the deputy chairman of The Hong Kong Institute of Financial Analysts and Professional Commentators. Having served the securities industry for 30 years, Mr Kwok has vast experience in securities and futures investment and operation. Since 1985, Mr Kwok has been invited to appear on television and radio programmes to explain market trends and analyze stock market developments. He also provides professional investment analyses in newspapers and investment websites.

Save as disclosed in this announcement, in the three years immediately preceding 31 March 2006, Mr Kwok had not held any directorship in listed public companies or other major appointments and qualifications.

As at 31 March 2006, Mr Kwok did not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Apart from being an independent non-executive Director, Mr Kwok is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr Kwok is entitled to an annual director's fee of HK\$150,000 as determined by the Board with regard to the expected time to be spent by Mr Kwok on the affairs of the Company.

Mr Kwok has not entered into any service contract with the Company or any of its subsidiaries. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's bye-laws.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) of that Rule).

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the above resignation and appointment.

As at the date of this announcement, the Board comprises the following members:

Executive Directors:

Li Ming Hung (*Chairman*)
Chen Tien Tui (*Managing Director*)
So Kam Wah
Lee Yuen Chiu, Andy
Choi Lin Hung

Independent non-executive Directors:

Kan Ka Hon
Phaisalakani Vichai
Kwok Sze Chi

By order of the Board
Victory City International Holdings Limited
Lee Chung Shing
Company Secretary

Hong Kong, 1 April 2006

* *for identification purposes only*

Please also refer to the published version of this announcement in The Standard.