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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed “Definitions” in this circular.

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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)

**ADOPTION OF SHARE OPTION SCHEME BY A SUBSIDIARY,
GRANT OF FGG OPTIONS
UNDER THE FGG SHARE OPTION SCHEME
AND
NOTICE OF SGM**

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the SGM to be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong at 10:00 a.m. on 28 July 2010 is set out on pages 20 to 21 of this circular. A form of proxy for use at the SGM is also enclosed. Whether or not you intend to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Secretaries Limited, the branch share registrar and transfer office of the Company 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

7 July 2010

* *For identification purpose only*

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DEFINITIONS

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

“associates”	has the meaning as ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Victory City International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected persons”	has the meaning as ascribed to it in the Listing Rules
“Date of Grant”	2 June 2010, being the date of the meeting of the FGG Board on which the FGG Directors resolved, among other matters, to grant the FGG Options to the FGG Grantees under the FGG Share Option Scheme
“Director(s)”	the director(s) of the Company
“FGG”	Ford Glory Group Holdings Limited, a company incorporated in Bermuda on 3 March 2010, a non-wholly owned subsidiary of the Company
“FGG Board”	the board of directors of FGG
“FGG Bye-Laws”	the bye-laws of FGG, as amended from time to time
“FGG Director(s)”	the directors of FGG
“FGG Grantees”	the grantees of the grant of the FGG Options
“FGG Group”	FGG and its subsidiaries
“FGG Listing Date”	the date on which dealings in the FGG Shares on the Main Board of the Stock Exchange commences
“FGG Options”	the options granted to the FGG Grantees under the FGG Share Option Scheme to subscribe for FGG Shares
“FGG Share Option Scheme”	the share option scheme conditionally adopted by the FGG Board
“FGG Shares”	share(s) of HK\$0.01 each in the capital of FGG

DEFINITIONS

“General Scheme Limit”	the limit imposed under the rules of the FGG Share Option Scheme on the total number of FGG Shares which may be issued upon the exercise of all options granted or to be granted under the FGG Share Option Scheme and any other share option schemes of the FGG Group, being 10% of FGG’s issued share capital on the FGG Listing Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Individual Limit”	the limit imposed under the rules of the FGG Share Option Scheme and the Note to Rule 17.03(4) of the Listing Rules on the number of FGG Shares issued or to be issued upon exercise of all options (including both exercised and outstanding) granted to each individual participant in any 12-month period under the FGG Share Option Scheme and any other share option schemes of the FGG Group, being 1% of the FGG Shares in issue on the FGG Listing Date
“Latest Practicable Date”	1 July 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Overall Limit”	the maximum number of FGG Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the FGG Share Option Scheme and any other share option scheme of the FGG Group as stipulated under Note 2 to Rule 17.03(3) of the Listing Rules, being 30% of the FGG Shares in issue on the FGG Listing Date
“SGM”	the special general meeting of the Company to be convened and held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on 28 July 2010
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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:

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

Registered office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Kan Ka Hon
Mr. Phaisalakani Vichai
Mr. 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, New Territories
Hong Kong

7 July 2010

*To the Shareholders and, for information only,
holders of options granted by the Company*

Dear Sir or Madam

**ADOPTION OF SHARE OPTION SCHEME BY A SUBSIDIARY
AND
GRANT OF FGG OPTIONS
UNDER THE FGG SHARE OPTION SCHEME**

INTRODUCTION

On 2 June 2010, the Board and the FGG Board passed resolutions to approve, subject to the approval of the Shareholders, (i) the adoption of the FGG Share Option Scheme; and (ii) the grant of FGG Options to the FGG Grantees under the FGG Share Option Scheme. It was proposed that at the SGM, resolutions in relation to (i) the adoption of the FGG Share Option Scheme; and (ii) the grant of FGG Options to the FGG Grantees under the FGG Share Option Scheme, would be proposed to the Shareholders for consideration and, if thought fit, approval.

The purpose of this circular is to provide the Shareholders with details of (i) the adoption of the FGG Share Option Scheme; and (ii) the grant of FGG Options, and to give the Shareholders notice of the SGM.

* *For identification purpose only*

LETTER FROM THE BOARD

PROPOSED SEPARATE LISTING OF FGG ON THE MAIN BOARD OF THE STOCK EXCHANGE

The Company has submitted a spin-off proposal to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules in relation to the proposed separate listing of the FGG Shares on the Main Board of the Stock Exchange. The Stock Exchange has confirmed that the Company may proceed with the proposed spin-off. On 2 June 2010, FGG submitted a listing application form (Form A1) to the Stock Exchange for the listing of, and permission to deal in, the FGG Shares in issue and to be issued under the global offering on the Main Board of the Stock Exchange. After completion of the proposed spin-off, FGG will continue to be a subsidiary of the Company. Further details of the proposed spin-off were disclosed in the announcement of the Company dated 3 June 2010.

ADOPTION OF THE FGG SHARE OPTION SCHEME

The Board and the FGG Board passed resolutions to conditionally adopt the FGG Share Option Scheme, the principal terms of which are set out in the Appendix to this circular. The FGG Share Option Scheme will become effective upon:

- (i) the passing of the necessary resolution(s) by the Shareholders at a general meeting of the Company to approve and adopt the FGG Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such number of FGG Shares representing the General Scheme Limit to be allotted and issued by FGG pursuant to the exercise of the FGG Options in accordance with the terms and conditions of the FGG Share Option Scheme.

Subject to the above conditions, the FGG Share Option Scheme will become effective on the FGG Listing Date.

Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the scheme.

Taken in consideration the significant difference of the number of issued shares of FGG as at the date of the SGM and that on the FGG Listing Date, it is impracticable to set the general scheme limit of the FGG Share Option Scheme as at the date of the SGM.

The Company has therefore applied for and the Stock Exchange has granted a waiver from strict compliance with the requirement under Note (1) to Rule 17.03(3) of the Listing Rules that the General Scheme Limit be based on the total number of FGG Shares in issue on the FGG Listing Date.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in such number of the FGG Shares representing the General Scheme Limit, being 10% of the total number of FGG Shares on the FGG Listing Date, which is expected to be 438,000,000 FGG Shares.

As at the Latest Practicable Date, FGG had not adopted any share option scheme.

LETTER FROM THE BOARD

The purpose of the FGG Share Option Scheme is to enable FGG to grant options to selected participants as incentives or rewards for their contribution to the FGG Group. The FGG Board considers the FGG Share Option Scheme will enable FGG to reward its employees, its directors and other selected participants for their contributions. Given that the FGG Board is entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the FGG Board, it is expected that grantees of an option will make an effort to contribute to FGG's development so as to bring about an increased market price of the FGG Shares in order to capitalise on the benefits of the options granted.

GRANT OF FGG OPTIONS

(i) Details of the grant of FGG Options

As at the Latest Practicable Date, the authorised share capital of FGG was HK\$10,000 divided into 1,000,000 FGG Shares, all of which were issued. On the FGG Listing Date, the authorised share capital will be HK\$9,000,000 divided into 900,000,000 FGG Shares, of which 438,000,000 FGG Shares will be issued.

The Board and the FGG Board have granted the FGG Options to the FGG Grantees to subscribe for a total of 41,900,000 FGG Shares. The 41,900,000 FGG Shares represent approximately 95.66% of the General Scheme Limit, being 43,800,000 FGG Shares on the FGG Listing Date and approximately 31.89% of the Overall Limit, being 131,400,000 FGG Shares on the FGG Listing Date. Accordingly, the grant of FGG Options will not exceed the General Scheme Limit and the Overall Limit on the FGG Listing Date.

The following table illustrates the number of FGG Shares to be issued upon exercise in full of the FGG Options and the changes in shareholdings with respect to the issued share capital of FGG on the FGG Listing Date and the enlarged share capital of FGG assuming exercise in full of the FGG Options:

Name of FGG Grantees	Number of FGG Shares to be allotted upon exercise in full of the FGG Options to be granted	Percentage of FGG Shares to be allotted upon exercise in full of the FGG Options in the issued share capital of FGG on the FGG Listing Date (%)	Percentage of FGG Shares to be allotted upon exercise in full of the FGG Options in the enlarged issued share capital of FGG (%)
Mr. Ng Tsze Lun (<i>Note 1</i>)	21,000,000 FGG Shares	4.79%	4.38%
Mr. Ng Tze On (<i>Note 2</i>)	5,350,000 FGG Shares	1.22%	1.11%
Mr. Lau Kwok Wa, Stanley (<i>Note 3</i>)	5,350,000 FGG Shares	1.22%	1.11%
Other employees of the FG Group (<i>Note 4</i>)	10,200,000 FGG Shares	2.33%	2.13%
Total:	<u>41,900,000 FGG Shares</u>	<u>9.56%</u>	<u>8.73%</u>

LETTER FROM THE BOARD

Notes:

1. Mr. Ng Tsze Lun is the marketing director of Ford Glory Holdings Limited, a wholly-owned subsidiary of FGG.
2. Mr. Ng Tze On is a FGG Director.
3. Mr. Lau Kwok Wa, Stanley is a proposed FGG Director.
4. To the best knowledge of the Directors, other employees of the FG Group held, in aggregate, 302,296 Shares as at the Latest Practicable Date. On the Date of Grant, the total number of FGG Options granted to other employees of the FG Group was 10,300,000. After the Date of Grant and prior to the Latest Practicable Date, one of the FGG Grantees resigned and another FGG Grantee's employment contract was terminated by the FG Group, accordingly the 100,000 FGG Options conditionally granted to them lapsed and was not included in the total number of FGG Options granted to the other employees of the FG Group (i.e. 10,200,000 FGG Options).

Pursuant to Rule 17.03(4) of the Listing Rules, the total number of securities issued and to be issued upon exercise of the FGG Options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed the Individual Limit unless approved by the Shareholders.

The grant of FGG Options to each of Mr. Ng Tsze Lun, Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley to subscribe for 21,000,000 FGG Shares, 5,350,000 FGG Shares and 5,350,000 FGG Shares respectively exceeds their respective Individual Limit. Accordingly, the grant of FGG Options to each of Mr. Ng Tsze Lun, Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley will be subject to the approval of the Shareholders other than themselves and their respective associates pursuant to Rule 17.03(4) of the Listing Rules. However, the grant of FGG Options to each of the other FGG Grantees will not exceed the Individual Limit.

(ii) Generic descriptions of the FGG Grantees

The following table illustrates the generic descriptions of the FGG Grantees:

Category of the FGG Grantees	Number of FGG Grantees
FGG Directors	2
Employees of the FGG Group	77

(iii) Terms of the FGG Options

The following are the principal terms of the FGG Options:

Exercise period of the FGG Options

Save as stated in this circular, the exercise of the FGG Options by the FGG Grantees is not subject to any other conditions. Subject to the approval of the grant of the FGG Options by the Shareholders at the SGM, the exercise period of the FGG Options is from the FGG Listing Date to 31 May 2020.

LETTER FROM THE BOARD

Subscription price

The subscription price of the FGG Shares to be issued upon exercise of the FGG Options shall be an amount representing the proposed offer price per FGG Share in the global offering of the FGG Shares.

Consideration

A consideration of HK\$1 is payable upon acceptance of the FGG Options. FGG Shares to be allotted upon the exercise of the FGG Options will be subject to all the provisions of the FGG Bye-Laws for the time being in force and will rank pari passu in all respects with the fully paid FGG Shares in issue as at the date on which the FGG Options are duly exercised.

(iv) Purpose of granting the FGG Options

The purpose of the FGG Share Option Scheme was to enable FGG to grant options to selected participants as incentives or rewards for their contribution to the FGG Group. The FGG Grantees, had contributed to the growth and development of the FGG Group or are expected to contribute to the growth and well-being of the FGG Group. The grant of FGG Options to the FGG Grantees are to reward the FGG Grantees for their contributions to the FGG Group and it is also considered that by granting FGG Options to the FGG Grantees, they may be further motivated to continue their contribution to the FGG Group. There is no performance target that must be achieved before the FGG Options can be exercised.

(v) Listing approval

The grant of FGG Options is also subject to the granting of the listing, and permission to deal in, the FGG Shares which may fall to be allotted and issued upon the exercise of any FGG Options by the Listing Committee of the Stock Exchange. Application will be made to the Listing Committee of the Stock Exchange for the listing, and permission to deal in, such FGG Shares.

THE SGM

A notice of the SGM is enclosed with this circular. At the SGM, ordinary resolutions are proposed to approve the adoption of the FGG Share Option Scheme and the grant of FGG Options to the FGG Grantees.

At the SGM, Mr. Ng Tsze Lun, Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley and their respective associates will abstain from voting in respect of resolution numbered 2 set out in the Notice of SGM on page 20 to 21 of this circular in relation to the granting of FGG Options to himself. Other than Mr. Ng Tsze Lun who held 4,000,000 Shares, none of Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley and their respective associates was interested in the Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it to Tricor Secretaries Limited, the branch share registrar and transfer office of the Company 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 less than 48 hours before the time fixed for the holding of 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 of it should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the adoption of the FGG Share Option Scheme and the grant of the FGG Options to the FGG Grantees are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions in relation to the adoption of the FGG Share Option Scheme and the grant of FGG Options to the FGG Grantees to be proposed at the SGM.

DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the rules of the FGG Share Option Scheme will be available for inspection at the head office and principal place of business of the Company at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong, during normal business hours on any business day (other than Saturdays) from the date of this circular to and including the date of the SGM.

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

APPENDIX PRINCIPAL TERMS OF THE FGG SHARE OPTION SCHEME

The following is a summary of the principal terms of the FGG Share Option Scheme proposed to be adopted by a resolution of the Shareholders at the SGM.

(I) PURPOSE OF THE FGG SHARE OPTION SCHEME

The purpose of the FGG Share Option Scheme is to enable FGG to grant options to selected participants as incentives or rewards for their contribution to the FGG Group. FGG Directors consider the FGG Share Option Scheme, with its broadened basis of participation, will enable FGG to reward the employees, the FGG Directors and other selected participants for their contributions to the FGG Group. Given that the FGG Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the FGG Directors, it is expected that grantees of an option will make an effort to contribute to the FGG Group's development so as to bring about an increased market price of the FGG Shares in order to capitalise on the benefits of the options granted.

(II) WHO MAY JOIN

The FGG Directors (which expression shall, for the purpose of this appendix, include a duly authorised committee thereof) may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for FGG Shares:

- (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of FGG, any of its subsidiaries or any entity (the “**Invested Entity**”) in which the FGG Group holds an equity interest;
- (b) any non-executive directors (including independent non-executive directors) of FGG, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the FGG Group or any Invested Entity;
- (d) any customer of any member of the FGG Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the FGG Group or any Invested Entity;
- (f) any shareholder of any member of the FGG Group or any Invested Entity or any holder of any securities issued by any member of the FGG Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the FGG Group or any Invested Entity;

- (h) (for so long as the Company remains as a controlling shareholder (as defined in the Listing Rules) of FGG) any employee or proposed employee (whether full time or part time) of the Company, any of its subsidiaries or any entity in which the Company or any of its subsidiaries holds an equity interest, including any executive director of the Company, any of such subsidiaries or any entity in which the Company or any of its subsidiaries holds an equity interest;
- (i) (for so long as the Company remains as a controlling shareholder (as defined in the Listing Rules) of FGG) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any entity in which the Company or any of its subsidiaries holds an equity interest; and
- (j) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the FGG Group,

and, for the purposes of the FGG Share Option Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any options by FGG for the subscription of the FGG Shares or other securities of the FGG Group to any person who falls within any of the above classes of participants shall not, by itself, unless the FGG Directors otherwise determined, be construed as a grant of option under the FGG Share Option Scheme. The eligibility of any of the above class of participants to the grant of any option shall be determined by the FGG Directors from time to time on the basis of the FGG Directors' opinion as to his contribution to the development and growth of the FGG Group.

(III) MAXIMUM NUMBER OF THE FGG SHARES

- (a) The maximum number of the FGG Shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the FGG Share Option Scheme and any other share option scheme of the FGG Group must not in aggregate exceed 30% of the issued share capital of FGG from time to time.
- (b) The total number of the FGG Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the FGG Share Option Scheme and any other share option scheme of the FGG Group) to be granted under the FGG Share Option Scheme and any other share option scheme of the FGG Group must not in aggregate exceed the General Scheme Limit.

- (c) Subject to (a) above but without prejudice to (d) below, FGG may seek approval of its shareholders in general meeting to refresh the General Scheme Limit provided that the total number of the FGG Shares which may be allotted and issued upon exercise of all options to be granted under the FGG Share Option Scheme and any other share option scheme of the FGG Group must not exceed 10% of the FGG Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the FGG Share Option Scheme and any other share option scheme of the FGG Group) previously granted under the FGG Share Option Scheme and any other share option scheme of the FGG Group will not be counted. The circular sent by FGG to its shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.
- (d) Subject to (a) above and without prejudice to (c) above, FGG may seek separate its shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to participants specifically identified by FGG before such approval is sought. In such event, FGG must send a circular to its shareholders containing a general description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(IV) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of the FGG Shares issued and which may fall to be issued upon exercise of the options granted under the FGG Share Option Scheme and any other share option scheme of the FGG Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed the Individual Limit. Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the shareholders of FGG in general meeting of FGG with such grantee and his associates abstaining from voting. The number and terms (including the exercise price) of options to be granted must be fixed before FGG's shareholders' approval and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

(V) GRANT OF OPTIONS TO CONNECTED PERSONS

- (a) Any grant of options under the FGG Share Option Scheme to a director, chief executive or substantial shareholder of FGG or any of their respective associates must be approved by independent non-executive directors of FGG (excluding independent non-executive director who or whose associate is the proposed grantee of the options).

- (b) Where any grant of options to a substantial shareholder or an independent non-executive director of FGG or any of their respective associates, would result in the FGG Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (i) representing in aggregate over 0.1% of the FGG Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the FGG Shares at the date of each offer for the grant, in excess of HK\$5 million;

such further grant of options must be approved by FGG's shareholders in general meeting. FGG must send a circular to its shareholders. All connected persons of FGG must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial shareholder or an independent non-executive director of FGG or any of their respective associates must be approved by the shareholders of FGG in general meeting.

(VI) TIME OF ACCEPTANCE AND EXERCISE OF OPTION

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the FGG Share Option Scheme at any time during a period to be determined and notified by the FGG Directors to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the FGG Directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the FGG Share Option Scheme for the holding of an option before it can be exercised.

(VII) PERFORMANCE TARGETS

Unless the FGG Directors otherwise determined and stated in the offer for the grant of options to a grantee, a grantee is not required to achieve any performance targets before any options granted under the FGG Share Option Scheme can be exercised.

(VIII) SUBSCRIPTION PRICE FOR THE FGG SHARES AND CONSIDERATION FOR THE OPTION

The subscription price for the FGG Shares under the FGG Share Option Scheme shall be a price determined by the FGG Directors, but shall not be less than the highest of (i) the closing price of the FGG Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the FGG Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of a FGG Share.

In respect of FGG Option(s) granted or to be granted prior to the FGG Listing Date, the subscription price must be determined in accordance with the applicable Listing Rules requirements, in particular Note(2) to Rule 17.03(9) of the Listing Rules.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

(IX) RANKING OF THE FGG SHARES

- (a) The FGG Shares allotted upon the exercise of an option will be subject to all the provisions of the FGG Bye-laws and will rank *pari passu* in all respects with the fully paid the FGG Shares in issue on the date on which the option is duly exercised or, if that date falls on a day when the register of members of FGG is closed, the first day of the re-opening of the register of members (the "**Exercise Date**") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A FGG Share allotted and issued upon the exercise of an option shall not carry voting rights until the name of the grantee has been duly entered on the register of members of FGG as the holder thereof.
- (b) Unless the context otherwise requires, references to "FGG Shares" in this paragraph include references to the FGG Shares in the ordinary equity share capital of FGG of such nominal amount as shall result from a subdivision, consolidation, re-classification or re-construction of the share capital of FGG from time to time.

(X) RESTRICTIONS ON THE TIME OF THE OFFER FOR THE GRANT OF OPTIONS

No offer for grant of options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the meeting of the FGG Directors (as such date is first notified to the Stock Exchange under the Listing Rules) for the approval of FGG 's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for FGG publish an announcement of its results for any year or half-year (whether or not required under the Listing Rules), and ending on the date of the results announcement of the results, no option may be granted.

APPENDIX PRINCIPAL TERMS OF THE FGG SHARE OPTION SCHEME

The FGG Directors may not make any offer for the option to a participant who is a FGG Director during the periods or times in which FGG Directors are prohibited from dealing in the FGG Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by FGG.

(XI) PERIOD OF THE FGG SHARE OPTION SCHEME

The FGG Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the FGG Share Option Scheme is adopted.

(XII) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on more of the grounds referred to in subparagraph (xiv) below before exercising his option in full, the option (to the extent not already exercised) will lapse on the date of cessation and shall not be exercisable unless the FGG Directors otherwise determine in which event the grantee may exercise the option (to the extent not already exercised) in whole or in part within such period as the FGG Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the FGG Group or the Invested Entity whether salary is paid in lieu of notice or not.

Eligible Employee means any employee (whether full-time or part-time employee, including any executive director but not any non-executive director) of FGG, any of its subsidiaries or any Invested Entity.

(XIII) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the option in full, his personal representative(s), or, as appropriate, the grantee may exercise the option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation of employment which date shall be the last day on which the grantee was at work with the FGG Group or the Invested Entity whether salary is paid in lieu of notice or not or such longer period as the FGG Directors may determine.

(XIV) RIGHTS ON DISMISSAL

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason of termination of his employment on the grounds that he has been guilty of persistent or serious misconduct or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the FGG Directors does not bring the grantee or the FGG Group or the Invested Entity into disrepute), his option (to the extent not already exercised) will lapse automatically on the date of cessation to be an Eligible Employee.

(XV) RIGHTS ON BREACH OF CONTRACT

If the FGG Directors shall at their absolute discretion determine that (aa) (1) the grantee of any option (other than an Eligible Employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and the FGG Group or any Invested Entity on the other part; or (2) that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (3) the grantee could no longer make any contribution to the growth and development of the FGG Group by reason of the cessation of its relations with the FGG Group or by other reason whatsoever; and (bb) the option granted to the grantee under the FGG Share Option Scheme shall lapse as a result of any event specified in sub-paragraphs (1), (2) and (3), his option will lapse automatically on the date on which the FGG Directors have so determined.

(XVI) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of the FGG Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, FGG shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the options granted to them, shareholders of FGG. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the shareholders of FGG, a grantee shall be entitled to exercise his option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to FGG in exercise of his option at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under such scheme of arrangement, as the case may be. Subject to the above, an option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes, or the relevant date for entitlements under such scheme of arrangements, as the case may be.

(XVII) RIGHTS ON WINDING UP

In the event of a resolution being proposed for the voluntary winding-up of FGG during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to FGG at any time not less than two business days before the date on which such resolution is to be considered and/or passed, exercise his option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the FGG Share Option Scheme and FGG shall allot and issue to the grantee the FGG Shares in respect of which such grantee has exercised his option not less than one business day before the date on which such resolution is to be considered and/or passed whereupon the grantee shall accordingly be entitled, in respect of the FGG Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of FGG available in liquidation *pari passu* with the holders of the FGG Shares in issue on the day prior to the date of such resolution. Subject thereto, all options then outstanding shall lapse and determine on the commencement of the winding-up of FGG.

(XVIII) GRANTEE BEING A COMPANY WHOLLY OWNED BY ELIGIBLE PARTICIPANTS

If the grantee is a company wholly owned by one or more eligible participants:

- (a) sub-paragraphs (xii), (xiii), (xiv) and (xv) shall apply to the grantee and to the options to such grantee, mutatis mutandis, as if such options had been granted to the relevant eligible participant, and such options shall accordingly lapse or fall to be exercisable after the event(s) referred to in sub-paragraphs (xii), (xiii), (xiv) and (xv) shall occur with respect to the relevant eligible participant; and
- (b) the options granted to the grantee shall lapse and determine on the date the grantee ceases to be wholly owned by the relevant eligible participant provided that the FGG Directors may in their absolute discretion decide that such options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

(XIX) ADJUSTMENTS TO THE SUBSCRIPTION PRICE

In the event of a capitalisation issue, rights issue, subdivision or consolidation of the FGG Shares or reduction of capital of FGG while an option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being of or an independent financial adviser to FGG as fair and reasonable will be made to the number or nominal amount of the FGG Shares, to which the FGG Share Option Scheme or any option relates (insofar as it is/they are unexercised) and/or the subscription price of the option concerned and/or (unless the grantee of the option elects to waive such adjustment) the number of FGG Shares comprised in an option or which remains comprised in an option, provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration; (ii) the issue of the FGG Shares or other securities of the FGG Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment; (iii) no alteration shall be made the effect of which would be to enable a FGG Share to be issued at less than its nominal value; and (iv) any adjustment must be made in compliance with the Listing Rules and such rules, codes and guidance notes of the Stock Exchange from time to time. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to the FGG Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

(XX) CANCELLATION OF OPTIONS

Any cancellation of options granted but not exercised must be subject to the prior written consent of the relevant grantee and the approval of the FGG Directors.

When FGG cancels any option granted to a grantee but not exercised and issues new option(s) to the same grantee, the issue of such new option(s) may only be made with available unissued options (excluding the options so cancelled) within the General Scheme Limit or the new limits approved by the shareholders of FGG pursuant subparagraphs (iii)(c) and (d) above.

(XXI) TERMINATION OF THE FGG SHARE OPTION SCHEME

FGG may by resolution in general meeting at any time terminate the FGG Share Option Scheme and in such event no further options shall be offered but in all other respects the provisions of the FGG Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the FGG Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the FGG Share Option Scheme.

(XXII) RIGHTS ARE PERSONAL TO THE GRANTEE

An option is personal to the grantee and shall not be transferable or assignable.

(XXIII) LAPSE OF OPTION

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the period referred to in paragraph (vi); and
- (b) the expiry of the periods or dates referred to in paragraphs (xii), (xiii), (xiv), (xv), (xvi), (xvii) and (xviii).

(XXIV) OTHERS

- (a) The FGG Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting the listing of and permission to deal in, such number of the FGG Shares to be issued pursuant to the exercise of any options which may be granted under the FGG Share Option Scheme, such number being not less than that of the General Scheme Limit.
- (b) The terms and conditions of the FGG Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the options except with the approval of the shareholders of FGG in general meeting.
- (c) Any alterations to the terms and conditions of the FGG Share Option Scheme which are of a material nature or any change to the terms of options granted must be approved by the shareholders of FGG in general meeting, except where the alterations take effect automatically under the existing terms of the FGG Share Option Scheme.
- (d) The amended terms of the FGG Share Option Scheme or the options shall comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (e) Any change to the authority of the FGG Directors or the scheme administrators in relation to any alteration to the terms of the FGG Share Option Scheme shall be approved by the shareholders of FGG in general meeting.

(XXV) PRESENT STATUS OF THE FGG SHARE OPTION SCHEME

(a) Approval of the Listing Committee of the Stock Exchange required

The FGG Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of the FGG Shares to be issued pursuant to the exercise of any options which may be granted under the FGG Share Option Scheme, such number being not less than that of the General Scheme Limit.

(b) Application for approval

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the FGG Shares to be issued within the General Scheme Limit pursuant to the exercise of any options which may be granted under the FGG Share Option Scheme.

(c) Value of options

The FGG Directors consider it inappropriate to disclose the value of options which may be granted under the FGG Share Option Scheme as if they had been granted as at the Latest Practicable Date. Any such valuation will have to be made on the basis of certain option pricing model or other methodology, which depends on various assumptions including, the exercise price, the exercise period, interest rate, expected volatility and other variables. As the FGG Share Option Scheme has not become effective, certain variables are not available for calculating the value of options. The FGG Directors believe that any calculation of the value of options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to investors.

NOTICE OF SGM



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 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 28 July 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares to be issued and allotted by Ford Glory Group Holdings Limited (“**FGG**”) under the share option scheme (the “**FGG Share Option Scheme**”) conditionally adopted by the board of directors of the Company and the board of directors of FGG, the rules of which are set out in a document submitted to this meeting marked “**A**” and signed for the purpose of identification by the chairman of this meeting, such FGG Share Option Scheme be and is hereby approved and adopted as the share option scheme of FGG and the directors of the Company and the directors of FGG be and are hereby authorised to grant options thereunder and to allot and issue shares which may fall to be issued upon exercise of the options to be granted pursuant to the FGG Share Option Scheme and take all such steps as may be necessary or desirable to implement such FGG Share Option Scheme.”
2. “**THAT** conditional on the passing of resolution numbered 1 in the notice convening this meeting, each as a separate resolution, the grant of the following options to under the FGG Share Option Scheme as proposed by the directors of the Company and the directors of FGG be and it is hereby approved:
 - (a) the grant of options to Mr. Ng Tsze Lun to subscribe for 21,000,000 shares of FGG;
 - (b) the grant of options to Mr. Ng Tze On to subscribe for 5,350,000 shares of FGG;
and

* *For identification purpose only*

NOTICE OF SGM

- (c) the grant of options to Mr. Lau Kwok Wa, Stanley to subscribe for 5,350,000 shares of FGG;

each of which representing more than one per cent. of the proposed issued share capital of FGG as at the date on which dealings in the shares of FGG on the Main Board of The Stock Exchange of Hong Kong Limited commences, and any director of the Company or any director of FGG be and is hereby authorised to take any step as he considers necessary, desirable or expedient in connection with the grant of options to each of Mr. Ng Tsze Lun, Mr. Ng Tze On and Mr. Lau Kwok Wa, Stanley.”

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

Hong Kong, 7 July 2010

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 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy and/or a power of attorney or other authority, if any, under which it is signed or a notarially 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 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 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.