



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 SGM

NOTICE IS HEREBY GIVEN that the special general meeting of Victory City International Holdings Limited (“**Company**”) will be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, Hong Kong at 10:00 a.m. on Wednesday, 17 October 2007 to transact the following special businesses:

ORDINARY RESOLUTION

“**THAT** each of the following guarantees be and is hereby approved and that the directors (“**Directors**”) of the Company be and are hereby authorised to do for and on behalf of the Company all such further acts and things and execute all such documents (including the following guarantees to be given by the Company) for and on behalf of the Company by hand or under seal, which in their opinion, may be necessary, desirable or expedient to carry into effect the transactions therein contemplated and all other matters in relation thereto or in connection therewith:

- (a) the continuing guarantee and indemnity to be given by each of the Company and Victory City Company Limited, a wholly-owned subsidiary of the Company, for an unlimited amount in favour of DBS Bank (Hong Kong) Limited to secure the facilities of up to HK\$70 million made available by DBS Bank (Hong Kong) Limited to Ford Glory International Limited (“**Ford Glory**”), a 51% owned subsidiary of the Company, on 13 December 2006;
- (b) the corporate guarantee to be provided by the Company for HK\$50 million together with accrued interest in favour of Wing Hang Bank Limited to secure the renewed and revised facilities to the extent of HK\$50.4 million to be extended by Wing Hang Bank Limited to Ford Glory on 9 January 2007;
- (c) the unconditional 100% continuing guarantee to be executed by the Company in favour of Bank of America, N.A. to secure the obligations of Ford Glory in respect of the facilities of up to US\$20 million (equivalent to approximately HK\$156 million) to be extended by Bank of America, N.A. to Ford Glory on 13 March 2007;
- (d) the deed of guarantee and indemnity to be executed by the Company for HK\$50 million in favour of BNP Paribas, Hong Kong Branch to secure the facilities of up to HK\$50 million placed by BNP Paribas, Hong Kong Branch at the disposal of Ford Glory on 11 April 2007;

* *for identification purposes only*

- (e) the deed of guarantee to be executed by each of the Company and Victory City Overseas Limited, a wholly-owned subsidiary of the Company, for HK\$80 million in favour of Hang Seng Bank Limited to secure the facilities of up to HK\$130 million offered by Hang Seng Bank Limited to Ford Glory on 25 June 2007;
- (f) the unlimited deed of guarantee to be executed by each of the Company and Ford Glory in favour of Hang Seng Bank Limited in respect of the facilities of up to HK\$20 million offered by Hang Seng Bank Limited to Glory Time Limited, a 70% owned subsidiary of Ford Glory Holdings Limited which is a 51% owned subsidiary of the Company, on 25 June 2007 for all sums due owing and/or payable to Hang Seng Bank Limited by Glory Time Limited together with accrued interest and all commissions, fees, costs, expenses, disbursements and payment liable to be reimbursed or otherwise payable to Hang Seng Bank Limited;
- (g) the corporate guarantee to be provided by the Company for US\$8 million (equivalent to approximately HK\$62.4 million) in favour of The Hongkong and Shanghai Banking Corporation Limited to secure the facilities of up to US\$8 million (equivalent to approximately HK\$62.4 million) (or its equivalent amount in HK\$) agreed to be granted by The Hongkong and Shanghai Banking Corporation Limited to Ford Glory on 10 July 2007; and
- (h) the continuing corporate guarantee (“**BOC Guarantee**”) to be given by the Company in favour of Bank of China (Hong Kong) Limited in respect of the facilities (“**BOC Facilities**”) of up to HK\$40 million granted by Bank of China (Hong Kong) Limited to Ford Glory on 26 July 2007 for HK\$40 million together with accrued interest and all commissions, fees, costs, expenses, disbursements and payment payable to or recoverable by Bank of China (Hong Kong) Limited under the BOC Facilities and the BOC Guarantee.”

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

Hong Kong, 25 September 2007

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit D, 3rd Floor
Winfield Industrial Building
3 Kin Kwan Street
Tuen Mun
New Territories
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The above resolution will be voted on by way of poll. Mr. Choi Lin Hung and his associates will abstain from voting on the above resolution.
6. As at the date of this notice, the board of directors of the Company comprises Mr Li Ming Hung, Mr Chen Tien Tui, Mr So Kam Wah, Mr Lee Yuen Chiu, Andy and Mr Choi Lin Hung as executive directors and Mr Kan Ka Hon, Mr Phaisalakani Vichai and Mr Kwok Sze Chi as independent non-executive directors.