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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

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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)

Executive Directors:

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

Independent non-executive Directors:

Kan Ka Hon
Phaisalakani Vichai
Kwok Sze Chi

Registered office:

Clarendon House
Church Street
Hamilton HM 11
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

5 February 2010

To the shareholders of the Company

Dear Sirs

SCRIP DIVIDEND SCHEME

INTRODUCTION

In the interim results announcement of the Company dated 18 December 2009, the board of directors (the “**Directors**”) of Victory City International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announced the interim results of the Group for the

* *For identification purposes only*

six months ended 30 September 2009 and resolved to declare an interim dividend (the “**Interim Dividend**”) of HK2.0 cents per share (each a “**Share**”) of HK\$0.01 each in the share capital of the Company. The Interim Dividend is payable to the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appeared on the register of members of the Company on 15 January 2010 (the “**Record Date**”) by way of cash with an option to elect to receive wholly or partly an allotment and issue of new Shares (the “**Scrip Shares**”), credited as fully paid, in lieu of cash payment of the Interim Dividend (the “**Scrip Dividend Scheme**”).

SCRIP DIVIDEND SCHEME

Particulars of the Scrip Dividend Scheme

Under the Scrip Dividend Scheme, each Qualifying Shareholder has an option to elect to receive the Interim Dividend:

- (a) in cash payment of HK2.0 cents per Share; or
- (b) by way of an allotment and issue of Scrip Shares; or
- (c) by way of a combination of (a) and (b) above.

The number of Scrip Shares to be allotted and issued to a Qualifying Shareholder who elects either (b) or (c) above will be calculated by dividing the total amount of the Interim Dividend which he/she/it elects to be made payable to him/her/it by way of Scrip Shares by the average of the closing prices of the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days ended 15 January 2010 less a discount of five per cent. of such average price or the par value of the Shares, whichever is the higher.

The Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the Interim Dividend. In particular, they will rank in full for all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Scrip Shares including the final dividend (if any) for the year ending 31 March 2010.

Basis of allotment and issue of Scrip Shares

For the purpose of calculating the number of Scrip Shares to be allotted and issued, the value of Scrip Shares has been set by the Directors at HK\$2.1147 per Share which represents a five per cent. discount to HK\$2.226, being the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ended 15 January 2010.

The number of Scrip Shares to be allotted and issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

Qualifying Shareholders

As at the Record Date, there was one shareholder of the Company with registered address in the Philippines as appeared on the register of members of the Company. The Board has made enquiries with its legal adviser as to the Philippine laws as to whether there is any legal restriction under the applicable securities legislation of the Philippines or requirement of any relevant regulatory body or stock exchange with respect to the offer of Scrip Shares to such shareholder in the Philippines. The

Company has been advised by its legal adviser as to the Philippine laws that there is no legal restriction under the applicable legislation of the Philippines or requirement of any relevant regulatory body or stock exchange with respect to the offer of the Scrip Shares to the shareholder in the Philippines. Based on the advice of the Company's legal adviser as to the Philippine laws, the Directors believe that the documents regarding the Scrip Dividend Scheme would not be required to be registered under the relevant laws and regulations of the Philippines and may be despatched to the shareholder with registered address in the Philippines without any restrictions. In view of this, the Directors have decided to extend the offer of the Scrip Shares to the shareholder with registered address in the Philippines and accordingly, all shareholders whose names appear on the register of members of the Company on the Record Date fall within the definition of Qualifying Shareholders and are therefore eligible to participate in the Scrip Dividend Scheme.

Shareholder(s) having a registered address in the Philippines should note that exemption from registration of the Scrip Shares is claimed under Section 10.1(d) of the Philippine Securities Regulation Code. No confirmation has been obtained from the Philippine Securities and Exchange Commission that the Scrip Dividend Scheme qualifies as an exempt transaction. **THE SECURITIES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.**

Advantages of the Scrip Dividend Scheme

In arriving at the decision to declare the Interim Dividend by way of the Scrip Dividend Scheme, the Directors consider that while the Company should declare interim dividend for the six months ended 30 September 2009, the retention of cash, which would otherwise have been paid to the shareholders of the Company as cash dividend, within the Group would enhance the continuous growth, maintain the financial stability and reduce the financing costs of the Group. In addition, the Scrip Dividend Scheme will give the Qualifying Shareholders the opportunity to increase their equity investment in the Company without incurring brokerage fees, stamp duty and related costs of dealings.

The form of election

Enclosed with this circular is a form of election. No action is required if you wish the Interim Dividend for the six months ended 30 September 2009 to which you are entitled to be wholly satisfied in cash.

If you wish to elect to receive the Interim Dividend either wholly or in part by an allotment and issue of the Scrip Shares, you must complete the form of election in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, **Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 26 February 2010.** No acknowledgement of receipt of the form of election will be issued.

Please note that if you sign the form of election but do not specify the number of Shares in respect of which you wish to receive your dividend to be satisfied by the allotment and issue of the Scrip Shares or, if you elect for payment of the dividend to be satisfied by the allotment and issue of the Scrip Shares in respect of a number of Shares greater than your registered holding of Shares, then in either case you will be deemed to have exercised your election for Scrip Shares in lieu of cash in respect of all the Shares registered in your name.

If you do not complete and return the form of election before the time and in the manner stated above, you will receive the whole of your Interim Dividend in cash.

Listing of the Scrip Shares and despatch of certificates of the Scrip Shares

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme. No part of the Company's securities is listed or dealt in on any other stock exchange except the Stock Exchange, and no such listing or permission to deal is being, or is proposed to be sought. It is expected that certificates for the Scrip Shares will be posted to the shareholders of the Company at their own risk on or about Friday, 5 March 2010. On this basis, dealings in the Scrip Shares are expected to commence on Tuesday, 9 March 2010.

Recommendation and advice

Whether or not it is to your advantage to receive the Interim Dividend, wholly in cash or satisfied by the allotment and issue of the Scrip Shares, in whole or in part, depends upon your own individual circumstances and on the movement of the Company's share price in the market. The decision in this regard and all consequences resulting from such decision are the sole responsibility of each shareholder of the Company. If you are in any doubt as to what to do, you should consult your own professional adviser. This applies particularly to shareholders who are trustees, who are recommended to seek professional advice as to whether they have the powers to make any relevant election and as to the effect of the election having regard to the terms of the relevant trust instrument.

Disclosure of interests

Shareholders of the Company should note that an acquisition of Scrip Shares under the Scrip Dividend Scheme may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Shareholders of the Company who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice.

WAIVER FROM STRICT COMPLIANCE WITH RULES 19.10(2) AND 19.10(3) OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE ("THE LISTING RULES")

Rules 19.10(2) and 19.10(3) of the Listing Rules require the inclusion in this circular of summaries of: (a) the provisions of the constitutive documents of the Company (the "**Constitutive Documents**") in so far as they may affect shareholders' rights and protections and Directors' powers; and (b) the relevant regulatory provisions of the jurisdiction in which the Company is incorporated (the "**Regulatory Provisions**").

Given that both the Constitutive Documents and the Regulatory Provisions are publicly available and that the relevant provisions of the Constitutive Documents and the Regulatory Provisions do not affect the rights of the Qualifying Shareholders under the Scrip Dividend Scheme, the Company considers that it will be unduly burdensome to prepare summaries of the Constitutive Documents and the Regulatory Provisions for inclusion in this circular. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 19.10(2) and 19.10(3) of the Listing Rules.

DOCUMENT AVAILABLE FOR INSPECTION

A copy of the memorandum of association and the bye-laws of the Company is available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong from the date of this circular up to and including 26 February 2010.

Yours faithfully,
For and on behalf of the board of
Victory City International Holdings Limited
Lee Chung Shing
Company Secretary