

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 HELD ON 2 MARCH 2020 AND NOTICE OF ADJOURNED SPECIAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) of Victory City International Holdings Limited (the “**Company**”) dated 7 February 2020 in relation to, among others, the Rights Issue. Terms used in this announcement shall have the same meanings as those defined in the Circular.

ADJOURNMENT OF THE SGM AND VOTING RESULTS OF THE SGM

Upon commencement of the SGM, with the presence of a quorum, in accordance with bye-law 64 of the bye-laws of the Company, the chairman of the SGM put forward a resolution to adjourn the SGM to Friday, 13 March 2020 at 10:00 a.m. to be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong (the “**Adjournment Resolution**”), due to the outbreak of the novel coronavirus, travel arrangements of the Shareholders and delivery of the forms of proxy are disrupted in Mainland China or between Mainland China and Hong Kong. The Company has been informed by certain Shareholders that their voting intentions have not been able to be reflected in the registered proxy votes for the proposed resolution set forth in the SGM Notice.

Pursuant to Rule 13.39(4) of the Listing Rules and the bye-laws of the Company, voting of the Adjournment Resolution was taken by show of hands. The total number of votes cast in favour of the Adjournment Resolution was 7 votes, representing 100% of the total number of votes cast and the total number of votes cast against the Adjournment Resolution was 0 vote, representing 0% of the total number of votes cast. As more than 50% of the votes were cast in favour of the Adjournment Resolution, the Adjournment Resolution was duly passed by way of show of hands at the SGM.

The adjourned SGM (the “**Adjourned SGM**”) will be held on Friday, 13 March 2020 at 10:00 a.m. at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong to consider and, if thought fit, pass the proposed resolution set forth in the SGM Notice. The form of proxy despatched with the Circular for use at the SGM will remain valid for the Adjourned SGM.

As at the date of the SGM, the total number of issued Shares was 776,911,981 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Adjournment Resolution. Pursuant to Rule 13.41 of the Listing Rules, a meeting is required to be adjourned by a resolution, all Shareholders are permitted to vote on such resolution. There were no shares entitling the holder to attend and abstain from voting in favour of the Adjournment Resolution at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Adjournment Resolution at the SGM.

The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for the vote-taking at the SGM.

VOTING ARRANGEMENT AND PROXY ARRANGEMENT AT THE ADJOURNED SGM

Any Shareholders whose names is on the register of members of the Company on 2 March 2020 is entitled to attend and vote at the Adjourned SGM, regardless of whether he/she/it attended the original SGM held at 10:00 a.m. on 2 March 2020, and regardless of whether he/she/it appointed a proxy, a corporate representative or an attorney to attend in his/her/its stead.

Any Shareholder entitled to attend and vote at the Adjourned SGM is entitled to appoint a proxy to attend and vote instead of him/her/it at the Adjourned SGM. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf.

The form of proxy despatched with the Circular for use at the SGM will remain valid for the Adjourned SGM if you do not intend to change your vote. However, should you intend to lodge a revised form of proxy, you are requested to complete and return an additional form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Adjourned SGM or any further adjournment thereof (as the case may be). The form of proxy is also available on the HKExnews website at www.hkexnews.hk and the Company’s website at www.victorycity.com.hk.

Shareholders should note that the forms of proxy lodged by the Shareholders prior to the date hereof, if completed correctly, shall continue to be valid but will be superseded and become invalid in the event that the same Shareholder has lodged an additional form of proxy with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Adjourned SGM or any further adjournment thereof (as the case may be) should you so wish, and in such event, the previous form of proxy shall be deemed to be revoked.

TIMETABLE FOR THE BOOK CLOSURE PERIOD

Apart from the date and time of the Adjourned SGM as aforementioned, the timetable for the book closure period will remain the same as set out in the Circular. The last share registration date for determining the eligibility of the Shareholders to attend the Adjourned SGM will remain the same as set out in the Circular. Any Shareholders whose names appeared on the register of members of the Company on 2 March 2020 shall be entitled to attend and vote at the Adjourned SGM.

Following the adjournment of the SGM, the timetable for the Rights Issue as set out in the announcement of the Company dated 24 February 2020, remains the same.

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

Hong Kong, 2 March 2020

As at the date of this announcement, the executive Directors are Mr. Li Ming Hung (Chairman), Mr. Chen Tien Tui (Chief Executive Officer), Mr. Lee Yuen Chiu Andy and Mr. Choi Lin Hung and the independent non-executive Directors are Mr. Kan Ka Hon, Mr. Phaisalakani Vichai and Mr. Kwok Sze Chi.

** for identification purposes only*