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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)

(1) POLL RESULTS OF THE ADJOURNED SPECIAL GENERAL MEETING HELD ON 13 MARCH 2020 AND (2) LAPSE OF RIGHTS ISSUE

Reference is made to (i) the circular (the “**Circular**”) of Victory City International Holdings Limited (the “**Company**”) dated 7 February 2020 in relation to, among others, the Rights Issue; and (ii) the announcement of the Company dated 2 March 2020 in respect of the poll results of the SGM and notice of the Adjourned SGM (the “**Adjournment Announcement**”). Terms used in this announcement shall have the same meanings as those defined in the Circular and the Adjournment Announcement unless the context requires otherwise.

POLL RESULTS OF THE ADJOURNED SGM

At the Adjourned SGM held on 13 March 2020, voting on the proposed ordinary resolution (the “**Resolution**”) as set out in the notice of the SGM contained in the Circular was conducted by poll. The Company’s branch share registrar in Hong Kong,

Tricor Secretaries Limited, acted as scrutineer for the vote-taking at the Adjourned SGM. The Board announces that the Resolution was not passed at the Adjourned SGM. The poll results in respect of the Resolution are as follows:

| ORDINARY RESOLUTION | | FOR Number of Shares (<i>Approximate %</i>) | AGAINST Number of Shares (<i>Approximate %</i>) |
|----------------------------|--|--|--|
| 1.# | To approve the Underwriting Agreement, the Rights Issue on the basis of two (2) Rights Shares for every one (1) existing Share held on the Record Date and the transactions contemplated thereunder, and to authorise the Directors to do all such acts and things and sign and execute all such documents to give effect to the same. | 24,563,313 (34.29%) | 47,068,725 (65.71%) |

Full text of the Resolution is set out in the notice dated 7 February 2020 convening the SGM.

Note: The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the Adjourned SGM in person or by corporate representative or proxy.

As at the date of the Adjourned SGM, the total number of issued Shares as at the date of the Adjourned SGM was 776,911,981 Shares.

Since the Rights Issue will increase the issued share capital of the Company by more than 50%, in accordance with Rule 7.27A(1) of the Listing Rules, the Rights Issue must be made conditional on, amongst other things, the approval by the Independent Shareholders at which any controlling shareholders and their respective associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue.

As at the date of the Adjourned SGM, the Company has no controlling Shareholder. The Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates, who are interested in 211,783,800 Shares in aggregate (representing approximately 27.26% of the total number of Shares in issue as at the date of the Adjourned SGM), shall abstain from voting in favour of the Rights Issue in accordance with Rule 7.27A(1) of the Listing Rules. Therefore, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the Adjourned SGM was 565,128,181 Shares.

In addition, no Shareholders being abstained from voting in favour of the Resolution under Rule 7.27A(1) of the Listing Rules have stated their intention in the Circular to vote against the Resolution at the Adjourned SGM as set out in Rule 13.40 of the Listing Rules.

As at the date of the Adjourned SGM:

- (i) there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolution at the Adjourned SGM as set out in Rule 13.40 of the Listing Rules;
- (ii) save as disclosed, no Shareholders were required under the Listing Rules to abstain from voting; and
- (iii) as less than 50% of the votes were cast in favour of the Resolution, the Resolution was not passed as an ordinary resolution.

LAPSE OF RIGHTS ISSUE

As disclosed in the Circular, the Rights Issue is conditional upon, among others, the approval by the Independent Shareholders passing the Resolution at the SGM. As the Rights Issue was not approved by the Independent Shareholders at the Adjourned SGM, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed. Accordingly, the Prospectus Documents will not be despatched and the revised expected timetable for the Rights Issue, the associated trading arrangements and book closing arrangement as set out in the announcement of the Company dated 24 February 2020 will not come into effect. Although the Rights Issue will not proceed, the Directors consider that there is no material adverse impact on the financial position and operation of the Company. As stated in the Circular, the Company intended to use the net proceeds from the Rights Issue for the Expansion and the repayment of bank loans. As at the date of this announcement, as the Rights Issue will not proceed, the Company does not rule out the possibility that the Company may conduct further equity fund raising exercises to support such future developments of the Group. The Company will also consider plans to satisfy its repayment obligations for the bank borrowings by internal resources and through refinancing of existing borrowings to the extent where such refinancing arrangement is allowed by the banks as referred to in the Circular.

Shareholders and potential investors should exercise caution when dealing in the Shares.

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

Hong Kong, 13 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*