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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)**

### POLL RESULTS OF THE SPECIAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) of Victory City International Holdings Limited (the “**Company**”) dated 13 April 2016. Terms used in this announcement shall have the same meanings as those defined in the Circular.

At the SGM held on 29 April 2016, 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 SGM.

The Board is pleased to announce that the Resolution was duly passed at the SGM. The poll results in respect of the Resolution is as follows:

<b>Resolution</b>		<b>For</b> Number of Shares <i>(Approximate %)</i>	<b>Against</b> Number of Shares <i>(Approximate %)</i>
1.#	(a) to approve the Placing Agreement; (b) to authorise any one Director to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Placing Agreement to, including without limitation, allot and issue the Placing Shares; (c) to approve all other transactions contemplated under the Placing Agreement; and (d) to approve the grant of the unconditional specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Placing Shares pursuant to the Placing Agreement.	1,416,329,263 (87.27%)	206,578,538 (12.73%)

# Full text of the Resolution is set out in the notice dated 13 April 2016 convening the SGM.

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

As at the date of the SGM:

- (i) the total number of issued Shares was 2,272,228,686 Shares;
- (ii) there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolution at the SGM according to Rule 13.40 of the Listing Rules;
- (iii) no Shareholders were required under the Listing Rules to abstain from voting;
- (iv) as more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution; and
- (v) in accordance with the terms of the Placing Agreement, the Placing Price has been determined and agreed between the Company and the Placing Agent at HK\$0.52 per Placing Share.

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

Hong Kong, 29 April 2016

*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*