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## **FORD GLORY GROUP HOLDINGS LIMITED**

**福源集團控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock code: 1682)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Ford Glory Group Holdings Limited (“**FGG**”) will be held at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong on 15 March 2011 at 11:15 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** pursuant to the terms of the share option scheme (“**FGG Share Option Scheme**”) of FGG, conditionally adopted by FGG and approved by the shareholders of Victory City International Holdings Limited on 28 July 2010, approval be and is hereby generally and unconditionally granted for “refreshing” the 10% general scheme limit provided that (i) the total number of shares of HK\$0.01 each in the capital of FGG which may be issued upon the exercise of all options to be granted under the FGG Share Option Scheme and other share option schemes of FGG under the limit as “refreshed” hereby shall not exceed 10% of the aggregate nominal amount of the share capital of FGG in issue on the date of the passing of this resolution and (ii) options previously granted under the FGG Share Option Scheme and other share option schemes of FGG (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the FGG Share Option Scheme or any other share option schemes of FGG) shall not be counted for the purpose of calculating the general scheme limit as “refreshed” hereby.”

Hong Kong, 24 February 2011

By order of the board of directors of  
**Ford Glory Group Holdings Limited**  
**Choi Lin Hung**  
*Chairman*

\* *For identification purposes only*

***Registered office:***

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

***Head office and principal place***

***of business in Hong Kong:***  
19/F, Ford Glory Plaza  
37-39 Wing Hong Street  
Cheung Sha Wan  
Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of FGG, vote in his stead. A proxy need not be a member of FGG.
2. To be valid, the form of proxy and/or a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority must be deposited at the offices of FGG'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 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 FGG in respect of the joint holding.
5. As at the date of this notice, the board of directors of FGG comprises three executive directors, namely Mr. Choi Lin Hung, Mr. Lau Kwok Wa, Stanley and Mr. Ng Tze On and two non-executive directors, namely Mr. Chen Tien Tui and Mr. Li Ming Hung, and four independent non-executive directors, namely Mr. Lau Chi Kit, Mr. Mak Chi Yan, Mr. Wong Wai Kit, Louis and Mr. Yuen Kin Kei.