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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS

This announcement is made pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the joint announcements of Ford Glory Group Holdings Limited and Victory City International Holdings Limited dated 24 July 2013, 23 August 2013, 23 September 2013, 23 October 2013 and 19 November 2013 in relation to the possible acquisition of all or part of FGG Shares held by Sure Strategy Limited by independent third parties. Reference is also made to the joint announcements dated 19 December 2013, 17 January 2014 and 14 February 2014 (the “**Joint Announcements**”) in relation to, among other things, the MOU and the Proposed Transaction. Unless otherwise stated, terms used in this announcement have the same meanings as defined in the Joint Announcements.

The board of directors of FGG announces that an aggregate of 100,000 FGG Shares were issued by FGG on 19 February 2014 upon exercise of 100,000 share options granted under the existing share option scheme of FGG at an exercise price of HK\$0.844 per FGG Share. As at the date hereof, there were 450,262,000 FGG Shares in issue and 69,515,000 outstanding share options under the existing share option scheme of FGG.

In accordance with Rule 3.8 of the Takeovers Code, associates of FGG are reminded to disclose their dealings in the securities of FGG pursuant to the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

* For identification purposes only

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that the Proposed Transaction will materialise or eventually be consummated and the discussions in relation to the Proposed Transaction set out in the MOU may or may not proceed. The terms of the Proposed Transaction are subject to negotiations between the parties to the MOU. As such, the discussions may or may not lead to a general offer. Shareholders of FGG and public investors are urged to exercise extreme caution when dealing in the shares and/or other securities of FGG.

By order of the Board
Ford Glory Group Holdings Limited
Choi Lin Hung
Chairman

Hong Kong, 19 February 2014

As at the date of this announcement, the board of directors of FGG comprises Mr. Choi Lin Hung, Mr. Lau Kwok Wa, Stanley and Mr. Ng Tze On as executive directors; Mr. Chen Tien Tui and Mr. Li Ming Hung as non-executive directors; and Mr. Lau Chi Kit, Mr. Mak Chi Yan, Mr. Wong Wai Kit, Louis and Mr. Yuen Kin Kei as independent non-executive directors.

The directors of FGG jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.