

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*

(Joint provisional liquidators appointed)

(For restructuring purposes only)

(Incorporated in Bermuda with limited liability)

(Stock Code: 539)

CHANGE OF COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Director(s)**”) of Victory City International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Shin Yick Fabian (“**Mr. Shin**”) has ceased to be the company secretary of the Company (the “**Company Secretary**”) with effect from 12 April 2021 but Mr. Shin will remain as an employee of the Company to deal with the Group’s restructuring matters. Mr. Shin confirmed that he has no disagreement with the Board and there are no matters in relation to his cessation as the Company Secretary that need to be brought to the attention of the holders of securities of the Company.

The Board further announces that Mr. Kwong Lun Kei Victor (“**Mr. Kwong**”), as nominated by Michael Li & Co., has been appointed as the Company Secretary with effect from 12 April 2021 under an engagement letter made between the Company and Michael Li & Co., pursuant to which Michael Li & Co. agreed to provide corporate secretarial services to the Company.

Mr. Kwong, aged 39, is a practising solicitor and was admitted as a solicitor in Hong Kong in 2010. He obtained his Bachelor of Laws and Bachelor of Commerce from University of New South Wales, Australia in 2007. He has over ten (10) years of experience in corporate finance and primarily advises on listings of companies on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), mergers and acquisitions, regulatory compliance and other commercial law matters. Mr. Kwong is also the company secretary of Brainhole Technology Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2203) since 1 April 2020. Mr. Kwong did not hold any directorship in any listed companies during the last three years immediately preceding the date of this announcement. In view of Mr. Kwong’s experience in legal and company secretarial functions, the Directors believe that Mr. Kwong has the appropriate

legal and company secretarial expertise for the purposes of “academic or professional qualifications or relevant experience” under Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Mr. Kwong does not act as an individual employee of the Company, but as an external service provider in respect of his appointment as the company secretary of the Company. Pursuant to Code F.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. In this respect, the Company has nominated Mr. Li Ming Hung, the chairman of the Board and an executive Director, as the contact point for Mr. Kwong.

While the Company is well aware of the importance of the company secretary in supporting the Board on governance matters, after having considered that Michael Li & Co. has more than twenty professional staff and one qualified company secretary with professional qualifications, the Board is of the view that there will be sufficient time, resources and supporting for fulfilment of the company secretary requirements and Mr. Kwong will be able to allocate and devote sufficient time to the Company for fulfilling the company secretary requirements and supervise other staff of Michael Li & Co. to fulfill such requirements.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Shin for his commitment and professional performance to the Company during his tenure of service and welcome Mr. Kwong for his appointment.

By Order of the Board
Victory City International Holdings Limited
(Joint provisional liquidators appointed)
(For restructuring purposes only)
Li Ming Hung
Chairman and executive director

Hong Kong, 12 April 2021

As at the date of this announcement, the executive Directors are Mr. Li Ming Hung (Chairman), Mr. Chen Tien Tui (Chief Executive Officer) and Mr. Lee Yuen Chiu Andy, and the independent non-executive Directors are Mr. Leung Kim Hung, Mr. Liew Swee Yean and Mr. Ng Kwok Hung Perry.

** for identification purposes only*