



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/03/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory City International Holdings LimitedDate Submitted 01/04/2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 00539 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | <u>40,000,000,000</u>     | <u>HK\$0.01</u>                  | <u>HK\$400,000,000</u>                          |
| Increase/(decrease)                 | <u>N/A</u>                | <u>N/A</u>                       | <u>N/A</u>                                      |
| Balance at close of the month       | <u>40,000,000,000</u>     | <u>HK\$0.01</u>                  | <u>HK\$400,000,000</u>                          |

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     | _____                            | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                          |                               |                                              |
|-------------------------------------|--------------------------|-------------------------------|----------------------------------------------|
| Stock code : _____                  |                          | Description : _____           |                                              |
|                                     | No. of preference shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                    | _____                         | _____                                        |
| Increase/(decrease)                 | _____                    | _____                         | _____                                        |
| Balance at close of the month       | _____                    | _____                         | _____                                        |

## 3. Other Classes of Shares

|                                     |                                |                               |                                              |
|-------------------------------------|--------------------------------|-------------------------------|----------------------------------------------|
| Stock code : _____                  |                                | Description : _____           |                                              |
|                                     | No. of other classes of shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                          | _____                         | _____                                        |
| Increase/(decrease)                 | _____                          | _____                         | _____                                        |
| Balance at close of the month       | _____                          | _____                         | _____                                        |

Total authorised share capital at the end of the month (State currency) :

**HK\$400,000,000**

## II. Movements in Issued Share Capital

|                                          | No. of ordinary shares<br>(1) | (2) | No of preference<br>shares | No. of other classes<br>of shares |
|------------------------------------------|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of<br>preceding month   | <u>1,803,324,466</u>          |     |                            |                                   |
| Increase/ (decrease)<br>during the month | <u>59,235,433</u>             |     |                            |                                   |
| Balance at close of the<br>month         | <u>1,862,559,899</u>          |     |                            |                                   |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |           |           |        | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
|                                                                                                                            | Granted                   | Exercised | Cancelled | Lapsed |                                                                               |                                                                                                    |
| 1.<br><u>Exercise Price:</u><br><u>HK\$0.782</u><br><u>(15/03/2011)</u><br><u>Ordinary shares</u><br><i>(Note 1)</i>       | 0                         | 0         | 0         | 0      | 0                                                                             | 106,400,000                                                                                        |
| 2.<br><u>Exercise Price:</u><br><u>HK\$</u><br><u>( / / )</u><br><u>Ordinary shares</u><br><i>(Note 1)</i>                 |                           |           |           |        |                                                                               |                                                                                                    |
| 3.<br><u>Exercise Price:</u><br><u>HK\$</u><br><u>( / / )</u><br><u>Ordinary shares</u><br><i>(Note 1)</i>                 |                           |           |           |        |                                                                               |                                                                                                    |
| Total A. (Ordinary shares)                                                                                                 |                           |           |           |        |                                                                               |                                                                                                    |
| (Preference shares)                                                                                                        |                           |           |           |        |                                                                               |                                                                                                    |
| (Other class)                                                                                                              |                           |           |           |        |                                                                               |                                                                                                    |
| Total funds raised during the month from exercise of<br>options (State currency)                                           | N/A                       |           |           |        |                                                                               |                                                                                                    |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|----------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( Date of expiry - / / )                                 |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable ( <i>Note 1</i> )               |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| AGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 2.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable ( <i>Note 1</i> )               |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 3.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable ( <i>Note 1</i> )               |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 4.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable ( <i>Note 1</i> )               |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |

For Main Board and GEM listed issuers

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|----------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                          |                                 |                                                    |                                  | Total B.                                  |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (Ordinary shares)                         |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (Preference shares)                       |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (Other class)                             |                                                                                        |                                                                                                                |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 2.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 3.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 4.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                            | Total C. (Ordinary shares)   |                                                                      |                                                                                           |
|                                                |                                |                                    |                            | (Preference shares)          |                                                                      |                                                                                           |
|                                                |                                |                                    |                            | (Other class)                |                                                                      |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>Ordinary shares ( <i>Note 1</i> )            |                                                                      |                                                                                           |
| 2.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                     |                                                                      |                                                                                           |
| 3.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                     |                                                                      |                                                                                           |
| _____<br>Total D.    (Ordinary shares)<br>(Preference shares)<br>(Other class)                          |                                                                      |                                                                                           |

## Other Movements in Issued Share Capital

| Type of Issue   |            |                |                                   |                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------|-----------------------------------|-----------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : | State currency | Class of shares issuable (Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   |                                         |                                                                      |                                                                                           |
| 2. Open offer   | At price : | State currency | Class of shares issuable (Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   |                                         |                                                                      |                                                                                           |
| 3. Placing      | At price : | State currency | Class of shares issuable (Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   |                                         |                                                                      |                                                                                           |
| 4. Bonus issue  |            |                | Class of shares issuable (Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |            |                |                                   |                                         |                                                                      |                                                                                           |

|               |                         |                             |                   |            |                                                                                                                                                                       | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|-----------------------------|-------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue |                         |                             |                   |            |                                                                                                                                                                       |                                                                                        |                                                                                                                   |
| 5.            | Scrip dividend          | At price :<br>HKD<br>1.0583 | State<br>currency | <u>HKD</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>ordinary<br>Issue and allotment date : (dd/mm/yyyy) (13/03/2015)<br>EGM approval date: (dd/mm/yyyy) (28/08/2014) | 59,235,433                                                                             | N/A                                                                                                               |
| 6.            | Repurchase of<br>shares |                             |                   |            | Class of shares _____<br>repurchased <i>(Note 1)</i><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                     |                                                                                        |                                                                                                                   |
| 7.            | Redemption of<br>shares |                             |                   |            | Class of shares _____<br>redeemed <i>(Note 1)</i><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                          |                                                                                        |                                                                                                                   |
| 8.            | Consideration<br>issue  | At price :                  | State<br>currency |            | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                       |                                                                                        |                                                                                                                   |

For Main Board and GEM listed issuers

|                                                                                                                                                                                                         |  |  |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto                                                                  | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------|
| <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: linear-gradient(to bottom right, transparent 49%, black 49% 51%, black 51% 100%); pointer-events: none;"></div> |  |  |  |                                                                                                                                                         |                                                                                                                   |       |
| 9. Capital reorganisation                                                                                                                                                                               |  |  |  | Class of shares issuable _____<br><i>(Note 1)</i><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                                                             | _____ |
| 10. Other (Please specify)      At price :      State currency _____                                                                                                                                    |  |  |  | Class of shares issuable _____<br><i>(Note 1)</i><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                                                             | _____ |
|                                                                                                                                                                                                         |  |  |  | Total E. (Ordinary shares) 59,235,433<br>(Preference shares) _____<br>(Other class) _____                                                               | _____                                                                                                             | _____ |

|                                                                                                                         |     |            |
|-------------------------------------------------------------------------------------------------------------------------|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 59,235,433 |
|                                                                                                                         | (2) | _____      |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | _____      |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | _____      |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |            |

Remarks (if any):

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Submitted by: Lee Chung Shing

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*