



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/12/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory City International Holdings LimitedDate Submitted 03/01/2018**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>4,193,744,205</u>          |     |                            |                                   |
| Increase/ (decrease)<br>during the month | <u>-</u>                      |     |                            |                                   |
| Balance at close of the<br>month         | <u>4,193,744,205</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<br>of issuer which<br>may be issued<br>pursuant thereto as<br>at close of the<br>month |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
|                                                                                                                            | Granted                   | Exercised | Cancelled | Lapsed |                                                                               |                                                                                                          |
| 1. Share Option<br>Scheme<br>adopted on<br>15/03/2011                                                                      | 0                         | 0         | 0         | 0      | 0                                                                             | 282,987,000                                                                                              |
| Exercise Price:<br>HK\$0.373                                                                                               |                           |           |           |        |                                                                               |                                                                                                          |
| Date of grant:<br>12/10/2016                                                                                               |                           |           |           |        |                                                                               |                                                                                                          |
| Ordinary shares<br>(Note 1)                                                                                                |                           |           |           |        |                                                                               |                                                                                                          |
| 2.                                                                                                                         |                           |           |           |        |                                                                               |                                                                                                          |
| Exercise Price:<br>HK\$                                                                                                    |                           |           |           |        |                                                                               |                                                                                                          |
| ( / / )                                                                                                                    |                           |           |           |        |                                                                               |                                                                                                          |
| Ordinary shares<br>(Note 1)                                                                                                |                           |           |           |        |                                                                               |                                                                                                          |
| 3.                                                                                                                         |                           |           |           |        |                                                                               |                                                                                                          |
| Exercise Price:<br>HK\$                                                                                                    |                           |           |           |        |                                                                               |                                                                                                          |
| ( / / )                                                                                                                    |                           |           |           |        |                                                                               |                                                                                                          |
| Ordinary shares<br>(Note 1)                                                                                                |                           |           |           |        |                                                                               |                                                                                                          |
| Total A. (Ordinary shares)                                                                                                 |                           |           |           |        |                                                                               |                                                                                                          |
| (Preference shares)                                                                                                        |                           |           |           |        |                                                                               |                                                                                                          |
| (Other class)                                                                                                              |                           |           |           |        |                                                                               |                                                                                                          |
| Total funds raised during the month from exercise of<br>options (State currency)                                           | --                        |           |           |        |                                                                               |                                                                                                          |

## 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 (Note 1)                        |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| AGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 2.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable (Note 1)                        |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 3.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable (Note 1)                        |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )                         |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 4.                                                       |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares issuable (Note 1)                        |                                 |                                                    |                                  |                                           |                                                                                        |                                                                                                                |
| 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)                         | <div></div>                                                                            |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (Preference shares)                       | <div></div>                                                                            |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (Other class)                             | <div></div>                                                                            |                                                                                                                |
|                                                          |                                 |                                                    |                                  |                                           | <div></div>                                                                            |                                                                                                                |

## 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. Convertible Bonds issued pursuant to the Subscription Agreement dated 25 April 2017 and the Supplemental Deed dated 10 July 2017 | HK\$                           | 400,000,000                        | -                          | 400,000,000                  | -                                                                    | 1,333,333,334                                                                             |
| Stock code (if listed)                                                                                                              | N/A                            |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                          | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                                  | HK\$0.30 per Share             |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                                      | (30/06/2017) and (11/08/2017)  |                                    |                            |                              |                                                                      |                                                                                           |
| 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.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| Ordinary shares (Note 1)                                                                                |                                                                      |                                                                                           |
| 2.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| shares (Note 1)                                                                                         |                                                                      |                                                                                           |
| 3.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| shares (Note 1)                                                                                         |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              |                                                                      |                                                                                           |
| (Preference shares)                                                                                     |                                                                      |                                                                                           |
| (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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )                                                              | ( / / )                                                                                   |
| 2. Open offer   | At price : | State 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) | ( / / )                                                              | ( / / )                                                                                   |
| 3. Placing      | At price : | State 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) | ( / / )                                                              | ( / / )                                                                                   |
| 4. Bonus issue  |            |                | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>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 : | State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | _____                                                                                  | _____                                                                                                             |
| 6. Repurchase of shares |            |                   | <div>Class of shares repurchased (Note 1) _____</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                          | _____                                                                                  | _____                                                                                                             |
| 7. Redemption of shares |            |                   | <div>Class of shares redeemed (Note 1) _____</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                               | _____                                                                                  | _____                                                                                                             |
| 8. Consideration issue  | At price : | State<br>currency | <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                  | _____                                                                                  | _____                                                                                                             |

For Main Board and GEM listed issuers

|                            |                                            | 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 |
|----------------------------|--------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Type of Issue              |                                            |                                                                      |                                                                                           |
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy)                              | EGM approval date: (dd/mm/yyyy)                                                           |
|                            |                                            | ( / / )                                                              | ( / / )                                                                                   |
|                            |                                            |                                                                      |                                                                                           |
| 10. Other (Please specify) | At price : State currency _____            | Class of shares issuable _____<br>(Note 1)                           | Issue and allotment date : (dd/mm/yyyy)                                                   |
|                            |                                            |                                                                      | EGM approval date: (dd/mm/yyyy)                                                           |
|                            |                                            | ( / / )                                                              | ( / / )                                                                                   |
|                            |                                            |                                                                      |                                                                                           |
|                            |                                            | Total E. (Ordinary shares)                                           | _____                                                                                     |
|                            |                                            | (Preference shares)                                                  | _____                                                                                     |
|                            |                                            | (Other class)                                                        | _____                                                                                     |

|                                                                                                                  |     |       |
|------------------------------------------------------------------------------------------------------------------|-----|-------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | _____ |
|                                                                                                                  | (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):                  |     | _____ |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |       |

Remarks (if any):

---

---

---

---

---

---

---

---

---

---

Submitted by: Lee Chung Shing

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

---

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.*