# **日KEX**香港交易所

#### Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) :

30/04/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Victory City International Holdings Limited
Date Submitted	03/05/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00539</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	40,000,000,000	<u>HK\$0.01</u>	HK\$400,000,000
Increase/(decrease)	N/A		<u>N/A</u>
Balance at close of the month	40,000,000,000	<u>HK\$0.01</u>	HK\$400,000,000
(2) Stock code :Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u> </u>		
Increase/(decrease)			
Balance at close of the month			

#### 2. Preference Shares

Stock code :Descri	ption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u> </u>		
Increase/(decrease)			
Balance at close of the month			

### 3. Other Classes of Shares

Stock code :Descrip	tion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
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 ordin (1)	ary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	5,179,413,207			
Increase/ (decrease) during the month	2,589,706,603			
Balance at close of the month	7,769,119,810			

III. Details of Movements in Issued Share Capital

Share Options (un Particulars of share option scheme	der Share Opt	ion Schemes o	of the Issuer)		issuer issued during the month pursuant	
including EGM approval date (dd/mm/yyyy) and		Movement dur	ing the month		thereto	thereto as at close of the month
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option Scheme adopted on 15/03/2011	0	0	0	0	0	283,949,156 (adjusted) (Remark 1)
Exercise Price: HK\$0.372 (adjusted) (Remark 1) Date of grant: 12 Oct 2016 Ordinary Shares						
(Note 1) 2. Share Option Scheme adopted on 15/03/2011 Exercise Price: HK\$0.1002 Date of grant: 18 April 2019 Ordinary Shares	405,100,844	0	0	0	0	405,100,844
(Note 1)						

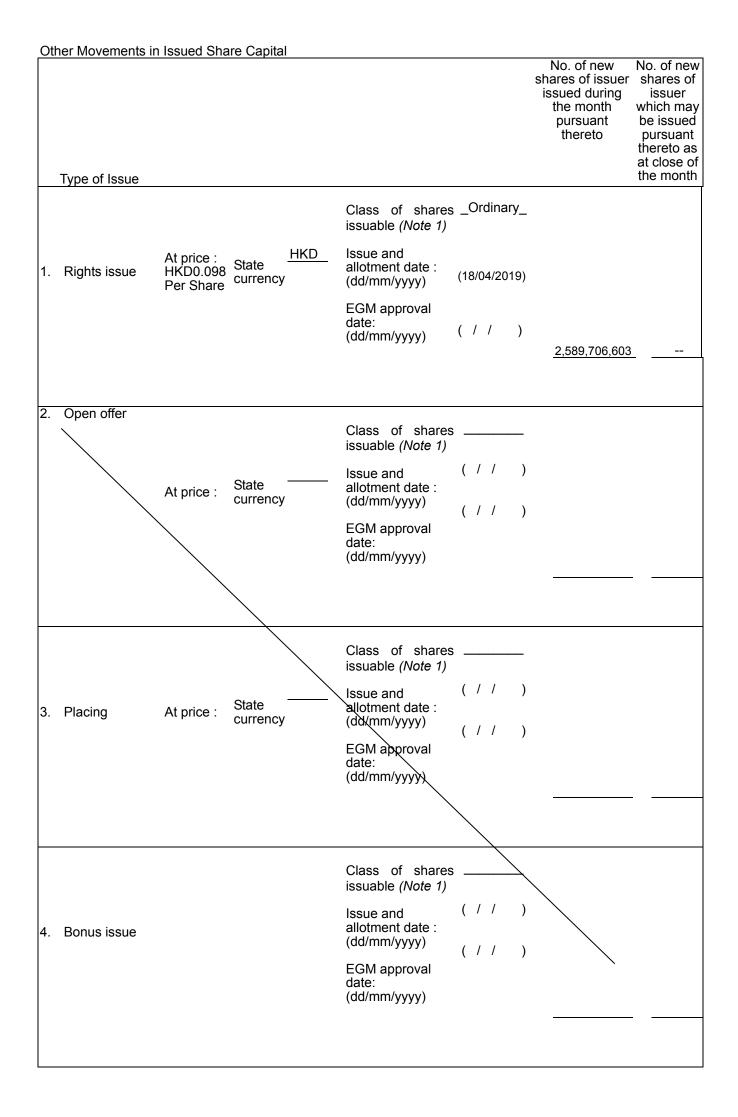
3.	
shares	
(Note 1)	
Total A	. (Ordinary shares)
	(Preference shares)
	(Other class)
Total funds raised during the month from exercise	
of options (State currency)	

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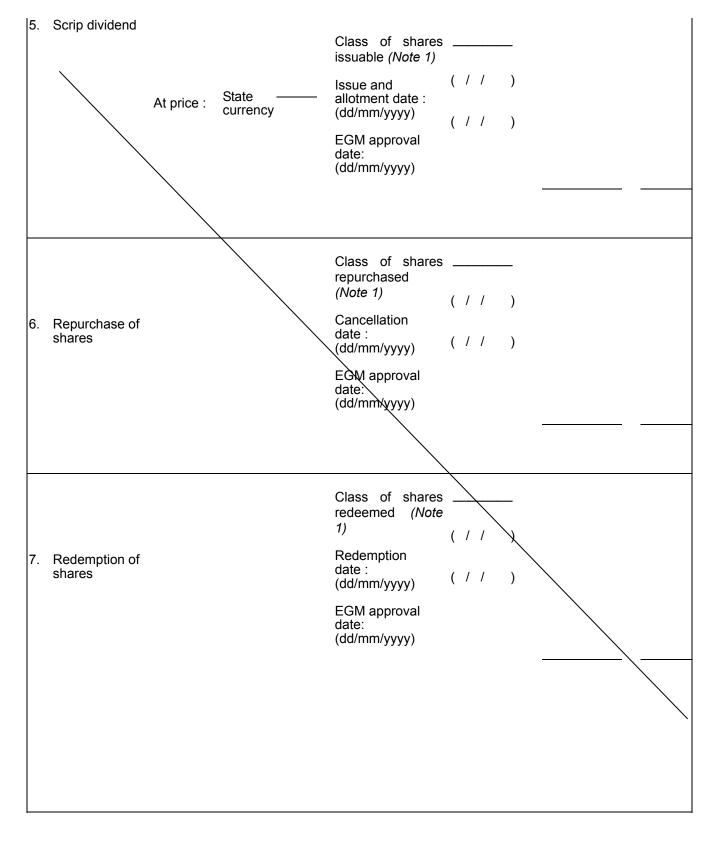
Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month 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 (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
2.						
`	$\backslash$					
	$\rightarrow$					
Stock code (if listed)						
Class of shares						
issuable (Note 1)		<u></u>				
Subscription price EGM approval date		$\overline{}$				
(if applicable)		$\backslash$				
(dd/mm/yyyy)	( / /	) \				
<u>3.</u>		$\backslash$				
		$\backslash$				
				·		
Stock code (if listed)			$\backslash$			
Class of shares						
Subscription price EGM approval date				$\backslash$		
(if applicable)				$\mathbf{i}$		
(dd/mm/yyyy)	( / /	)				
4.				$\backslash$		
				$\backslash$		
( / / )				\		
Stock code (if listed)					$\backslash$	
Class of shares						
Subscription price					$\backslash$	
(if applicable)						$\mathbf{i}$
	( / /	)				$\backslash$
			(Ordina	ny choroc)		$\backslash$
		Total B	Preferen	ary shares) ce shares)	<u></u>	-
				ther class)		-
			(0	·····		-

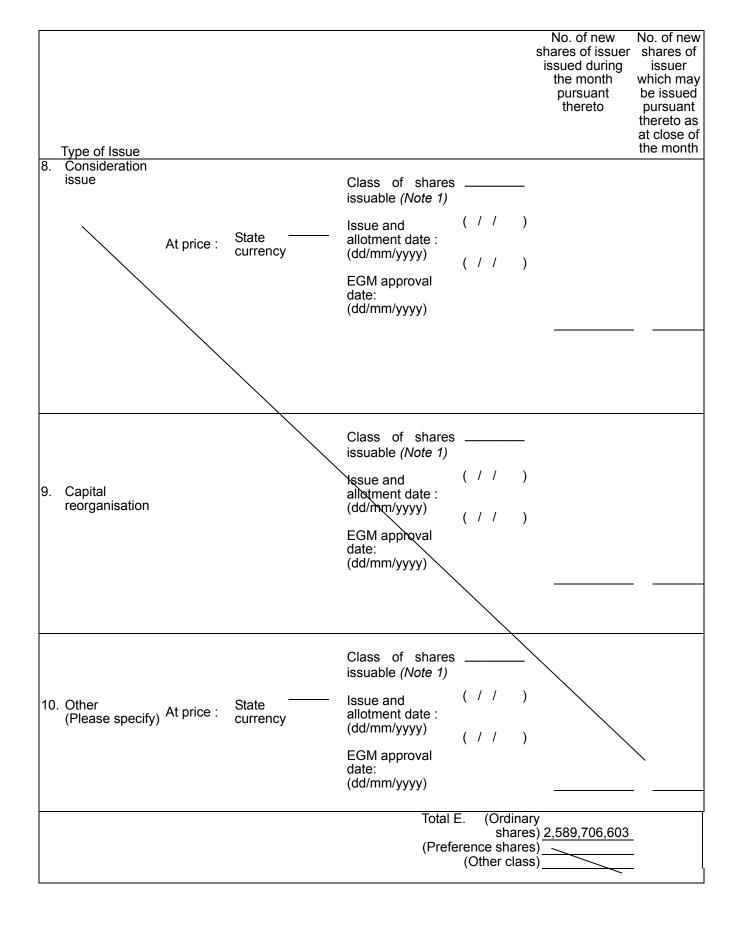
Convertibles (i.e. Convertib	le into Shares of t	he Issuer whic	h are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds issued pursuant to Subscription Agreement dated 25 April 20 and the Supplemental Deed dated 10 July 2017	HK\$	400,000,000	<u> </u>	400,000,000		1,333,333,334
	N/A Ordinary Shares HK\$0.30 per Shar (30/06/2017) ar (11/08/2017)	e				
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)				ary shares) <u></u> ce shares) ther class)		-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:		
1.		
	-	
shares (Note 1)		
2.		
	-	
shares (Note 1)	-	
3.		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		



	No. of new shares of issuer issued during	No. of new shares of issuer
	the month pursuant thereto	which may be issued pursuant thereto as at close of
Type of Issue		the month





Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	2,589,706,603
(2)	$\overline{\ }$
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 Capital").)	Issued Share

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

1. As a result of the rights issue of the Company completed on 18 April 2019, the exercise price and the number of shares of the Company falling to be allotted and issued in respect of the share options of the Company have been adjusted. For details of adjustments to share options of the Company, please refer to the Company's announcement dated 17 April 2019.

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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.