



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31/05/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory City International Holdings LimitedDate Submitted 01/06/2011**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 00539 Description : Ordinary Shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| 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 shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| 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 (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| 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 (<i>State currency</i>) | 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 ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|--|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of preceding month | <u>1,222,554,473</u> | | | |
| Increase/ (decrease) during the month | <u>N/A</u> | | | |
| Balance at close of the month | <u>1,222,554,473</u> | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|-----------|--------|---|--|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Exercise Price: HK\$2.20 (23/08/2002) Ordinary shares (Note 1) | 0 | 0 | 0 | 0 | 0 | 27,835,419 |
| 2. Exercise Price: HK\$2.85 (28/08/2003) Ordinary shares (Note 1) | 0 | 0 | 0 | 0 | 0 | 37,967,084 |
| 3. Exercise Price: HK\$2.95 (18/08/2004) Ordinary shares (Note 1) | 0 | 0 | 0 | 0 | 0 | 42,552,995 |
| Total A. (Ordinary shares) | | | | | 0 | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | HK\$0 | |

| 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 (<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) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| <div style="text-align: right;"> Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ </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. | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| 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. _____ _____ _____ _____ (/ /) Ordinary shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 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 (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 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 | | | | | |
| 5. Scrip dividend | At price : | State currency | <div>_____</div> <div>Class of shares issuable _____ (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> | _____ | _____ |

| | | | | 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 | | | | | |
| 8. Consideration issue At price : HKD1.747 State currency <u>HKD</u> | | | | Class of shares issuable <u>ordinary</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (N/A) EGM approval date: (dd/mm/yyyy) (N/A) | <u>N/A</u> <u>257,584,430</u> |
| Issue and allotment of consideration shares pursuant to an acquisition agreement dated 13 April 2011, which will be subject to independent shareholder's approval at a special general meeting to be held by the Company (details of which were disclosed in the announcement of the Company dated 13 April 2011) | | | | | |
| 9. Capital reorganisation | | | | Class of shares issuable _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> 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.*