



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31/07/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory City International Holdings LimitedDate Submitted 01/08/2011**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	1,222,554,473			
Increase/ (decrease) during the month	257,584,430			
Balance at close of the month	1,480,138,903			

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	

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 (<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> (Note 1) Issue and allotment date : (dd/mm/yyyy)	29/07/2011	
				EGM approval date: (dd/mm/yyyy)	18/07/2011	
						<u>257,584,430</u>
Issue and allotment of new shares on 29 July 2011 as consideration pursuant to the acquisition agreement dated 13 April 2011 as disclosed in the announcement of the Company dated 13 April 2011 and the circular of the Company dated 30 June 2011						
9. Capital reorganisation				Class of shares issuable _____ (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 _____ (Note 1)		
				Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E.					(Ordinary shares)	<u>257,584,430</u>
					(Preference shares)	<u> </u>
					(Other class)	<u> </u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	257,584,430
	(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):

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.*