



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 28/02/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory City International Holdings LimitedDate Submitted 04/03/2013**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 00539 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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<br>(1) | (2) | No of preference<br>shares | No. of other classes<br>of shares |
|------------------------------------------|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of<br>preceding month   | <b>1,587,596,996</b>          |     |                            |                                   |
| Increase/ (decrease)<br>during the month | -                             |     |                            |                                   |
| Balance at close of the<br>month         | <b>1,587,596,996</b>          |     |                            |                                   |

## 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>Exercise Price:<br>HK\$0.782<br>(15/03/2011)<br>Ordinary shares<br>(Note 1)                                          | 0                         | 0         | 0         | 0      | 0                                                                             | 119,550,000                                                                                        |
| 2.<br>Exercise Price:<br>HK\$<br>( / / )<br>Ordinary shares<br>(Note 1)                                                    |                           |           |           |        |                                                                               |                                                                                                    |
| 3.<br>Exercise Price:<br>HK\$<br>( / / )<br>Ordinary shares<br>(Note 1)                                                    |                           |           |           |        |                                                                               |                                                                                                    |
| Total A. (Ordinary shares)                                                                                                 |                           |           |           |        | 0                                                                             |                                                                                                    |
| (Preference shares)                                                                                                        |                           |           |           |        | N/A                                                                           |                                                                                                    |
| (Other class)                                                                                                              |                           |           |           |        | N/A                                                                           |                                                                                                    |
| Total funds raised during the month from exercise of<br>options (State currency)                                           |                           |           |           |        | HK\$0                                                                         |                                                                                                    |

## 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. 50,000,000 unlisted<br>warrants at the Issue Price<br>of HK\$0.01 per warrant<br>( Date of expiry - 4 /2<br>/2014 )<br>Stock code (if<br>listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>AGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ | HK\$                            | Nil                                                | Nil                              | 500,000                                   | Nil                                                                                    | 50,000,000                                                                                                     |
| 2. _____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if<br>listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                                                                            | _____                           | _____                                              | _____                            | _____                                     | _____                                                                                  | _____                                                                                                          |
| 3. _____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if<br>listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                                                                            | _____                           | _____                                              | _____                            | _____                                     | _____                                                                                  | _____                                                                                                          |
| 4. _____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if<br>listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(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)                         | Nil                                                                                    |                                                                                                                |
|                                                          |                                 |                                                    |                                  | (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. Pursuant to the Scrip Dividend Scheme disclosed in the circular of the Company dated 17 January 2013, the Company will pay the interim dividend of HK\$2.0 cents per share for the six months ended 30 September 2012, by way of cash with an option to elect to receive wholly or partly an allotment and issue of new shares. The new shares to be issued are ordinary shares and are expected to be issued on 5 March 2013.<br><br><div style="text-align: right;">(   /   /   )</div> Ordinary shares ( <i>Note 1</i> ) | N/A                                                                  | 35,241,593                                                                                |
| 2. <div style="text-align: right;">(   /   /   )</div> shares ( <i>Note 1</i> )                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                      |                                                                                           |
| 3. <div style="text-align: right;">(   /   /   )</div> shares ( <i>Note 1</i> )                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                      |                                                                                           |
| <div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>                                                                                                                                                                                                                                                                                                                                                 |                                                                      |                                                                                           |

## 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 : | 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<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              |                                                 |                                                                                        |                                                                                                                   |
| 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):

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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.*