# VICTORY CITY INTERNATIONAL HOLDINGS LIMITED
# 冠華國際控股有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 539)**

## COMPLETION OF CONNECTED TRANSACTION INVOLVING ISSUE OF THE CONVERTIBLE BONDS

Reference is made to (i) the circular of Victory City International Holdings Limited (the "**Company**") dated 13 June 2017 in relation to, among others, the connected transaction involving issue of the Convertible Bonds and application for the Existing Whitewash Waiver; and (ii) the circular (the "**Circular**") dated 24 July 2017 in relation to, among others, the connected transaction involving the Proposed Amendment and the application for the New Whitewash Waiver. Terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and Completion has been taken place on 22 September 2017.

Immediately before Completion, the Company had 4,193,744,205 Shares in issue. Immediately after the issue of the Convertible Bonds, the Subscribers (being Pearl Garden and Madian Star) are now interested in the Convertible Bonds in the aggregate principal amount of HK$400,000,000 in equal proportion (which entitles the Subscribers to subscribe for 1,333,333,334 Conversion Shares at the initial Conversion Price of HK$0.30 per Conversion Share) and none of the Convertible Bonds is converted as at the date of this announcement.

## EFFECT ON THE SHAREHOLDING STRUCTURE

Set out below for illustration purposes are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) upon full conversion of the Convertible Bonds (on the assumptions that the Convertible Bonds are converted at the initial Conversion Price being HK$0.30 per Conversion Share and there is no other change in the issued share capital of the Company from the date of this announcement up to the date of full conversion of the Convertible Bonds):

| | **As at the date of this announcement** | | **Upon full conversion of the Convertible Bonds** | |
|---|---|---|---|---|
| | *No. of Shares* | *Approximate %* | *No. of Shares* | *Approximate %* |
| **Subscribers and parties acting in concert with any of them** | | | | |
| Pearl Garden *(Note 1)* | 642,732,000 | 15.33 | 1,309,398,667 | 23.69 |
| Madian Star *(Note 2)* | 642,732,000 | 15.33 | 1,309,398,667 | 23.69 |
| Mr. Chen *(Note 3)* | 3,375,000 | 0.08 | 3,375,000 | 0.06 |
| **Sub-total of the Concert Group** | 1,288,839,000 | 30.74 | 2,622,172,334 | 47.44 |
| **Directors** | | | | |
| Mr. Choi Lin Hung *(Note 3)* | 12,750,000 | 0.30 | 12,750,000 | 0.23 |
| Mr. Phaisalakani Vichai *(Note 4)* | 2,000,000 | 0.05 | 2,000,000 | 0.04 |
| **Other public Shareholders** | 2,890,155,205 | 68.91 | 2,890,155,205 | 52.29 |
| **Total:** | **4,193,744,205** | **100.00** | **5,527,077,539** | **100.00** |

*Notes:*

1. These Shares were held by Pearl Garden. Pearl Garden is wholly owned by Cornice Worldwide Limited, the entire issued share capital of which is held by Fiducia Suisse SA as discretionary trustee for Mr. Li's family members, an executive Director.

2. These Shares were held by Madian Star. Madian Star is wholly owned by Yonice Limited, the entire issued share capital of which is held by Fiducia Suisse SA as discretionary trustee for Mr. Chen's family members, an executive Director.

3. Each of Mr. Chen and Mr. Choi Lin Hung is an executive Director.

4. Mr. Phaisalakani Vichai is an independent non-executive Director.

By Order of the Board
**Victory City International Holdings Limited**
**Li Ming Hung**
*Chairman*

Hong Kong, 22 September 2017

*As at the date of this announcement, the executive Directors are Mr. Li Ming Hung (Chairman), Mr. Chen Tien Tui (Chief Executive Officer), Mr. Lee Yuen Chiu Andy and Mr. Choi Lin Hung and the independent non-executive Directors are Mr. Kan Ka Hon, Mr. Phaisalakani Vichai and Mr. Kwok Sze Chi.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

* *for identification purposes only*