Monthly Return of Equity Issuer on Movements in Securities

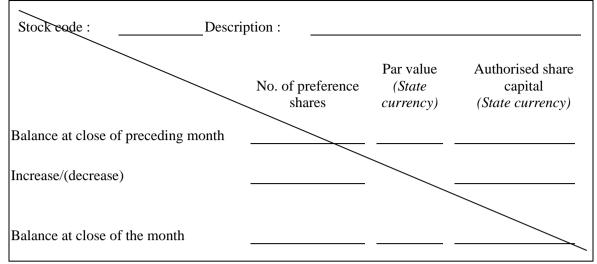**For the month ended (dd/mm/yyyy) :**   **28/02/2018**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   Victory City International Holdings Limited
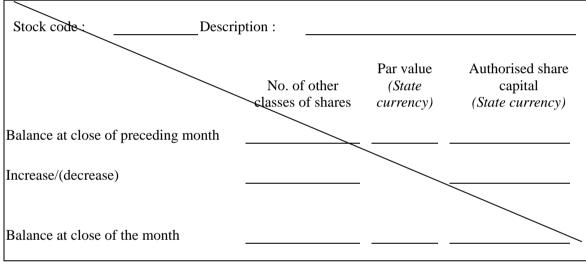
Date Submitted   02/03/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   00539   Description :   Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	40,000,000,000	HK$0.01	HK$400,000,000
Increase/(decrease)	N/A	N/A	N/A
Balance at close of the month	40,000,000,000	HK$0.01	HK$400,000,000

(2) Stock code :   Description :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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 *(State currency)*	Authorised share capital *(State currency)*
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 *(State currency)*	Authorised share capital *(State currency)*
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		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	**5,031,744,205**			
Increase/ (decrease) during the month	**-**			
Balance at close of the month	**5,031,744,205**			

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. Share Option Scheme adopted on 15/03/2011 Exercise Price: HK$0.373 Date of grant: 12/10/2016 Ordinary shares *(Note 1)*	0	0	0	0	0	282,987,000
2. Exercise Price: HK$ (/ /) Ordinary shares *(Note 1)*						
3. Exercise Price: HK$ (/ /) Ordinary shares *(Note 1)*						
			Total A. (Ordinary shares)			
			(Preference shares)			
			(Other class)			
Total funds raised during the month from exercise of options (State currency)			--			

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. _____ _____ _____ (Date of expiry - / /) 　Stock code (if listed) 　Class of shares issuable *(Note 1)* 　Subscription price 　AGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. _____ _____ _____ (/ /　　　) 　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)	(/ /)					

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
Total B. (Ordinary shares)						
(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. Convertible Bonds issued pursuant to the Subscription Agreement dated 25 April 2017 and the Supplemental Deed dated 10 July 2017						
	HK$	400,000,000	-	400,000,000	-	1,333,333,334
Stock code (if listed)	N/A					
Class of shares issuable *(Note 1)*	Ordinary Shares					
Subscription price	HK$0.30 per Share					
EGM approval date (if applicable) (dd/mm/yyyy))	(30/06/2017) and (11/08/2017)					
2.						
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)	(/ /)					

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 *(Note 1)*		
2. _____ (/ /) shares *(Note 1)*		
3. _____ (/ /) shares *(Note 1)*		
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) (/ /)	———	———

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
5. Scrip dividend	At price :	State currency ————	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
6. Repurchase of shares			Class of shares repurchased *(Note 1)* ———— Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
7. Redemption of shares			Class of shares redeemed *(Note 1)* ———— Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
8. Consideration issue	At price :	State currency ————	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	

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
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)	_____		
			(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)

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.*