

# **Monthly Return of Equity Issuer on Movements in Securities**

| For the month ended (dd/mm      | /yyyy) :      | 30/11/2018             |                                  |   |
|---------------------------------|---------------|------------------------|----------------------------------|---|
| To: Hong Kong Exchanges and     | Clearing I    | Limited                |                                  |   |
| Name of Issuer                  | Victory Ci    | ty International Ho    | oldings Limite                   | ed  |
| Date Submitted                  | 03/12/2018    | 8                      |                                  |   |
| I. Movements in Authorised Sh   | are Capital   |                        |                                  |   |
| 1. Ordinary Shares              |               |                        |                                  |   |
| (1) Stock code : <u>00539</u>   | _Descripti    | on: <u>Ordinary</u>    | Shares                           |   |
|                                 |               | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of preceding m | onth <u>4</u> | 0,000,000,000          | HK\$0.01                         | HK\$400,000,000                           |
| Increase/(decrease)             | <u>N</u>      | J/A                    | N/A                              | N/A                                       |
| Balance at close of the month   | 4             | 0,000,000,000          | HK\$0.01                         | HK\$400,000,000                           |
| (2) Stock eode :                | _Descripti    | on :                   |                                  |   |
|                                 |               | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of preceding m | onth _        |                        |                                  |   |
| Increase/(decrease)             | _             |                        |                                  |   |
| Balance at close of the month   | _             |                        |                                  |   |

### 2. Preference Shares

| Stock eode :Descri                  | iption:                  |                                  |   |
|-------------------------------------|--------------------------|----------------------------------|---|
|                                     | No. of preference shares | Par value<br>(State<br>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:Descr                    | iption :                       |                                  |   |
|-------------------------------------|--------------------------------|----------------------------------|---|
|                                     | No. of other classes of shares | Par value<br>(State<br>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 ord    | inary shares (2) | No of preference shares | No. of other classes of shares |
|---------------------------------------|---------------|------------------|-------------------------|--------------------------------|
| Balance at close of preceding month   | 5,031,744,205 |                  |                         |                                |
| Increase/ (decrease) during the month | 147,669,002   |                  |                         |                                |
| Balance at close of the month         | 5,179,413,207 |                  | _                       |                                |

#### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares option scheme issuer issued during of issuer which including EGM the month pursuant may be issued approval date pursuant thereto as thereto Movement during the month (dd/mm/yyyy) and at close of the class of shares month issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme 0 282,987,000 adopted on 15/03/2011 Exercise Price: HK\$0.373 Date of grant: 12/10/2016 Ordinary shares (Note 1) Exercise Price: HK\$ (//)Ordinary shares (Note 1) 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 I  | ssuer which ai                  | re to be Listed                                    |                            |                                     |                                 |  |
|--|---------------------------------|--|----------------------------|-------------------------------------|---------------------------------|--|
| Description of warrants (Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised during the month | Nominal value at close of the month | during the<br>month<br>pursuant | 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.   |                                 |  |                            |                                     |                                 |  |
|  |                                 |  |                            |                                     |                                 |  |
| ( Date of expiry - / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 2. | ( / /                           | <b>'</b> )   |                            |                                     |                                 |  |
|  |                                 |  |                            |                                     |                                 |  |
| 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)                             | ( / /                           | )  |                            |                                     |                                 |  |

|                               |            |               |            | For Main        | Board and GI  | EM listed issuer |
|-------------------------------|------------|---------------|------------|-----------------|---------------|------------------|
|                               |            |               |            |                 | No. of new    | No. of new       |
|                               |            |               |            |                 | shares of     | shares of        |
|                               |            |               |            |                 | issuer issued | issuer which     |
|                               |            |               |            |                 | during the    | may be issued    |
|                               |            |               |            |                 | month         | pursuant         |
|                               |            | Nominal value |            |                 | pursuant      | thereto as at    |
|                               | Currency   | at close of   | Exercised  | Nominal value   | thereto       | close of the     |
| Description of warrants       | of nominal | preceding     | during the | at close of the |               | month            |
| (Date of expiry - dd/mm/yyyy) | value      | month         | month      | month           |               |                  |
|                               |            | Total E       | 3. (Ordin  | ary shares)     |               |                  |
| (Preference shares)           |            |               |            |                 |               |                  |
|                               |            |               | (0         | Other class)    |               |                  |
| 1                             |            |               |            |                 |               |                  |

| 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<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 |
|---|-------------------------------------|------------------------------------|----------------------------|------------------------------|--|--|
| Convertible Bonds issued  |                                     |                                    |                            |                              |  |  |
| pursuant to the Subscription<br>Agreement dated 25 April 2017<br>and the Supplemental Deed dated<br>10 July 2017              | —<br>—                              |                                    |                            |                              |  |  |
|   | HK\$                                | 400,000,000                        | -                          | 400,000,000                  |  | 1,333,333,334  |
| Stock code (if listed)  | N/A                                 |                                    |                            |                              |  |  |
|   | rdinary Shares<br>K\$0.30 per Share |                                    |                            |                              |  |  |
| EGM approval date (if applicable) (dd/mm/yyyy)) 2.  | (30/06/2017) and (11/08/2017)       | d                                  |                            |                              |  |  |
| <u></u>   | <del>-</del><br>                    |                                    |                            |                              |  |  |
| Stock code (il 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  |                                     | <u> </u>                           |                            |                              |  |  |
| (if applicable) (dd/mm/yyyy)  4.  | ( / / )                             |                                    |                            |                              |  |  |
| Stock code (if listed)  | <del>-</del><br>                    |                                    |                            | -                            |  |  |
| Class of shares issuable (Note 1) Subscription price  |                                     |                                    |                            |                              |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / / )                             |                                    |                            |                              |  |  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| 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 |
|   |  |   |
| Ordinary shares (Note 1)  |  |   |
| 2.  |  |   |
|   | †  |   |
|   | 1  |   |
| shares (Note 1)   | -  |   |
| Silates (Note 1)  |  | -   |
| 3.  |  |   |
|   |  |   |
| -   |  |   |
|   |  |   |
| shares (Note 1)   |  |   |
|   |  |   |
| Total D. (Ordinary shares)  |  |   |
| (Preference shares)   |  |   |
| (Other class)   |  |   |
|   |  |   |
|   |  |   |

|    | ner Movements in  Type of Issue |            |                  |   |         |   | 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 |
|----|---------------------------------|------------|------------------|---|---------|---|--|---|
| 1. | Rights issue                    |            |                  | Class of shares issuable (Note 1)           |         |   |  |   |
|    |                                 | At price : | State currency - | <br>Issue and allotment date: (dd/mm/yyyy)  | ( / /   | ) |  |   |
|    |                                 |            |                  | EGM approval date: (dd/mm/yyyy)             | ( / /   | ) |  |   |
|    |                                 |            |                  |   |         |   |  | _   |
|    |                                 |            |                  | Class of shares issuable (Note 1)           |         |   |  |   |
| 2. | Open offer                      | At price : | State currency _ | <br>Issue and allotment date : (dd/mm/yyyy) | ( / /   | ) |  |   |
|    |                                 |            |                  | EGM approval date: (dd/mm/yyyy)             | ( / /   | ) |  |   |
|    |                                 |            |                  |   |         |   |  | _   |
|    |                                 |            |                  | Class of shares issuable (Note 1)           |         |   |  |   |
| 3. | Placing                         | At price : | State currency   | <br>Issue and allotment date: (dd/mm/yyyy)  | ( / / ) |   |  |   |
|    |                                 | r          |                  | EGM approval date: (dd/mm/yyyy)             |         |   |  |   |
|    |                                 |            |                  |   |         |   |  | _   |
|    |                                 |            |                  | Class of shares issuable (Note 1)           |         |   |  |   |
| 4. | Bonus issue                     |            |                  | Issue and allotment date : (dd/mm/yyyy)     | ( / /   | ) |  | _   |
|    |                                 |            |                  | EGM approval date: (dd/mm/yyyy)             | ( / /   | ) |  |   |
|    |                                 |            |                  |   |         |   |  |   |

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue ordinary Class of shares issuable (*Note 1*) (09/11/2018)At price: currency HKD State Issue and allotment Scrip dividend HKD date: (dd/mm/yyyy) 0.11818 (//)Per EGM approval date: Share (dd/mm/yyyy) 147,669,002 Repurchase of shares Class of shares repurchased (Note 1) (///)Cancellation date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares redeemed (Note 1) ( / / Redemption of Redemption date: shares (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) Consideration State Issue and allotment At price: issue currency date: (dd/mm/yyyy) ( / / EGM approval date: (dd/mm/yyyy)

|   | For Main B  | Board and GEM listed issuers   |
|---|---|--|
| 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)             | )  |
|   |   |  |
|   | Class of shares issuable (Note 1)                 | _  |
| 10. Other (Please specify) At price: State currency | Issue and allotment date : (dd/mm/yyyy)           |  |
|   | EGM approval date: ( / / (dd/mm/yyyy)             | )  |
|   | Total E. (Ordinary sl<br>(Preference sl<br>(Other | nares)   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1)     | 147,669,002     |
|---|---------|-----------------|
|   | (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 Iss     | ued Sho | are Capital").) |

| For | Main  | Board | and | CEM    | listad | iccuar |
|-----|-------|-------|-----|--------|--------|--------|
| гог | viain | DOME  | and | CIEIVI | HStea  | issuei |

| Remarks (if any):                                      |
|--|
|  |
|  |
|  |
|  |
|  |
|  |
|  |
|  |
|  |
|  |
| Submitted by: <u>Lee Chung Shing</u>                   |
| 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.