# HKEX 香港交易所

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

## For the month ended (dd/mm/yyyy) :

30/11/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Victory City International Holdings Limited
Date Submitted	03/12/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00539</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	4,000,000,000	<u>HK\$0.10</u>	HK\$400,000,000
Increase/(decrease)			
Balance at close of the month	4,000,000,000	<u>HK\$0.10</u>	<u>HK\$400,000,000</u>
(2) Stock code :Descrip	otion :		
	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

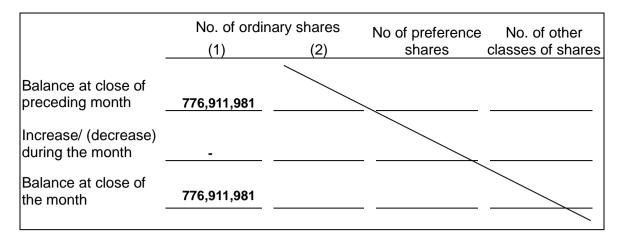
Stock code :Desc	cription :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mon	th		
Increase/(decrease)		-	
Balance at close of the month			

## 3. Other Classes of Shares

Stock code :Desci	ription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mont	h		
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*State* **HK\$400,000,000** *currency*):

II. Movements in Issued Share Capital



III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Op	tion Schemes	of the Issuer)			
Particulars of share option scheme including EGM		Movement dur	ing the month			No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date - (dd/mm/yyyy) and class of shares					_	the month
issuable	Granted	Exercised	Cancelled	Lapsed	-	
1.Share Option Scheme adopted on 15/03/2011	0	0	0	0	0	28,394,915
Exercise Price: HK\$3.72						
Date of grant: 12 Oct 2016 Ordinary						
Shares (Note 1)						
2. Share Option Scheme adopted on 15/03/2011	0	0	0	0	0	40,425,084
Exercise Price: HK\$1.002						
Date of grant: 18 April 2019 Ordinary Shares						
(Note 1)		- <u> </u>				

3.	
shares	
(Note 1)	
To	tal A. (Ordinary shares)
	(Preference shares)
	(Other class)
Total funds raised during the month from exerc	ise
of options (State currency)	

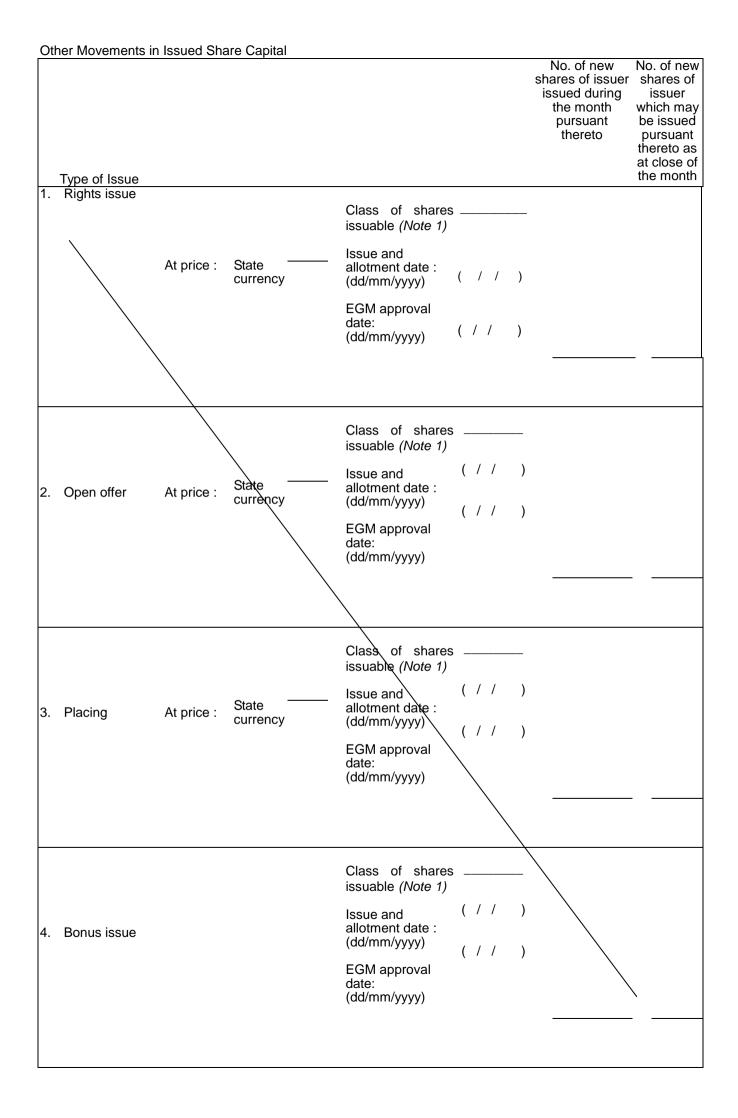
1 -

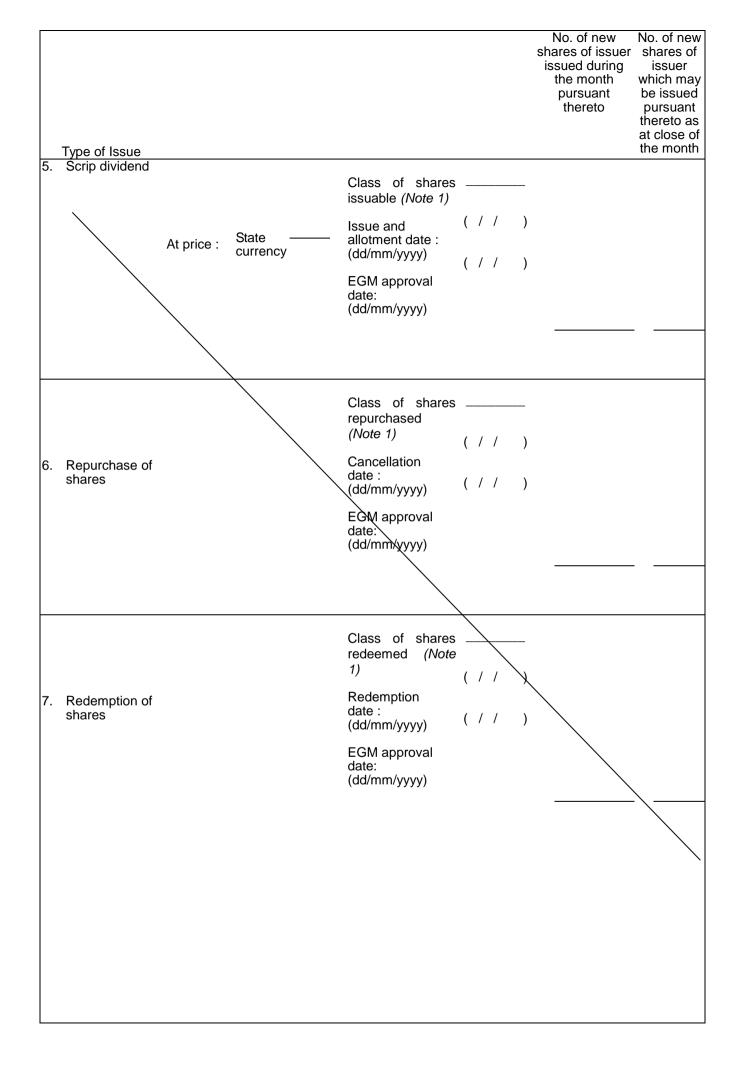
Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>						
		·		<u> </u>		
( / / ) Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , , ,	,				
(dd/mm/yyyy)	( / /	)				
2.	、 、					
	$\backslash$					
	$\overline{}$					
Stock code (if listed)						
Class of shares						
issuable (Note 1)		<u>,                                     </u>				
Subscription price		$\rightarrow$ —				
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	) \				
3.	, ,					
		$\backslash$				
( / / )			$\backslash$			
Stock code (if listed) Class of shares						
incurable (Nate 1)						
<b>0</b> I a da da da da da			$\backslash$	$\mathbf{X}$		
EGM approval date				$\backslash$		
(if applicable)		\ \		$\backslash$		
4	( / /	)		$\backslash$		
4.				$\backslash$		
				$\backslash$		
( / / )				\		
Stock code (if listed)					$\backslash$	
Class of shares						
					$\backslash$	
Subscription price EGM approval date					$\backslash$	
(if applicable)						$\mathbf{n}$
	( / /	)				$\mathbf{i}$
		=				$\backslash$
		Total B	6. (Urdina (Proforce	ary shares)		- `
				ce shares)		-
			U)			-

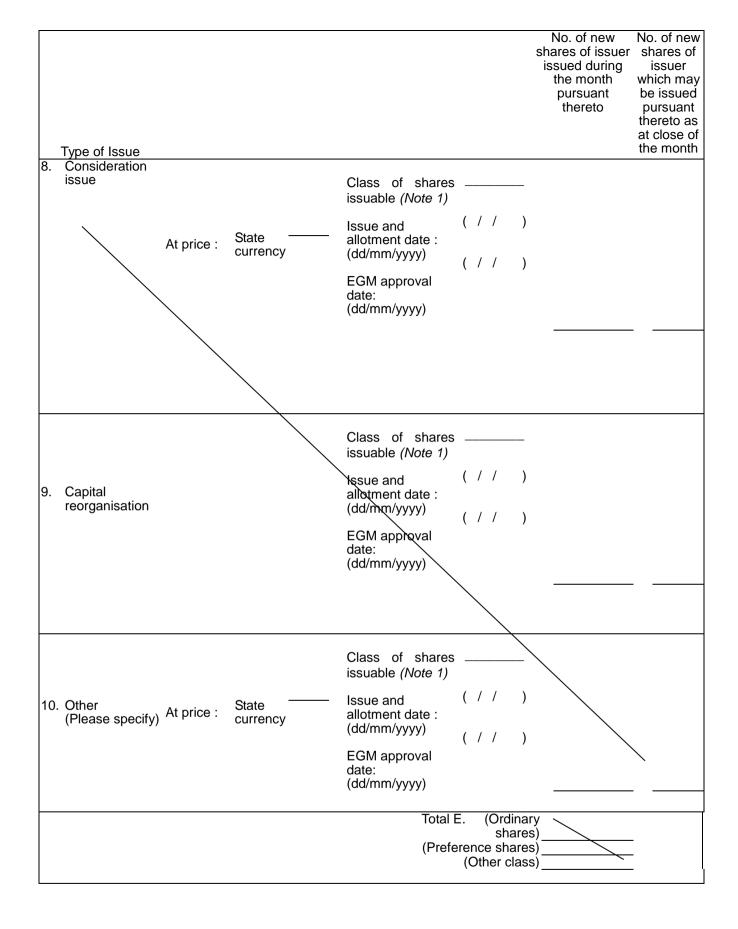
Convertibles (i.e. Convertil	ble into Shares o	f the Issuer whi	ch are to be Lis	ted)		
					No. of new shares of	
	Currency of		Converted		issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the
Class and description	amount outstandin	preceding a month	during the month	close of the month	thereto	month
1. Convertible Bonds issue		g monun	monun	monun		
pursuant to Subscription	<u> </u>					
Agreement dated 26 April 20	019					
	HK\$	400,000,000	_	400 000 000	_	277 259 400
Stock code (if listed)	<u> </u>	400,000,000		400,000,000		377,358,490
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$1.06 per Sh	are				
EGM approval date						
(if applicable) (dd/mm/yyyy))	(21/06/201	9)				
2. Convertible Bonds issue		<u></u>				
pursuant to Subscription	<u> </u>					
Agreement dated 1 August 2019						
2019						
	НК\$	64,000,000	) –	64,000,000	-	100,000,000
Stock code (if listed)	N/A		<u> </u>			100,000,000
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price EGM approval date	HK\$0.64 per Sh					
(if applicable)						
(dd/mm/yyyy)						
3. Convertible Bonds issue	d					
pursuant to Subscription Agreement dated 14 Octobe	or					
2019						
	шиф			GE 000 000		100 000 000
Stock code (if listed)	<u> </u>	65,000,000		65,000,000		100,000,000
Class of shares						
	Ordinary Shares					
Subscription price	HK\$0.65 per Sh	are				
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. (Ordin	iary shares) <u>/</u> nce shares)	<u> </u>	-
				Other class)		-
			(			<

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
2		
3.		
( / / ) shares (Note 1)		
Total D. (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)







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	$\mathbf{X}$
(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 Capital").)	Issued Share

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

#### 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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.