

Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy) :
 31/08/2019

 To : Hong Kong Exchanges and Clearing Limited

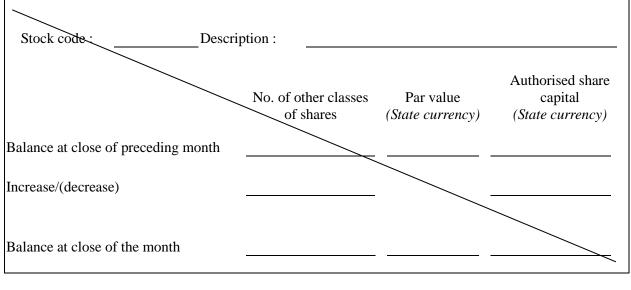
| Name of Issuer | Victory Group Limited |
|----------------|-----------------------|
| Date Submitted | 2 September 2019 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|--------------------------------------|------------------------|-------------------------------|---|
| (1) Stock code : <u>1139</u> Descrip | tion : Ordinary S | hares | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | 152,055,864,000 | HK\$0.001 | HK\$152,055,864 |
| Increase/(decrease) | 0 | | 0 |
| Balance at close of the month | 152,055,864,000 | HK\$0.001 | HK\$152,055,864 |
| (2) Stock code: Descrip | tion : | | |
| | 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 Par value capital shares (State currency) Balance at close of preceding month Increase/(decrease) Balance at close of the month

3. Other Classes of Shares

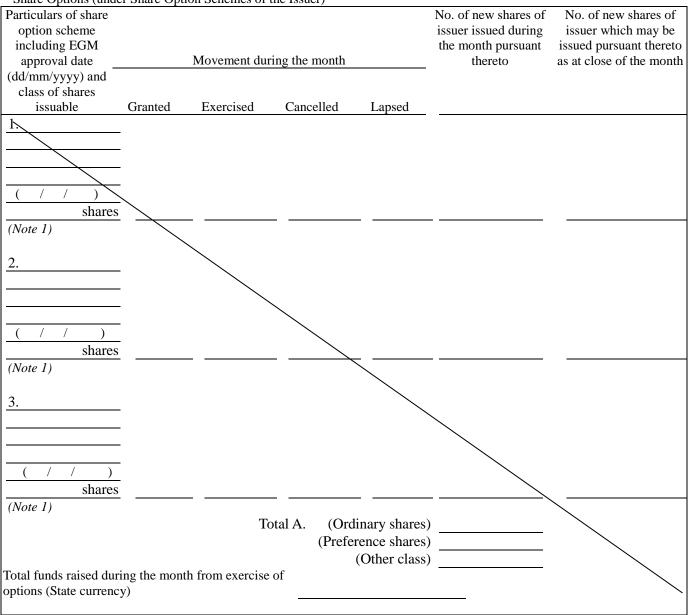


Total authorised share capital at the end of the month (*State currency*) : HK\$152,055,864

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other classes | |
|--|------------------------|-----|------------------|----------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of preceding month | 859,146,438 | N/A | N/A | N/A | |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A | |
| Balance at close of the month | 859,146,438 | N/A | N/A | N/A | |
| | | | | | |

III. Details of Movements in Issued Share Capital



Share Options (under Share Option Schemes of the Issuer)

For Main Board and GEM listed issuers

| Warrants to Issue Shares of the Issu | er which are to be Listed | | | |
|--|---|--|--------------|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised Nominal valu during the at close of th month month | 1 | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| <u>.</u> | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | |
| 2 | X | | | |
| | <u> </u> | | | |
| 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. | (/ /) | | | |
| <u> </u> | | \sim | | |
| (/ /) Stock code (if listed) | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | |
| Subscription price | | | \backslash | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | / | \backslash |
| | Total B. | (Ordinary shares) _ (Preference shares) _ (Other class) _ | | |

| | | | For Main Board and GEM listed issuers | | | |
|--|--------|--|--|------------------------------------|--|--|
| Convertibles (i.e. Convertible int Class and description | | Amount at close of preceding month | be Listed) 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 |
| <u>X.</u> | _ | | | | | |
| | _ | | | | | |
| | _ | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) (| | · | | | | |
| 2. | \ \ | | | | | |
| | 7 | | | | | |
| | _ \ | | | | | |
| Stock code (if listed) | | | | | | |
| | _ | | \backslash | | | |
| Stock code (if listed) | / / |) | | | | |
| | _ | | | \backslash | ` | |
| Stock code (if listed)Class of sharesissuable (Note 1)Subscription priceEGM approval date(if applicable)(dd/mm/yyyy) | |) | otal C. (Ordin | nary shares) | | |
| | | | (Pretere | once shares) | | |

For Main Board and GEM listed issuers

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. (/ /) shares (Note 1) | | |
| 2 | | |
| 3 | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | | |

| | Type of Issue | | sued Share Cap | | | 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 |
|----|---------------|------------|----------------|--|---|--|---|
| | Type of issue | | | | | | |
| | | | State | Class of shares issuable |) | | |
| 1. | Rights issue | At price : | currency | (dd/mm/yyyy) | | | |
| | | | | EGM approval date: (/ / (dd/mm/yyyy) |) | | |
| | | | | | | | |
| | | | | Class of shares issuable(Note 1) | | | |
| 2. | Open offer | At price : | State | Issue and allotment date : (/ / (dd/mm/yyyy) |) | | |
| | | | | EGM approval date: (/ / (dd/mm/yyyy) |) | | |
| | | | | | | | |
| | | | | Class of shares issuable | | | |
| 3. | Placing | At price : | State | Issue and allotment date : (/ / (dd/mm/yyyy) |) | | |
| | | | | 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) |) | | \mathbf{i} |
| | | | | | | | |

| | | For Main | n Bo | bard | and | GEM | l 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 |
| | | | | | | | | |
| | | Class of shares issuable (Note 1) | | | | - | | |
| 5. | Scrip dividend At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | |
| | | Class of shares repurchased (Note 1) | | | | _ | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | |
| | | Class of shares redeemed (<i>Note 1</i>) | | | | - | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | $\langle \rangle$ | / | / |) | | |
| | | | | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | | | | - | | |
| 8. | Consideration At price : State currency | - Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | , |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | \backslash |
| | | | | | | | | |

| | For Main Board and GEM list | ed issuers |
|---|--|--|
| Type of Issue | s issi di F | b. of new No. of new hares of shares of uer issued issuer which uring the may be month issued pursuant pursuant thereto thereto as at close of the month |
| | Class of shares issuable(<i>Note 1</i>) | |
| 9. Capital reorganisation | Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | |
| | | |
| 10. Other (Please At price : State specify) | Class of shares issuable (<i>Note 1</i>) - Issue and allotment date : // /) (dd/mm/yyyy) | |
| | EGM approval date: (/ /) (dd/mm/yyyy) | <u> </u> |
| | 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) | N/A |
|---|--------|-----------------|
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issi | ied Sh | are Capital").) |

Remarks (if any):

| Submitted by: | Chan Chun Choi | | |
|---------------|-------------------------------|------------------|--|
| Title: | Director | | |
| (Director | , Secretary or other duly aut | horised 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