HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/03/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Victory Group Limited
Date Submitted	6 April 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares					
(1) Stock code : <u>1139</u> Description : <u>Ordinary Shares</u>					
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
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	otion :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

2. Preference Shares

Stock code:De	escription :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding me	onth		
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

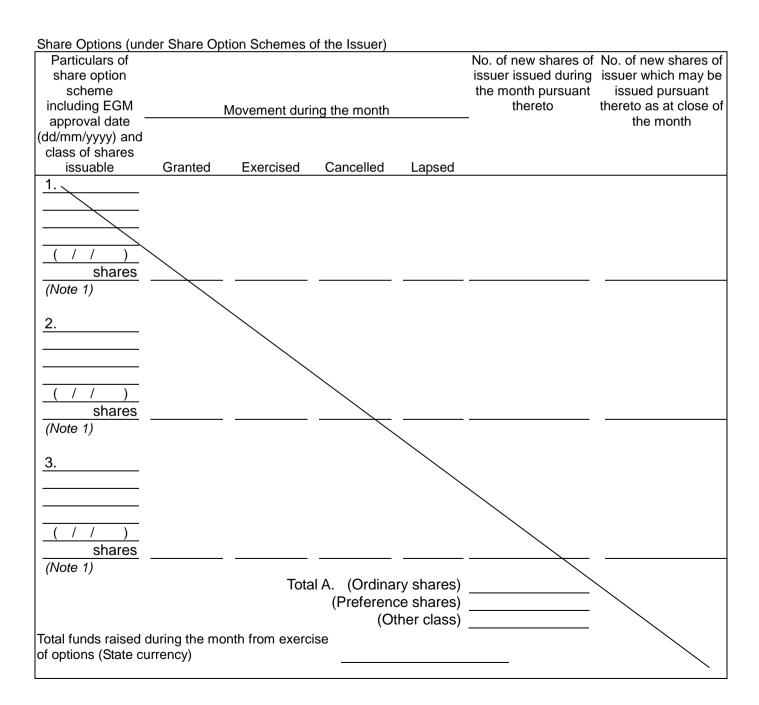
Stock code : Descript	ion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

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

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(2)	shares	classes 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

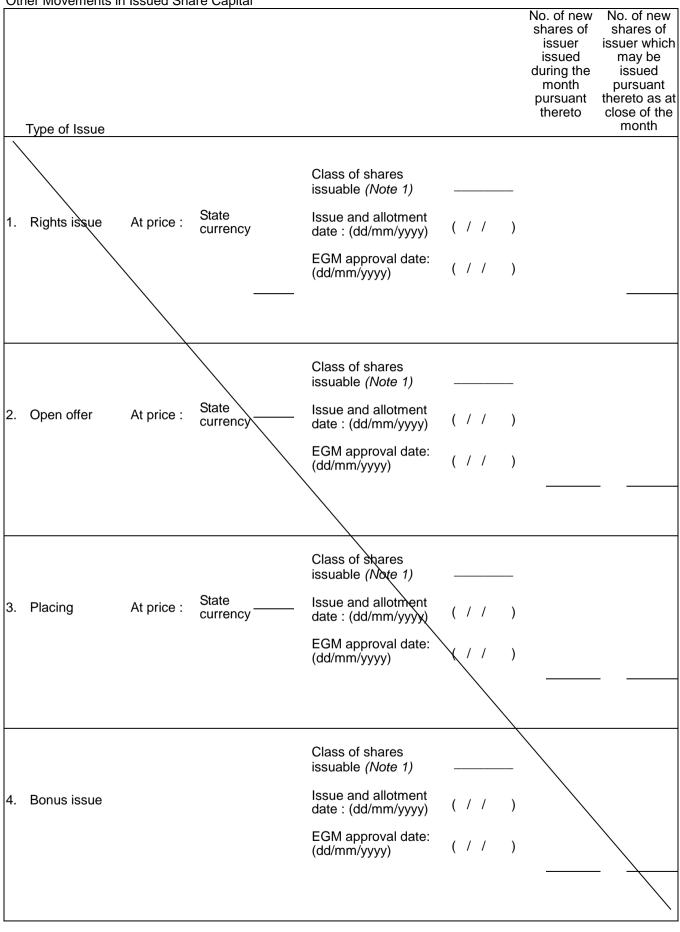


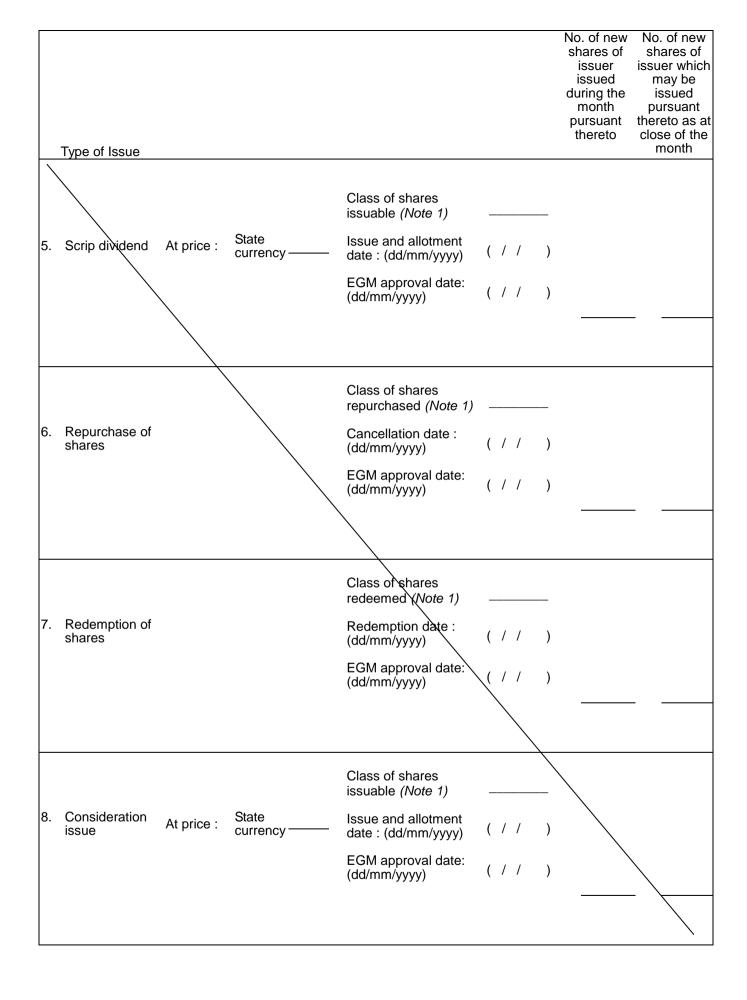
Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
	\backslash					
(/ /)	$\overline{}$					
Stock code (if listed)	\backslash					
Class of shares	\backslash					
issuable <i>(Note 1)</i> Subscription price	\longrightarrow					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /	_)				
3.		\backslash				
		\backslash				
(/ /)		/				
Stock code (if listed)						
Class of shares issuable (Note 1)			\backslash			
<u> </u>						
EGM approval date				`		
(if applicable)		`		\backslash		
	(/ /)		\backslash		
4.				\backslash		
(/ /)						
Stock code (if listed)				\sim	\backslash	
Class of shares issuable (Note 1)					\backslash	
Subscription price					\backslash	
EGM approval date					\backslash	
(if applicable) (dd/mm/yyyy)	(/ /)			\backslash	
(dd/11111/yyyy)	(/ /					\setminus
		Total B	8. (Ordina	ary shares)		
			(Preferen	ice shares)		- \
			(O	other class)		- \

Convertibles (i.e. Convertible	into Shares of the	e Issuer which	are to be Liste	ed)		
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
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Stock code (if listed) Class of chares issuable (Note 1)	- - 					
Subscription price EGM approval date (if applicable)						
(ii 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.	_ _ _	_ /				
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4.	<u>(//)</u> - -					
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)		otal C. (Ordina (Preferend (Ot	ry shares) ce shares) ther class)		

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
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)		<u></u>
2.		
shares (Note 1)		
3.		
shares (Note 1)		<u></u>
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		·







				No. of new shares of issuer	No. of new shares of issuer which
				issued	may be
				during the	issued
				month pursuant	pursuant thereto as at
				thereto	close of the
Type of Issue					month
		Class of shares			
		issuable (Note 1)			
9. Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(//)		
		EGM approval date: (dd/mm/yyyy)	(//)		
					_
		Class of shares			
	Otata	issuable (Note 1)			
10. Other (Please specify) At price :	State	Issue and allotment date : (dd/mm/yyyy)	$\langle \gamma \rangle$		
		EGM approval date:			
		(dd/mm/yyyy)	(//)		
		Total E. (Or	dinary shares)		
		(Pre	ference 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 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:	Chan Chun Choi	
Title: (Director, S	Director ecretary 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.