日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/07/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Victory City International Holdings Limited
Date Submitted	05/08/2020

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>	HK\$400,000,000
(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

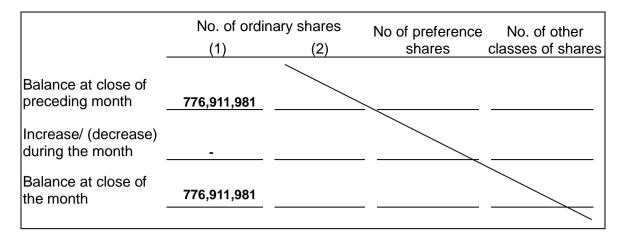
Stock code :Desc	cription :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mon	th		
Increase/(decrease)		-	
Balance at close of the month			

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	er Share Opt	tion Schemes of	of the Issuer)			
Particulars of						No. of new shares of
share option scheme					the month pursuant	issuer which may be issued pursuant
including EGM		Movement dur	ing the month		thereto	thereto as at close of
approval date		inovernent du	ing the month		_	the month
(dd/mm/yyyy) and						
class of shares	Crontod	Evereiged	Concelled	Longod		
issuable 1.Share Option	Granted	Exercised	Cancelled	Lapsed		
Scheme	0	0	0	0	0	25,555,423
adopted on	-	-	-	-	-	-,, -
15/03/2011						
Exercise Price:						
HK\$3.72						
-						
Date of grant: 12 Oct 2016						
Ordinary						
Shares						
(Note 1)						
2. Share						
Option Scheme	0	0	0	0	0	38,304,576
adopted on	0	0	0	0	0	30,304,370
15/03/2011						
Exercise						
Price:						
HK\$1.002						
Date of grant:						
18 April 2019						
Ordinary						
Shares						
(Note 1)						

3.		
<u>(/ /)</u>		
shares		
(Note 1)		
	Total A. (Ordinary shares)	<u></u>
	(Preference shares)	
	(Other class)	
Total funds raised during the month from ex	ercise	
of options (State currency)		

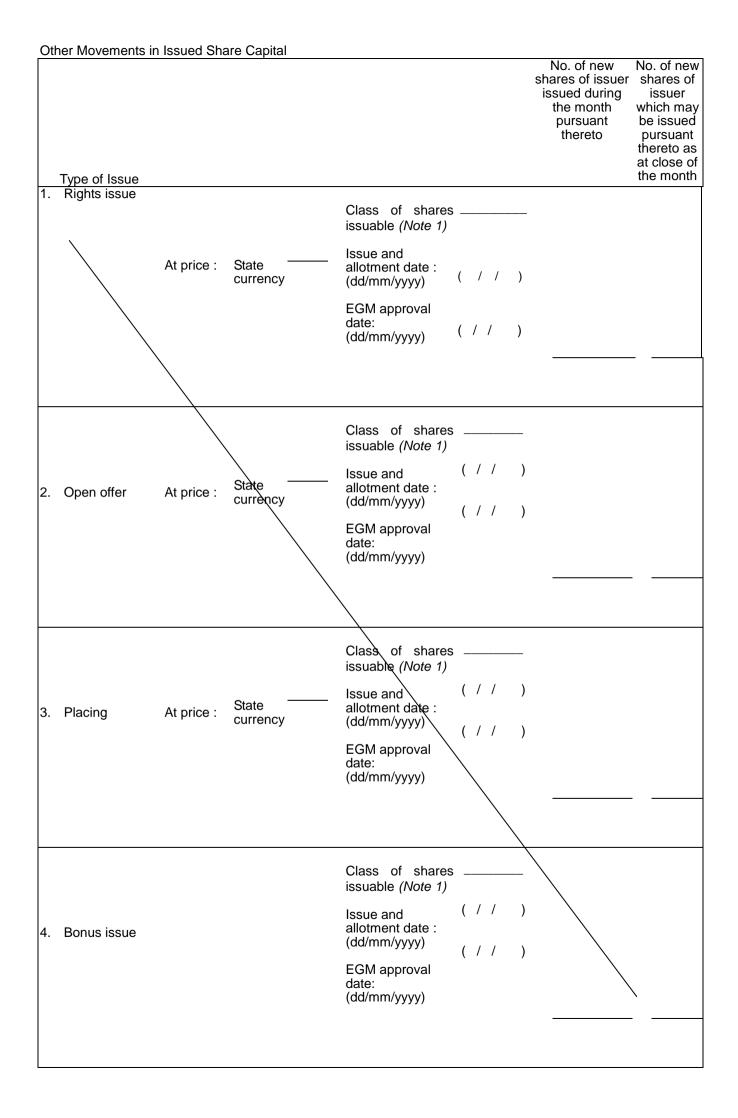
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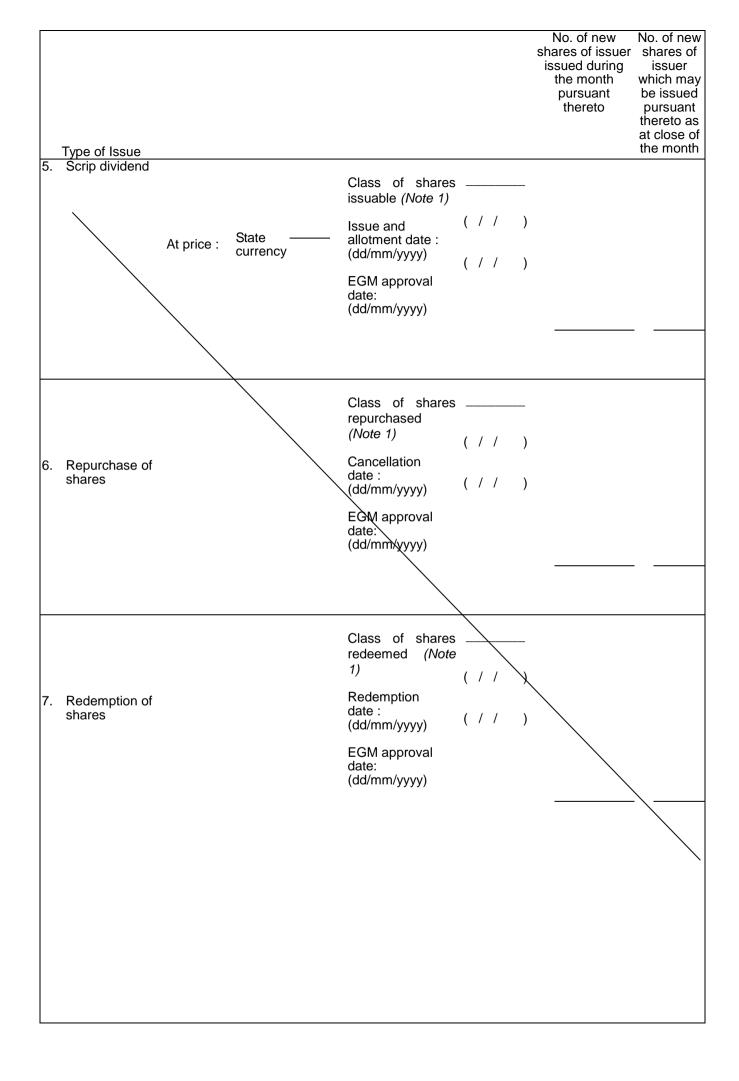
Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month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

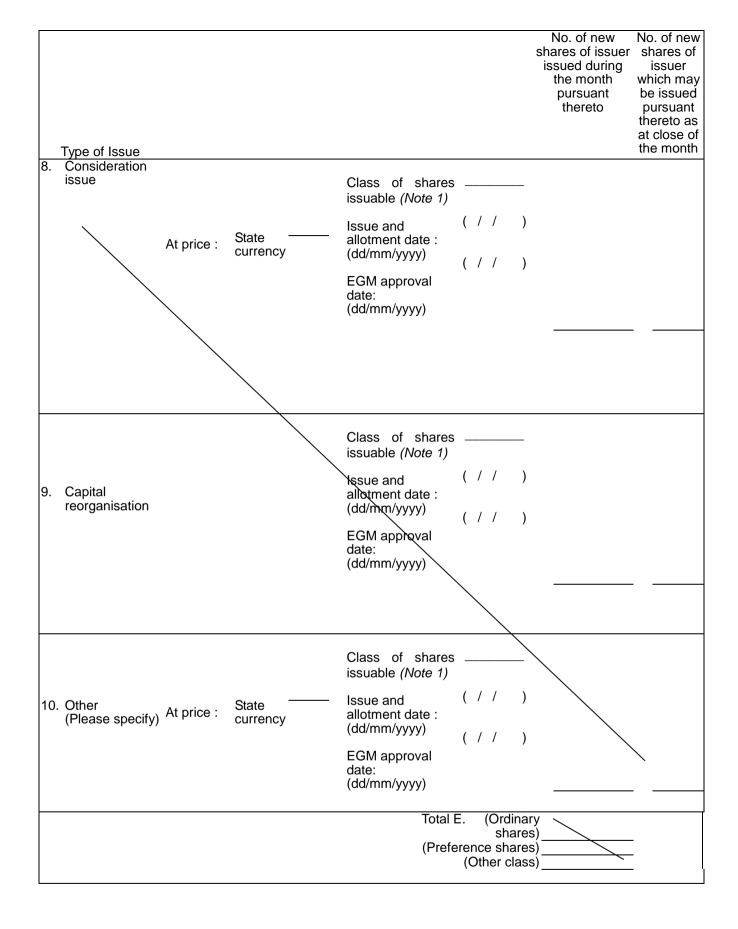
Convertibles (i.e. Convertib	ole into Shares of t	he Issuer which	are to be Liste	ed)		
					No. of new shares of issuer issued	No. of new shares of issuer
	Currency of amount	Amount at close of preceding	Converted during the	Amount at close of the	during the month pursuant thereto	which may be issued pursuant thereto as at close of the month
Class and description	outstanding	month	month	month		
1. Convertible Bonds issued pursuant to Subscription Agreement dated 26 April 20						
	HK\$	400,000,000		400,000,000	-	377,358,490
Stock code (if listed)	N/A					
Class of shares						
	Ordinary Shares					
· · ·	HK\$1.06 per Shar	e				
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(21/06/2019)					
2. Convertible Bonds issued	<u> </u>					
pursuant to Subscription						
Agreement dated 1 August 2019						
2013						
		C4 000 000		C4 000 000		400,000,000
Stock code (if listed)	<u> </u>	64,000,000		64,000,000		100,000,000
Class of shares	IN/A					
	Ordinary Shares					
	HK\$0.64 per Shar	<u> </u>				
EGM approval date		<u> </u>				
(if applicable)						
(dd/mm/yyyy)						
3. Convertible Bonds issued	1					
pursuant to Subscription						
Agreement dated 14 Octobe 2019	r					
2013						
	HK\$	65,000,000	-	65,000,000	-	100,000,000
Stock code (if listed)	<u> </u>	22,000,000				,000,000
Class of shares						
	Ordinary Shares					
	HK\$0.65 per Shar	e				
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)	(/ /)	_		nu oboroc) >		
		IC	tal C. (Ordina)	ary snares) <u>–</u> ice shares)	<u> </u>	-
				ther class)		-
			U)	<u> </u>		<

Options (other than dider 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.		
²		
shares (Note 1)		
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)	\sim
(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.