



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/2/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Victory Group Limited

Date Submitted 7/4/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 1139 Description : Victory Group Limited

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>220,558,640</u>	<u>HK\$0.10</u>	<u>HK\$22,055,864</u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u>220,558,640</u>	<u>HK\$0.10</u>	<u>HK\$22,055,864</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>		
				No. of preference shares	Par value <i>(State currency)</i>
					Authorised share capital <i>(State currency)</i>
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>		
				No. of other classes of shares	Par value <i>(State currency)</i>
					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 currency)* :

HK\$ 22,055,864

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	154,801,160			
Increase/ (decrease) during the month	Nil			
Balance at close of the month	154,801,160			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ (/ /) _____ shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
2. _____ _____ _____ (/ /) _____ shares (Note 1)						
3. _____ _____ _____ _____ shares						

	(/ /)						
	shares						
<i>(Note 1)</i>							
		Total A. (Ordinary shares)	Nil				
		(Preference shares)	Nil				
		(Other class)	Nil				
Total funds raised during the month from exercise of options (State currency)		Nil					

Warrants to Issue Shares of the 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. N/A						
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (/ /) _____ (if applicable) (dd/mm/yyyy) _____						
2.						
(/ /) 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.						

For Main Board and GEM listed issuers

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
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date	(/ /)					
(if applicable) (dd/mm/yyyy)	_____					
				Total B. (Ordinary shares)	_____	
				(Preference shares)	_____	
				(Other class)	_____	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date	(/ /)					
(if applicable) (dd/mm/yyyy)						
2.						
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.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						

For Main Board and GEM listed issuers

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
Subscription price						
EGM approval date	(/ /)					
(if applicable)						
(dd/mm/yyyy)						
				Total C. (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)

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

Other Movements in Issued Share Capital

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
1. Rights issue	At price : State currency	Class of shares issuable _____ <i>(Note 1)</i> _____	N/A	N/A
		Issue and allotment date (/ /) : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
2. Open offer	At price : State currency	Class of shares issuable _____ <i>(Note 1)</i> _____	N/A	N/A
		Issue and allotment date (/ /) : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		

For Main 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
<p>3. Placing At price : State currency</p> <p style="text-align: right;">Class of shares issuable _____ (Note 1)</p> <p style="text-align: right;">Issue and allotment date (/ /) : (dd/mm/yyyy)</p> <p style="text-align: right;">EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
<p>4. Bonus issue</p> <p style="text-align: right;">Class of shares issuable _____ (Note 1)</p> <p style="text-align: right;">Issue and allotment date (/ /) : (dd/mm/yyyy)</p> <p style="text-align: right;">EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A

For Main 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
<p>5. Scrip dividend At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date (/ /) : (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
<p>6. Repurchase of shares</p> <p>Class of shares _____ repurchased (Note 1)</p> <p>Cancellation date : (dd/ (/ /) mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
<p>7. Redemption of shares</p> <p>Class of shares _____ redeemed (Note 1)</p> <p>Redemption date : (dd/ (/ /) mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A

For Main 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
<p>8. Consideration issue At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date (/ /) : (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	<p>N/A</p>	<p>N/A</p>
<p>9. Capital reorganisation</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date (/ /) : (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	<p>N/A</p>	<p>N/A</p>

For Main 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
10. Other (Please specify) _____ At price : State currency _____ Class of shares issuable _____ (Note 1) Issue and allotment date (/ /) : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) Nil
	(2) _____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>Nil</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>Nil</u>

(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)

Remarks (if any):

N/A

Submitted by: Chan Chun Choi

Title: Director

(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*