



香港交易所

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

For the month ended (dd/mm/yyyy) : 31/3/2009

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	<b>154,801,160</b>			
Increase/ (decrease) during the month	<b>Nil</b>			
Balance at close of the month	<b>154,801,160</b>			

## 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						



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
<p>1. Rights issue                      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>2. Open offer                      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

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*