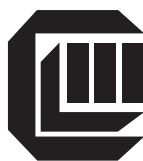


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*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of the Company.*



## **VICTORY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1139)**

### **DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of the Company dated 29 May 2020 (the “**Announcement**”) in relation to, among other things, the Proposed Restructuring involving, inter alia, (i) very substantial acquisition; (ii) proposed subscription of shares by Mr. Chan Chun Choi; (iii) proposed Share Offer; (iv) reverse takeover involving a new listing application; (v) application for whitewash waiver; and (vi) proposed appointment of Director. Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the Announcement.

### **DELAY IN DESPATCH OF CIRCULAR**

As set out in the Announcement, the circular (the “**Circular**”) containing, among other things, (i) details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) information about the Subscription; (iii) information about the Share Offer; (iv) Whitewash Waiver; (v) a letter of advice from the Independent Board Committee to the Independent Shareholders; (vi) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (vii) notice of the SGM was required under Rule 8.2 of the Takeovers Code to be despatched to the Shareholders within 21 days from the date of publication of the Announcement (i.e. on or before 19 June 2020).

As additional time is required for the Company to finalise the content in the Circular, it is expected that the despatch date of the Circular will be delayed to a date on or before 30 October 2020. An application has been made for the consent of the Executive under Rule 8.2 of the Takeovers Code for an extension of time for the despatch of the Circular to no later than 30 October 2020 and the Executive has granted such consent.

Further announcement(s) setting out the progress of the Proposed Restructuring will be made by the Company as and when appropriate and in accordance with the relevant requirements of the Takeovers Code and the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 23 January 2018 until further notice.

For and on behalf of  
**Victory Group Limited**  
**Chan Chun Choi**  
*Chairman and Managing Director*

Hong Kong, 19 June 2020

*As at the date of this announcement, the Board comprises Mr. Chan Chun Choi, Mr. Chan Kingsley Chiu Yin, Ms. Lo So Wa Lucy (formerly known as Lu Su Hua) as executive directors; Mr. Ip Ka Keung, Dr. Lam King Hang and Mr. Cheung Man Fu as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*