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## **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, 20 July 2020, 20 August 2020, 14 September 2020, 16 October 2020, 22 October 2020, 2 November 2020, 11 December 2020, 12 January 2021, 1 February 2021 and 11 February 2021 (the “**Announcements**”) 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 disclosed in the Announcements, the Company has submitted the new listing application (the “**Listing Application**”) to the Stock Exchange on 9 September 2020, and the Company is expected to despatch the Circular on or before 2 March 2021. The Company is working closely with all professional parties to address comments from the regulators on the Listing Application and/or the Circular from time to time, and had submitted the latest replies to the regulators on 26 February 2021.

Having considered that additional time is required for the regulators to approve the Listing Application and for the Company to address further comments that may be raised, the Company expects further delay to the despatch of the Circular to a date on or before 15 June 2021. 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 15 June 2021 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.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 3 March 2021

*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.*