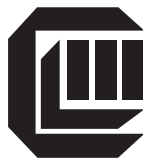


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



VICTORY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1139)

MONTHLY UPDATE ON THE PROPOSED RESTRUCTURING AND DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcements 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, 11 February 2021, 3 March 2021, 10 March 2021, 9 April 2021, 16 April 2021, 30 April 2021, 10 May 2021, 10 June 2021, 15 June 2021, 30 July 2021, 31 August 2021, 30 September 2021 and 29 October 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, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

UPDATE ON IMPLEMENTATION OF THE RESUMPTION PROPOSAL

As disclosed in the Company’s announcement dated 30 July 2021, the Company received comments in late June 2021 from the Stock Exchange regarding the renewed Listing Application submitted by the Company on 28 May 2021 and the Company had submitted the replies to the Stock Exchange on 9 July 2021. Subsequently, the Company received further comments in early September 2021 from the Stock Exchange. On 30 September 2021, the Executive granted a consent to extend the latest time for despatch of the Circular to shareholders of the Company to 30 November 2021. The Company has submitted the replies to the comments from the Stock Exchange.

Monthly announcement(s) will be made by the Company to update the Shareholders with any developments relating to the captioned matters and progresses of the Listing Application as and when appropriate. The Company will also make announcement(s) to update the Shareholders and investors of any material development as soon as possible.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Company's announcement dated 30 September 2021, the Company expected the Circular will be despatched on or before 30 November 2021. As additional time is required for the the regulators to review the replies submitted, and the Company also intends to submit the renewed Listing Application and Circular to the Stock Exchange with updated financial information to cover the year ended 30 September 2021, the Company expects the Circular will be despatched on or before 30 April 2022.

The Company had made an application 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 April 2022, and the Executive has indicated that it is minded to grant such consent.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 23 January 2018 and will remain suspended 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, 30 November 2021

As at the date of this announcement, the Board comprises Mr. Chan Chun Choi, Mr. Chan Kingsley Chiu Yin and Ms. Lo So Wa Lucy (formerly known as Lu Su Hua) as executive directors; and Mr. Ip Ka Keung Patrick, 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.