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## **VICTORY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1139)**

### **DECISION OF THE LISTING COMMITTEE FOR THE CANCELLATION OF LISTING**

This announcement is made by Victory Group Limited (the “Company”) pursuant to Rules 13.09 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements (the “Announcements”) of the Company dated 23 January 2018, 24 January 2018, 15 June 2018, 25 July 2018, 10 August 2018, 2 November 2018, 1 February 2019, 4 February 2019, 2 May 2019, 12 July 2019, 8 August 2019, 14 August 2019, 19 August 2019, 4 November 2019, 4 February 2020, 14 February 2020, 20 July 2020, 14 September 2020, 16 October 2020, 22 October 2020, 11 December 2020, 12 January 2021, 1 February 2021, 10 March 2021, 13 April 2021, 16 April 2021, 27 April 2021, 15 June 2021, 12 July 2021, 30 July 2021, 31 August 2021, 30 September 2021, 29 October 2021, 30 November 2021, 31 December 2021 and 6 January 2022. Terms defined in the Announcements, shall have the same meaning herein unless otherwise defined or the context otherwise required.

### **LAPSE OF SALE AND PURCHASE AGREEMENT**

Reference is made to the announcement of the Company dated 16 April 2021, the Company and the Vendor entered into the seventh supplemental agreement to the Sale and Purchase Agreement, pursuant to which the Company and the Vendor had agreed to extend the Long Stop Date to 31 December 2021 (the “**Extended Long Stop Date**”). As the Vendor has ceased to resume the procedures required for the Listing Application on 3 December 2021, and notified the Company that it has decided not to further extend the Extended Long Stop Date on 31 December 2021, the seventh supplementary agreement to the Sale and Purchase Agreement terminated.

## **DELISTING DECISION**

On 21 January 2022, the Stock Exchange issued a letter and informed the Company that on 20 January 2022, the Listing Committee decided to cancel the Company's listing under Practice Note 17 to the Listing Rules (the "**Delisting Decision**").

The Stock Exchange also confirms that unless the Company applies for a review of the Delisting Decision in accordance with its rights under Chapter 2B of the Listing Rules, the last day of listing of the Company's shares will be on 9 February 2022 and the listing of its shares will be cancelled with effect from 9:00 a.m. on 10 February 2022.

Given that the Company no longer had a proposal for enabling the Company to re-comply with Rule 13.24 and resume trading. As such, the Company does not intend to apply for a review of the Delisting Decision in accordance with its rights under Chapter 2B of the Listing Rules.

Shareholders of the Company who have any queries about the implications of the cancellation of the listing of the shares of the Company are advised to obtain appropriate professional advice.

## **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.**

By order of the Board  
**Victory Group Limited**  
**Chan Chun Choi**  
*Chairman and Managing Director*

Hong Kong, 8 February 2022

*As at the date of this announcement, the Board comprises Mr. Chan Chun Choi, Mr. Chan Kingsley Chiu Yin, Ms. Lo So Wa Lucy, and as executive directors; Dr. Lam King Hang and Mr. Cheung Man Fu as independent non-executive directors.*