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## **VICTORY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1139)**

### **SUPPLEMENTAL SALE AND PURCHASE AGREEMENT AND UPDATE ON LISTING STATUS**

This announcement is made by Victory Group Limited (the “**Company**”) pursuant to Rule 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).

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 and 9 April 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.

### **SUPPLEMENTAL SALE AND PURCHASE AGREEMENT**

The Board announces that on 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 (i) the Long Stop Date to 31 December 2021; and (ii) the date of the Deposit to be payable by the Company to the Vendor to on or before 31 December 2021.

Save as disclosed above, all other material terms and conditions of the Sales and Purchase Agreement shall remain unchanged and continue to be in full force and effect.

## **UPDATE ON LISTING STATUS**

Reference is made to the announcement of the Company dated 13 April 2021 in relation to the listing status of the Company. The Company was informed by the Stock Exchange that the Company's third delisting stage expired on 17 August 2019, and as the renewed Listing Application has not been submitted and the Long Stop Date expired on 31 March 2021, the Stock Exchange considers the Resumption Proposal is no longer viable and is entitled to delist the Company under PN17. The Company was also informed of the Stock Exchange's intention to, within the next two weeks from 12 April 2021, recommend the Listing Committee of the Stock Exchange cancelling the listing of the Company under PN17. As the Long Stop Date has now been extended to 31 December 2021, and the Company is in the course of liaising with the professional parties to reactivate the Listing Application pursuant to Rule 9.03(1) of the Listing Rules, the Company will make a submission to the Stock Exchange requesting the Stock Exchange to refrain from proceeding with the cancellation of listing of the Company. The Company will make further announcement as and when appropriate should there be any material development on the listing status of the Company.

## **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, 16 April 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.*