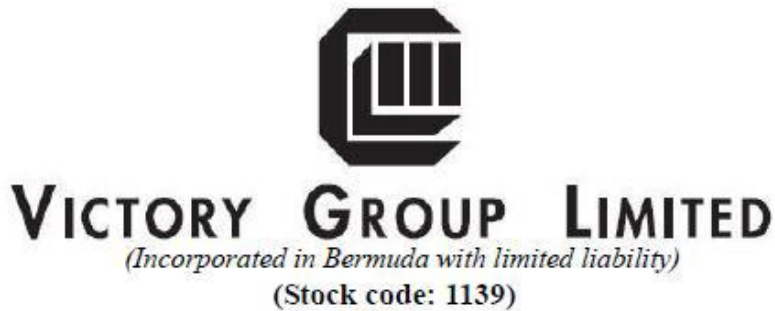


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PROFIT WARNING

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance and Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that, based on the information currently available and the preliminary review of the consolidated management accounts of the Group for the six months ended 30 June 2013, the Company is expected to record a significant deterioration in the operating results of the Group for the six months ended 30 June 2013 as compared with the profit in the interim results for the six months ended 30 June 2012.

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

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors of Victory Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform the shareholders of the Company and potential investors that, based on the information currently available and the preliminary review of the consolidated management accounts of the Group for the six months ended 30 June 2013, the Company expected to record a significant deterioration in the operating results of the Group for the six months ended 30 June 2013 as compared with the profit in the interim results for the six months ended 30 June 2012, which is mainly attributable to (i) the unstable global economic environment; (ii) the implementation of limited license order in China during the current interim period; and (iii) gain on bargain purchase on acquisition of Jumbo Chance Holdings Limited in last interim period.

The information contained in this announcement is only based on the Board's preliminary assessment of the consolidated management accounts of the Group for the six months ended 30 June 2013, which have not been audited or reviewed by the Company's auditors. The detailed financial information will be published in the forthcoming interim results announcement of the Company for the six months ended 30 June 2013.

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

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

Hong Kong, 12 July 2013

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), and as executive directors; Mr. Ip Ka Keung, Dr. Lam King Hang and Mr. Cheung Man Fu as independent non-executive directors.