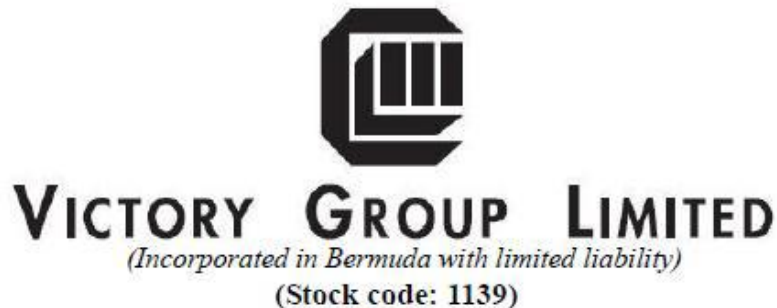


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DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

On 5 February 2015, the Lender entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to grant to the Borrower the Loan Amount.

As one of the relevant applicable percentage ratios set out in Rule 14.06 of the Listing Rules with respect to the grant of the Loan Amount exceed 5% but not more than 25%, the provision of financial assistance constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

LOAN AGREEMENT

Date : 5 February 2015

Lender : Victory Capital Holdings Limited, being an indirect wholly-owned subsidiary of the Company

Borrower : Customers A

Loan Amount : HK\$6,000,000

Interest : 24% per annum

Loan Period : 12 months expiring on 9 February 2016

Repayment : Borrower shall repay the interest on a monthly basis and repay the principal amount on the due date

Purpose : For personal use

Security : The properties located in Hong Kong with a valuation of approximately HK\$35 million conducted by an independent property valuer on 4 February 2015. The properties have an outstanding amount of HK\$12 million under all monies' legal charge/mortgage

The Lender and the Borrower have not entered into any transactions within the past twelve months that need to be aggregated with the Loan Amount pursuant to Rule 14.22 of the Listing Rules.

Funding of the Loan

The Loan Amount granted to the Borrower was funded by internal resources of the Group.

INFORMATION OF THE BORROWER

The Borrower is an individual. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Borrower is Independent Third Party and not connected with the Group.

The Loan Amount is secured and carry an interest rate of 24% per annum which was determined with reference to the factors including, among others, (i) the usual practice of the Group comparing to the Group's other clients; and (ii) the rules under section 24 of the Money Lending Ordinance (Cap. 163 of the laws of Hong Kong).

REASONS FOR AND BENEFITS OF THE PROVISION OF FINANCIAL ASSISTANCE

The Group is principally engaged in money lending business, investment holding, and trading and distribution of motor vehicles in Hong Kong. The Directors are of the view that the entering into of the Loan Agreement is in the Group's ordinary and usual course of business; and on normal commercial terms within the meaning of the Listing Rules. The Directors consider that the terms of the Loan Agreement are fair and reasonable and thus the entering into of the Loan Agreement is in the interests of the Company and the Shareholders as a whole.

GENERAL

As one of the relevant applicable percentage ratios set out in Rule 14.06 of the Listing Rules with respect to the grant of the Loan Amount exceed 5% but not more than 25%, the provision of financial assistance constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

"Borrower"	Customer A
"Company"	Victory Group Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, is/are third party(ies) independent of the Company and its connected person(s)
“Lender”	Victory Capital Holdings Limited, being an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	The agreement dated 5 February 2015 entered into between the Lender and the Borrower
“Loan Amount”	the loan amount of HK\$6,000,000 granted by the Lender to the Borrower pursuant to Loan Agreement
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 6 February 2015

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.