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VICTORY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1139)

DISCLOSEABLE TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE

On 16 March 2017, the Lender entered into a Loan Agreements with Customer A, Customer B and Customer C, as borrower, pursuant to which the Lender agreed to grant to the Borrower the Loan Amount.

Prior to the entering into of the New Loan Agreement, the Lender had entered into two Previous Loan Agreements with Customer B and Customer C.

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.

NEW LOAN AGREEMENT

Date	:	16 March 2017
Lender	:	Victory Capital Holdings Limited, being an indirect wholly-owned subsidiary of the Company
Borrower	:	Customer A, Customer B and Customer C
Loan Amount	:	HK$3,900,000
Interest	:	30% per annum
Loan Period	:	1 month expiring on 17 April 2017
Repayment	:	Borrower shall repay the interest and the principal amount on the due date
Purpose	:	For personal use
Security	:	One industrial property B located in Hong Kong with a valuation of

approximately HK$10.5 million conducted by an independent property valuer on 28 February 2017. The property has no outstanding amount.

PROVISION OF THE PREVIOUS LOANS

For the period from March 2016 to February 2017, the Lender granted two loans to Customer B and Customer C. A summary of the Previous Loan Agreement is set out as follows:

LOAN AGREEMENT A

Date	:	4 May 2016
Lender	:	Victory Capital Holdings Limited, being an indirect wholly-owned subsidiary of the Company
Borrower	:	Customer B and Customer C
Loan Amount	:	HK$800,000
Interest	:	30% per annum
Loan Period	:	6 months expiring on 4 November 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	:	One industrial property A located in Hong Kong with a valuation of approximately HK$4 million conducted by an independent property valuer on 26 April 2016.

The principal and interest under Loan Agreement A were fully settled by the loan proceeds upon drawdown of the loan under Loan Agreement B on 19 May 2016.

LOAN AGREEMENT B

Date	:	19 May 2016
Lender	:	Victory Capital Holdings Limited, being an indirect wholly-owned subsidiary of the Company
Borrower	:	Customer B and Customer C
Loan Amount	:	HK$800,000
Interest	:	30% per annum
Loan Period	:	5 months expiring on 28 October 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 : One industrial property A located in Hong Kong with a valuation of approximately HK$4 million conducted by an independent property valuer on 26 April 2016.

The principal and interest under Loan Agreement B were fully settled on 20 June 2016.

INFORMATION ON THE CREDIT RISK RELATING TO THE NEW LOANS

The New Loan is secured by one industrial property provided by the Borrower with an aggregate loan-to-value ratio of approximately 37.14% based on the value of the secured properties for the New Loan as determined by an independent property valuer on 28 February 2017.

The advance in respect of the New Loan was made based on (i) the Group's credit assessments on the financial strength and repayment ability of the Borrower; and (ii) the secured property provided by the Borrower, which is at prime site in Hong Kong. After taking into account the factors as disclosed above in assessing the risks of the relevant advance, the Group considers that the risks involved in the advance to the Borrower are acceptable to the Group.

Funding of the New Loan

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

INFORMATION OF THE BORROWER

Customer A is a company incorporated in Hong Kong with limited liability and Customer B and Customer C are individuals. Customer B and Customer C are repeat customers of the Group and their loan were fully settled. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Borrower are Independent Third Parties and not connected with the Group.

The Loan Amount is secured and carry an interest rate of 30% 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 ENTERING INTO THE NEW LOAN AGREEMENT

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 New 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 New Loan Agreement are fair and reasonable and thus the entering into of the New 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, Customer B and Customer C
"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 A"	the loan agreement entered into between the Lender and Customer B and Customer C on 4 May 2016, particulars of which are stated in the section headed "Loan Agreement A"
"Loan Agreement B"	the loan agreement entered into between the Lender and Customer B and Customer C on 19 May 2016, particulars of which are stated in the section headed "Loan Agreement B"
"Loan Amount"	the loan amount of HK$3,900,000 granted by the Lender to the Borrower pursuant to a New Loan Agreement

"New Loan"	secured loan in the amount of HK$3,900,000 provided by the Lender to the Borrower pursuant to a Loan Agreement
"New Loan Agreement(s)"	the agreement dated 16 March 2017 entered into between the Lender and the Two Customers
"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, 16 March 2017

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.