

## VICTORIA PEAK INTERNATIONAL FINANCE LIMITED

To the Distributors of the Notes:

Bank of Communications Co., Ltd. Hong Kong Branch	ICEA Securities Ltd. Chong Hing Bank Limited
CITIC Bank International Limited	MEVAS Bank Limited
Core Pacific-Yamaichi International (H.K.) Limited	Public Bank (Hong Kong) Limited Wing Hang Bank, Ltd.
Dah Sing Bank, Limited	Wing Lung Bank Limited

### Octave Notes Series 20

**USD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2013 (ISIN: XS0315041557) ("Tranche A Notes")**

**HKD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2013 (ISIN: XS0315042282) ("Tranche B Notes")**

(each a "Tranche" and the notes of any or all Tranches, the "Notes") issued by Victoria Peak International Finance Limited pursuant to its Retail Note Programme (the "Programme")

We refer to our notices to distributors of the Notes dated 8 December 2008, 7 May 2009, 13 July 2009, 15 December 2009, 13 January 2010, 13 April 2010, 14 October 2010 and 17 November 2010 informing you of recent credit events which have occurred in relation to the Underlying Securities for the Notes and the related loss calculations.

As previously, although we are under no obligation to provide information in respect of the Notes or the Underlying Securities beyond that specified in the Offering Documents, in the present exceptional circumstances we believe it may be helpful to write to all Distributors to provide this further written information relating to the Notes and the Underlying Securities.

As at the date of this notice, the Underlying Securities for the Notes consist of Series 2007-33 Floating Rate Notes due 2013 issued by Morgan Stanley ACES SPC acting for the account of the Series 2007-33 Segregated Portfolio (the "Underlying Securities"). The Underlying Securities are Synthetic CDO Securities referenced to 121 Reference Entities, as defined and further described in the Private Placement Memorandum Supplement of the Underlying Securities dated 9 August 2007 (the "PPMS").

As set out in our notice to distributors dated 17 November 2010, a Credit Event has occurred in respect of Ambac Financial Group, Inc.. Whilst this is not a Company under the Notes, it is a Reference Entity under the Underlying Securities.

We are now in a position to provide you with further written information on the consequences of this Credit Event.

As of the date of this notice, the occurrence of the Credit Event referred to above has not resulted in an Underlying Securities Default Event or a Mandatory Redemption Event in relation to the Notes. The Issuer can give no assurance as to whether an Underlying Securities Default Event or a Mandatory Redemption Event will or will not occur in relation to the Notes in the future.

We have set out in Part A of the Annex below the following information in relation to the loss calculations in respect of the Underlying Securities following the occurrence of the Credit Event referred to above: the Reference Entity Notional Amount which applies to each Reference Entity in respect of which Credit Events have occurred since the issue date of the Underlying Securities and, in respect of each of the Credit Events that have occurred since the issue date of the Underlying Securities where such amounts have been determined (including the Credit Event in relation to Ambac Financial Group, Inc. referred to above), the Weighted Average Final Price, the Reference Value and the Loss Amount.

The Aggregate Loss Amount as at the date hereof, being the sum of the Loss Amounts determined in respect of each of the Credit Events which have occurred in relation to the Underlying Securities since the issue date of the Underlying Securities where such Loss Amounts have been determined, is USD93,195,000. The remaining threshold amount of the Underlying Securities (also sometimes referred to as the remaining subordination) after taking into account the occurrence of the Credit Event in respect of the above Reference Entity and the related loss calculations is USD6,509,000 (being the difference between the Lower Threshold Amount of USD99,704,000 and the Aggregate Loss Amount of USD93,195,000). For your convenience, we have set out in Part B of the Annex below the Lower Threshold Amount for the Underlying Securities (which is extracted from the PPMS for the Underlying Securities) and the current Aggregate Loss Amount.

We would encourage you to provide the information contained in this notice to your customers who invested in the Notes.

If you have any questions or queries regarding this notice or the Notes, please consult your own legal, tax, accountancy or other professional adviser as you may see fit.

Capitalised terms used but not otherwise defined in this notice or otherwise specified shall have the meanings ascribed thereto in the Issue Prospectus relating to the Notes dated 25 June 2007 or the PPMS. The Issue Prospectus, the PPMS and certain other documents and information in relation to the Notes can be viewed on the following website: [www.morganstanley.com/octavenotes](http://www.morganstanley.com/octavenotes).

Yours faithfully



**VICTORIA PEAK INTERNATIONAL FINANCE LIMITED**

BY: **Kareem Robinson**  
Director  
23 February 2011

**OCTAVE NOTES SERIES 20**

**ANNEX TO NOTICE TO DISTRIBUTORS DATED 23 FEBRUARY 2011**

**Part A**

**Reference Entity Notional Amount, Weighted Average Final Price, Reference Value and Loss Amount for each Reference Entity referred to above**

<b>Reference Entity</b>	<b>Reference Entity Notional Amount (USD)</b>	<b>Weighted Average Final Price</b>	<b>Reference Value (USD)</b>	<b>Loss Amount (USD)</b>
Federal National Mortgage Association (Subordinated)	20,000,000	99.90%	19,980,000	20,000
Federal Home Loan Mortgage Corporation (Subordinated)	20,000,000	98.00%	19,600,000	400,000
Lehman Brothers Holdings Inc.	20,000,000	8.625%	1,725,000	18,275,000
Washington Mutual, Inc.	20,000,000	57.00%	11,400,000	8,600,000
Syncora Guarantee Inc.	20,000,000	15%	3,000,000	17,000,000
Financial Guaranty Insurance Company	20,000,000	26%	5,200,000	14,800,000
Ambac Assurance Corporation	20,000,000	20%	4,000,000	16,000,000
Ambac Financial Group, Inc.	20,000,000	9.50%	1,900,000	18,100,000

**Part B**

**Lower Threshold Amount, Aggregate Loss Amount and remaining threshold amount in respect of the Underlying Securities as at the date of this notice**

<b>Lower Threshold Amount (USD)</b>	<b>Aggregate Loss Amount (USD)</b>	<b>Remaining threshold amount (USD)</b>
99,704,000	93,195,000	6,509,000