

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Accountants’ Report” the accountant’s report of our Group prepared by the Reporting Accountants set out in Appendix I to this document

“affiliate(s)” with respect to any person, any other person(s) directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person

[REDACTED]

“Articles of Association” or “Articles” the articles of association of our Company conditionally adopted on [●] (with effect from the [REDACTED]) and as amended, supplemented and otherwise modified from time to time, a summary of which is set out in Appendix IV to this document

“associate(s)” has the meaning ascribed to it under the GEM Listing Rules

“Australia” the Commonwealth of Australia

“Board” or “our Board” the board of Directors

“Brokerage Service Agreement(s)” brokerage service agreement(s) dated [●] entered into between Victory Securities (HK) and each of Ms. Kou, Mr. Chiu, Mr. Chan Pui Chuen, Mr. Chan, Ms. Chan Pui King and Mr. Ko Yuen Kwan respectively in relation to the provision of brokerage services to them and their associates, where applicable

“business day” a day on which licensed banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

“BVI” the British Virgin Islands

“CAGR” compound annual growth rate

“Canada” Canada, its territories, its possessions and all areas subject to its jurisdiction

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“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “4. Written resolutions of our sole Shareholder” under the section headed “A. Further information about our Company and the subsidiaries” in Appendix V to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person(s) admitted to participate in CCASS as a direct clearing participant(s) or general clearing participant(s)
“CCASS Custodian Participant(s)”	a person(s) admitted to participate in CCASS as a custodian participant(s)
“CCASS Investor Participant(s)”	a person(s) admitted to participate in CCASS as an investor participant(s) who may be an individual or joint individuals or a corporation(s)
“CCASS Participant(s)”	a CCASS Clearing Participant(s), a CCASS Custodian Participant(s) or a CCASS Investor Participant(s)
“Chairman”	the Chairman of the Board
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company”, “our Company”, “we”, “us” or “our”	Victory Securities (Holdings) Company Limited (勝利證券(控股)有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 22 August 2016, and, except where the context otherwise requires, all of its subsidiaries or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which was subsequently assumed by it
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Connected Service Agreement(s)”	collectively, Brokerage Service Agreement(s) and Financing Service Agreement(s)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and, for the purpose of this document, unless the context requires otherwise, means the controlling shareholders of our Company, namely Ms. Kou, Ms. Kou Luen, Mr. Chan, Mr. Chiu, Mr. Ko Yuen Fai, Mr. Ko Yuen Kwan, Mr. Ko Yuen San, Mr. Ko Yuen Sing, Ms. Kwok Lo Ming, Ms. Meng Li, Mr. Sze Tung, Mr. Yeung Tak Kuen, Mr. Chan Pui Chuen and DTTKF
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated [●] 2018 entered into by each of our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), details of which are set out in the paragraph headed “E. Other information — 1. Tax indemnity and other indemnity” in Appendix V to this document
“Deed of Non-Competition”	the deed of non-competition undertaking dated [●] 2018 entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), details of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“Director(s)”	the director(s) of our Company

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“Dr. Li Ning”	Dr. Li Ning (李寧) the chief economist of Victory Securities (HK)
“DTTKF”	Dr. TT Kou’s Family Company Limited, a company incorporated in the BVI on 17 August 2016 with limited liability, which is owned by Ms. Kou, Ms. Kou Luen, Mr. Chan, Mr. Chiu, Mr. Ko Yuen Fai, Mr. Ko Yuen Kwan, Mr. Ko Yuen San, Mr. Ko Yuen Sing, Ms. Kwok Lo Ming, Ms. Meng Li, Mr. Sze Tung, Mr. Yeung Tak Kuen and Mr. Chan Pui Chuen in the proportion of approximately 66.63%, 10.50%, 6.71%, 2.00%, 1.89%, 3.78%, 0.94%, 0.94%, 3.31%, 1.35%, 0.60%, 1.30% and 0.05%, respectively, and is one of our Controlling Shareholders
“DTTKF Shareholders Agreement”	the shareholders agreement dated 22 May 2017 entered into between all shareholders of DTTKF (namely, Mr. Chan, Mr. Chan Pui Chuen, Mr. Chiu, Mr. Ko Yuen Fai, Mr. Ko Yuen Kwan, Mr. Ko Yuen San, Mr. Ko Yuen Sing, Ms. Kou, Ms. Kou Luen, Ms. Kwok Lo Ming, Ms. Meng Li, Mr. Sze Tung and Mr. Yeung Tak Kuen) and DTTKF, details of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“Financing Service Agreement(s)”	financing service agreement(s) dated [●] entered into between Victory Securities (HK) and each of Ms. Kou, Mr. Chiu, Mr. Chan Pui Chuen, Mr. Chan, Ms. Chan Pui King and Mr. Ko Yuen Kwan respectively in relation to the provision of financing services to them and their associates, where applicable
“FRR”	the Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Futures Exchange”	the Hong Kong Futures Exchange Limited
“FVTPL”	fair value through profit or loss
“FY2016”	the financial year ended 31 December 2016
“FY2017”	the financial year ended 31 December 2017
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time

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“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our companies that are the present subsidiaries of our Company and/or their predecessors (as the case may be)
“HKAS(s)”	Hong Kong Accounting Standards
“HKEx”	the Hong Kong Exchanges and Clearing Limited
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s) (including HKASs and Interpretations) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$”, “HKD”, “Hong Kong dollar(s)” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
	[REDACTED]
“Hong Kong Prime Rate”	the prime lending rate as quoted by Bank A and Bank B from time to time
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with any Directors, chief executive or substantial Shareholders of our Company, our subsidiaries or any of their respective associates
	[REDACTED]
	[REDACTED]
	[REDACTED]
“Latest Practicable Date”	30 April 2018, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication

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“Licensed Representative(s)”	an individual who is granted a licence under section 120(1) or 121(1) of the SFO to carry on one or more than one regulated activity
	[REDACTED]
	[REDACTED]
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company conditionally adopted on [●] (with effect from the [REDACTED]), a summary of which set out in Appendix IV to this document
“Mr. Chan”	Mr. Chan Ying Kit (陳英傑), our non-executive Director and the Chairman of our Company. He is one of our Controlling Shareholders. He is also the spouse of Ms. Kou and the father of Mr. Chan Pui Chuen
“Mr. Chan Pui Chuen”	Mr. Chan Pui Chuen (陳沛泉), our executive Director and one of our Controlling Shareholders. He is the son of Ms. Kou and Mr. Chan
“Mr. Chiu”	Mr. Chiu Che Leung Stephen (趙子良), our executive Director, chief operating officer of our Company and one of our Controlling Shareholders
“Mr. Ko Yuen Fai”	Mr. Ko Yuen Fai (高原輝), one of our Controlling Shareholders. He is also the brother of Mr. Ko Yuen Kwan, Mr. Ko Yuen San and Mr. Ko Yuen Sing and the son of Ms. Kwok Lo Ming
“Mr. Ko Yuen Kwan”	Mr. Ko Yuen Kwan (高原君), one of our Controlling Shareholders. He is also the brother of Mr. Ko Yuen Fai, Mr. Ko Yuen San and Mr. Ko Yuen Sing and the son of Ms. Kwok Lo Ming
“Mr. Ko Yuen San”	Mr. Ko Yuen San (高原新), one of our Controlling Shareholders. He is also the brother of Mr. Ko Yuen Fai, Mr. Ko Yuen Kwan and Mr. Ko Yuen Sing and the son of Ms. Kwok Lo Ming
“Mr. Ko Yuen Sing”	Mr. Ko Yuen Sing (高原聲), one of our Controlling Shareholders. He is also the brother of Mr. Ko Yuen Fai, Mr. Ko Yuen Kwan and Mr. Ko Yuen San and the son of Ms. Kwok Lo Ming
“Mr. Sze Tung”	Mr. Sze Tung (施彤), one of our Controlling Shareholders and the director of asset management of Victory Securities (HK)
“Mr. Yeung Tak Kuen”	Mr. Yeung Tak Kuen, Andy (楊德權), one of our Controlling Shareholders

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“Ms. Kou”	Ms. Kou Kuen (高鵬), our executive Director and chief executive officer of our Company. She is one of our Controlling Shareholders. She is the spouse of Mr. Chan, the mother of Mr. Chan Pui Chuen and the younger sister of Ms. Kou Luen. She is a cousin-in-law of Ms. Kwok Lo Ming
“Ms. Kou Luen”	Ms. Kou Luen (高鸞), one of our Controlling Shareholders. She is the elder sister of Ms. Kou. She is a cousin-in-law of Ms. Kwok Lo Ming
“Ms. Kwok Lo Ming”	Ms. Kwok Lo Ming (葛路明), one of our Controlling Shareholders. She is the mother of Mr. Ko Yuen Fai, Mr. Ko Yuen San, Mr. Ko Yuen Sing and Mr. Ko Yuen Kwan. She is a cousin-in-law of Ms. Kou and Ms. Kou Luen
“Ms. Meng Li”	Ms. Meng Li (孟力), one of our Controlling Shareholders

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

"Predecessor Companies Ordinance"

the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before the commencement date of the Companies Ordinance

[REDACTED]

[REDACTED]

"document"

this document being issued in connection with the [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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“Pulsar” or “Sole Sponsor”	Pulsar Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the sole sponsor of the [REDACTED]
“Reorganisation”	the reorganisation to be carried out for the purpose of the implementation of the proposed [REDACTED] of our Company, details of which are set out in the section headed “History, development and Reorganisation” in this document
“Responsible Officer(s)”	a Licensed Representative who is also approved as a responsible officer under section 126 of the SFO to supervise one or more than one regulated activity of the licensed corporation to which he/she is accredited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Connect”	the securities trading and clearing linked program developed by the Stock Exchange, Shanghai Stock Exchange and China Securities Depository and Clearing Corporation, pursuant to the relevant Hong Kong and PRC regulations, as amended, supplemented or otherwise modified from time to time
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of our Company, which are to be traded in Hong Kong dollars and [REDACTED] on GEM [REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarised in the sub-section headed “D. Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Connect”	the securities trading and clearing linked program developed by the Stock Exchange, Shenzhen Stock Exchange and China Securities Depository and Clearing Corporation, pursuant to the relevant Hong Kong and PRC regulations, as amended, supplemented or otherwise modified from time to time
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)

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“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the SFC and as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the financial years ended 31 December 2016 and 2017
	[REDACTED]
	[REDACTED]
“U.S.”, “US” or the “United States”	the United States of America
“US\$”, “USD” or “U.S. Dollar(s)”	United States dollars, the lawful currency of the United States
“Victory (Nominees)”	Victory (Nominees) Limited (勝利(代理人)有限公司), a company incorporated in Hong Kong on 30 November 2009 with limited liability which is wholly-owned by Victory Securities (HK) and a member of our Group
“Victory Securities (BVI)”	Victory Securities Holding Ltd., a company incorporated in BVI on 4 September 2015 with limited liability which is wholly-owned by our Company and a member of our Group
“Victory Securities (HK)”	Victory Securities Company Limited (勝利證券有限公司), a company incorporated in Hong Kong on 14 January 1993 with limited liability and a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities (as defined under the SFO) which is wholly-owned by Victory Securities (BVI) and a member of our Group
“Victory VC Asset Management”	Victory VC Asset Management Company Limited (勝利資產管理有限公司), a company incorporated in Hong Kong on 19 August 2015 with limited liability which is wholly-owned by Victory Securities (HK) and a member of our Group

[REDACTED]

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[REDACTED]

“%”

per cent.

No information contained in our website forms part of this document.