

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Victory Securities (Holdings) Company Limited 勝利證券（控股）有限公司

Stock code (ordinary shares): 8540

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 April 2020.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 July 2018

Name of Sponsor(s): Pulsar Capital Limited

Names of directors: (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	Executive Directors:	Ms. Kou Kuen Mr. Chiu Che Leung, Stephen Mr. Chan Pui Chuen
	Non-executive Director:	Mr. Chan Ying Kit
	Independent Non-Executive Directors:	Mr. Ying Wing Ho Peter Mr. Liu Chun Ning Wilfred Dr. Yan Ka Shing

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Capacity nature of interest	Number of Share	Approximate percentage of interest in our Company
Dr. TT Kou's Family Company Limited ("DTTKF")	Beneficial owner	113,446,250 (long position)	56.73%
Ms. Kou Kuen (Note 1)	Interest in a controlled corporation	113,446,250 (long position)	56.73%
	Beneficial owner	2,100,000 (long position)	1.05%
Mr. Chan Ying Kit (Notes 1 and 2)	Interest of spouse	115,560,250 (long position)	57.78%

Note 1: DTTKF is the registered owner of 113,446,250 shares, representing 56.73% of the issued share capital of the Company. DTTKF is owned by Ms. Kou Kuen, Mr. Chan Pui Chuen, Mr. Chan Ying Kit, Mr. Ko Yuen Kwan, Mr. Ko Yuen Fai and Mr. Ko Yuen Sing in the proportion of approximately 73.40%, 13.65%, 6.61%, 2.59%, 2.50% and 1.25% respectively. Accordingly, Ms. Kou is deemed to be interested in all Shares held by DTTKF under the SFO.

Note 2: Mr. Chan Ying Kit is the spouse of Ms. Kou Kuen. Under the SFO, Mr. Chan Ying Kit is deemed to be interested in the same number of Shares in which Ms. Kou Kuen is interested.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 December

Registered address:

Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands

Head office and principal place of business:

Room 1101-3, 11th Floor, Yardley Commercial Building, 3 Connaught Road West, Hong Kong

Web-site address (if applicable):

www.victorysec.com.hk

Share registrar:

Principal share registrar and transfer office in the Cayman Islands: Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY1-1103, Cayman Islands

Hong Kong branch share registrar: Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

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Auditors: Ernst & Young
Certified Public Accountants
22/F., CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

We principally engaged in the provision of securities broking services. Along with its subsidiaries, the Company operate its business through five segments. (i) The Securities Broking Services segment offers securities broking services through the multi-platform online trading system. In addition, the segment provide placing services and ancillary services including settlement services, account servicing, corporate-action-related services and other miscellaneous services. (ii) The Financing Services segment involves in the provision of margin financing and short-term initial public offering (IPO) financing services. (iii) The Asset Management Services segment offers asset management services on a discretionary account basis. (iv) The Financial Advisory Services segment provides professional financial advisory services for clients. (v) The Insurance Consultancy Services.

C. Ordinary shares

Number of ordinary shares in issue: 200,002,000

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

The Company granted 1,737,000 share options to certain individuals to subscribe for a total of 1,737,000 ordinary shares at an exercise price of HK\$1.25 per share on 18 January 2019 under the share option scheme adopted by the Company on 14 June 2018. The details were disclosed in the announcement of the Company dated 18 January 2019. As at the date hereof, the shares options to subscribe for a total of 1,410,000 ordinary shares remain outstanding.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Ms. Kou Kuen

Mr. Chiu Che Leung, Stephen

Mr. Chan Pui Chuen

Mr. Chan Ying Kit

Mr. Ying Wing Ho Peter

Mr. Liu Chun Ning Wilfred

Dr. Yan Ka Shing

NOTES

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.
- (2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*