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Victory Securities (Holdings) Company Limited

勝利證券(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8540)

**PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Victory Securities (Holdings) Company Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

With effect from 1 January 2022, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended Appendix 3 of the GEM Listing Rules to adopt a uniform set of 14 Core Standards (the “**Core Standards**”) for shareholder protections for issuers.

The board of directors (“**Directors**”) of the Company (the “**Board**”) proposes to make certain amendments to the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) and to adopt a new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in order to (i) conform to the Core Standards set out in Appendix 3 of the GEM Listing Rules; (ii) allowing the Company to hold hybrid and electronic meetings; and (iii) reflecting certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules and make other housekeeping amendments (collectively, the “**Proposed Amendments**”).

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company, to be held on 25 May 2023 (the “**AGM**”) and will become effective upon the approval by the Shareholders at the AGM. A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Victory Securities (Holdings) Company Limited
Chan Ying Kit
Chairman

Hong Kong, 10 March 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Kou Kuen, Mr. Chiu Che Leung, Stephen and Mr. Chan Pui Chuen, one non-executive Director, namely Mr. Chan Ying Kit (Chairman) and three independent non-executive Directors, namely Mr. Ying Wing Ho Peter, Mr. Liu Chun Ning Wilfred and Dr. Yan Ka Shing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange website (www.hkexnews.com) for at least 7 days from the date of its publication and on the website of the Company (www.victorysec.com.hk).