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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 MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
ADOPTION OF THE THIRD 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**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposed to amend (the “**Proposed Amendments**”) the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) for the purposes of, among others:

- (a) reflecting amendments to the provisions of the GEM Listing Rules relating to treasury shares effective from 11 June 2024;
- (b) incorporating certain housekeeping amendments into the Existing Memorandum and Articles of Association; and
- (c) adopting the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to the Existing Memorandum and Articles of Association (the “**Third Amended and Restated Memorandum and Articles of Association**”).

The Proposed Amendments are subject to the approval of the shareholders of the Company by way of special resolution to be considered and, if thought fit, passed at the forthcoming annual general meeting (the “**AGM**”) of the Company to be held on 5 June 2025. The Proposed Amendments will become effective upon such approval.

A supplemental circular containing detailed information on the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association together with a supplemental notice of the forthcoming AGM will be despatched to the shareholders of the Company as and when appropriate.

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

Hong Kong, 14 May 2025

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.