VICTORY SECURITIES 勝利證券

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)

REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 5 JUNE 2025 AND ANY ADJOURNMENT THEREOF

I/We (Name) ____________________ (Block capitals, please)
of (Address) ____________________
being the holder(s) of ____________________ *(Note 1)* shares of HK$0.01 each in the capital of Victory Securities (Holdings) Company Limited (the "**Company**") hereby appoint (Name) ____________________
of (Address) ____________________
or failing him/her (Name) ____________________
of (Address) ____________________
or failing him/her, the chairman of the meeting *(see Note 2)* as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room 1101–03, 11/F., Yardley Commercial Building, 3 Connaught Road West, Hong Kong on Thursday, 5 June 2025 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated *(Note 3)* in respect of the undermentioned resolutions:

	ORDINARY RESOLUTIONS	FOR *(Note 3)*	AGAINST *(Note 3)*
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2024.		
2.	To declare a final dividend of HK1.8 cents per Share.		
3.	To re-elect Ms. Kou Kuen as an executive Director.		
4.	To re-elect Mr. Chiu Che Leung Stephen as an executive Director.		
5.	To re-elect Mr. Liu Chun Ning Wilfred as an independent non-executive Director.		
6.	To re-elect Dr. Yan Ka Shing as an independent non-executive Director.		
7.	To authorise the board of the Directors to fix the remuneration of the Directors.		
8.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and authorise the Directors to fix their remuneration.		
9.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company (including any sale or transfer of shares out of treasury that are held as treasury shares) not exceeding 20% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution.*		
10.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution.*		
11.	To extend the general mandate granted under resolution no. 9 by adding the shares bought back (including any sale or transfer of treasury shares out of treasury) pursuant to the general mandate granted by resolution no. 10.*		
	SPECIAL RESOLUTION	**FOR** *(Note 3)*	**AGAINST** *(Note 3)*
12.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company in substitution for, and to exclusion of, the existing memorandum and articles of association of the Company.*		

* Full text of the resolutions 9 to 12 are set out in the supplemental notice of AGM dated 15 May 2025.

Date this ____________ day of ____________ 2025 Signature(s) *(Note 5)*: ____________________

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this revised form of proxy ("**Revised Proxy Form**") will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this Revised Proxy Form must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. If the appointor is a corporation, this Revised Proxy Form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this Revised Proxy Form must be completed, signed and deposited at the Company's branch share registrar in Hong Kong (the "**Branch Share Registrar**"), Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the meeting (i.e. 2:00 p.m. on Tuesday, 3 June 2025) or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of this Revised Proxy Form shall not preclude shareholders of the Company from attending at the Annual General Meeting or any adjournment thereof should they so wish.
7. A proxy need not be a shareholder of the Company.
8. If you have not yet lodged the form of proxy accompanying the circular of the Company dated 25 April 2025 (the "**Original Proxy Form**") with the Branch Share Registrar, you are requested to lodge this Revised Proxy Form if you wish to appoint proxy(ies) to attend, speak and vote at the Annual General Meeting on your behalf. In this case, the Original Proxy Form should not be lodged with the Branch Share Registrar.
9. If you have already lodged the Original Proxy Form with the Branch Share Registrar, you should note that:
   (i) if no Revised Proxy Form is lodged with the Branch Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by you. The proxy so appointed by you will be entitled to cast the vote at your discretion or to abstain from voting on any resolution properly put to the Annual General Meeting except for those resolutions to which you have indicated your voting direction in the Original Proxy Form;
   (ii) if this Revised Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof, this Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by you. This Revised Proxy Form will be treated as a valid form of proxy lodged by you; and
   (iii) if this Revised Proxy Form is lodged with the Branch Share Registrar after 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof, or if lodged not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof but is incorrectly completed, the proxy appointment under this Revised Proxy Form will be invalid. The proxy so appointed by you under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Branch Share Registrar.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.