



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)

**ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025**

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This announcement, for which the directors (the “**Directors**”) of Victory Securities (Holdings) Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

FINANCIAL HIGHLIGHTS

The financial highlights of the Company and its subsidiaries (collectively, the “**Group**”) are as follows:

	For the year ended			
	31 December			
	2025	2024	Differences	Change
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(%)
Revenue	209,443	74,964	134,479	179.4
Commission expenses	56,650	9,437	47,213	500.3
Staff costs	55,816	39,301	16,515	42.0
Other operating expenses	68,061	22,356	45,705	204.4
Profit/(loss) for the year	59,109	(2,321)	61,430	2,646.7
Basic earnings/(loss) per share				
<i>(in HK cents)</i>	30.85	(1.64)		
Diluted earnings/(loss) per share				
<i>(in HK cents)</i>	30.69	(1.64)		

Revenue for the year ended 31 December 2025 was HK\$209.44 million, representing an increase of approximately 179.4% as compared to the revenue of approximately HK\$74.96 million for the year ended 31 December 2024, reflecting the increase in revenue mainly from securities/futures brokerage services, placing and underwriting services, virtual asset services, handling fee services and financial advisory services, which compensated the decrease in revenue from financing services, asset management services and insurance consultancy services when compared to the corresponding period in year 2024.

Profit for the year ended 31 December 2025 was approximately HK\$59.11 million, representing a turnaround from loss of approximately HK\$2.32 million for the year ended 31 December 2024, mainly due to the increase in revenue from major operating segments of the Group for the year ended 31 December 2025, especially from the virtual asset dealing and related services. However, the effect was partly offset by the increase in staff costs and other operating expenses.

A final dividend of HK3.00 cents per share for the year ended 31 December 2025 (for the year ended 31 December 2024: HK1.80 cents) was recommended by the board of Directors (the “**Board**”) and payable subject to the approval of shareholders of the Company at the forthcoming annual general meeting.

The Board of the Group is pleased to present the consolidated results of the Group for the year ended 31 December 2025, together with the comparative figures for the year ended 31 December 2024, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2025

	<i>Note</i>	2025 HK\$	2024 HK\$
REVENUE	5		
Revenue from contracts with customers		177,661,048	46,197,062
Revenue from other sources		31,781,946	28,766,678
		209,442,994	74,963,740
Other income	6	1,284,222	1,158,110
Other gains and losses	6	18,635,737	1,530,618
Total revenue, other gains and losses, and other income		229,362,953	77,652,468
Commission expenses		(56,649,852)	(9,436,665)
Depreciation and amortisation		(4,170,041)	(5,479,290)
Staff costs	7	(55,815,996)	(39,300,750)
Other operating expenses		(68,061,057)	(22,356,311)
(Charge)/release for allowance for expected credit losses on accounts receivable, net		(236,902)	2,461,730
Finance costs	9	(6,066,759)	(6,087,035)
Total expenses		(191,000,607)	(80,198,321)
Share of profits/(losses) of:			
A joint venture		24,136,255	–
Associates		(106,902)	61,039
PROFIT/(LOSS) BEFORE TAX	8	62,391,699	(2,484,814)
Income tax (expense)/credit	10	(3,282,925)	163,405
PROFIT/(LOSS) FOR THE YEAR		59,108,774	(2,321,409)
Attributable to:			
Owners of the Company		60,363,502	(3,140,026)
Non-controlling interests		(1,254,728)	818,617
		59,108,774	(2,321,409)
EARNINGS/(LOSS) PER SHARE			
Basic (<i>in HK cents</i>)	12	30.85	(1.64)
Diluted (<i>in HK cents</i>)	12	30.69	(1.64)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2025

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
PROFIT/(LOSS) FOR THE YEAR	<u>59,108,774</u>	<u>(2,321,409)</u>
OTHER COMPREHENSIVE INCOME/(LOSS)		
Item that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	248,322	(462,875)
Items that will not be reclassified to profit or loss in subsequent periods:		
Remeasurement gain on defined benefit pension plans	181,105	–
Loss on revaluation of land and buildings held for own use		
– gross loss	(1,240,434)	(5,954,470)
– income tax effect	<u>204,672</u>	<u>982,488</u>
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	<u>(606,335)</u>	<u>(5,434,857)</u>
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	<u>58,502,439</u>	<u>(7,756,266)</u>
Attributable to:		
Owners of the Company	59,706,094	(8,555,012)
Non-controlling interests	<u>(1,203,655)</u>	<u>798,746</u>
	<u>58,502,439</u>	<u>(7,756,266)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2025

		2025	2024
	Note	HK\$	HK\$
NON-CURRENT ASSETS			
Property, plant and equipment		42,743,243	43,382,862
Investment property		8,200,000	7,200,000
Intangible assets		5,061,817	5,836,928
Investments in a joint venture		24,136,254	–
Investments in associates	13	–	909,922
Other investments		4,530,708	4,357,120
Other assets		475,000	430,000
		<u>85,147,022</u>	<u>62,116,832</u>
Total non-current assets			
CURRENT ASSETS			
Accounts receivable	14	304,671,846	410,786,577
Prepayments and other receivables		23,325,440	15,441,936
Other investments		5,291,343	13,861,605
Tax recoverable		–	875,711
Pledged deposits		4,523,114	4,400,423
Cash and cash equivalents		92,475,544	12,559,779
		<u>430,287,287</u>	<u>457,926,031</u>
Total current assets			
CURRENT LIABILITIES			
Accounts payable	15	146,719,366	161,017,995
Other payables and accruals		31,018,663	7,761,264
Bank and other borrowings		83,654,000	166,689,990
Lease liabilities		1,374,399	422,520
Other liabilities		–	5,727,317
		<u>262,766,428</u>	<u>341,619,086</u>
Total current liabilities			
NET CURRENT ASSETS			
		<u>167,520,859</u>	<u>116,306,945</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>252,667,881</u>	<u>178,423,777</u>

	<i>Note</i>	2025 HK\$	2024 HK\$
NON-CURRENT LIABILITIES			
Bonds issued		8,417,096	–
Lease liabilities		1,429,928	32,806
Deferred tax liabilities		4,144,749	919,745
		<hr/>	<hr/>
Total non-current liabilities		13,991,773	952,551
		<hr/>	<hr/>
NET ASSETS		238,676,108	177,471,226
		<hr/> <hr/>	<hr/> <hr/>
EQUITY			
Equity attributable to owners of the Company			
Share capital	16	2,125,478	2,080,218
Other reserves		237,106,760	170,468,440
		<hr/>	<hr/>
		239,232,238	172,548,658
Non-controlling interests		(556,130)	4,922,568
		<hr/>	<hr/>
TOTAL EQUITY		238,676,108	177,471,226
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Notes:

1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 22 August 2016. The registered office of the Company is located at P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The address of its head office and principal place of business in Hong Kong was changed from Room 1101, 11/F, Yardley Commercial Building, 3 Connaught Road West, Sheung Wan, Hong Kong to 20/F, 308 Central Des Voeux, No. 308 Des Voeux Road Central, Sheung Wan, Hong Kong effective on 25 February 2026.

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in the businesses of securities/futures/insurance policies broking, placing and underwriting services and advising on securities services, financing services, asset management services, financial advisory services and investment consultancy services in Hong Kong.

One of the subsidiaries is a licensed corporation under the Hong Kong Securities and Futures Ordinance (the "SFO") to carry out business of dealing in securities (Type 1), dealing in futures contracts (Type 2), advising on securities (Type 4) and asset management (Type 9). The subsidiary is also a participant of the Stock Exchange.

The Securities and Futures Commission of Hong Kong (the "SFC") has agreed to the provision of (i) virtual asset dealing services under an omnibus account arrangement; (ii) virtual asset dealing services by way of introducing eligible clients to licensed virtual asset platforms for direct trading; (iii) market and distribute of virtual asset-related private funds to eligible clients; (iv) securities brokerage services to eligible clients with respect to virtual asset-related exchange traded funds (including exchange-traded virtual asset derivative funds); and (v) virtual asset advisory services by one of the subsidiaries of the Company, with licensing conditions imposed on the license of the subsidiary by the SFC on 10 October 2022.

The subsidiary has also secured consent from the SFC to manage portfolios that invest in virtual assets, subject to compliance with the SFC's "Proforma Terms and Conditions for Licensed Corporations which Manage Portfolios that Invest in Virtual Assets" on 21 March 2023.

Another subsidiary is a licensed corporation under the SFO to carry out business of advising on corporate finance (Type 6), under the condition that (i) it shall not hold client assets; and (ii) shall not act as a sponsor in respect of an application for the listing on a recognised stock market of any securities.

In the opinion of the Directors of the Company, the immediate holding company and the ultimate holding company of the Group is Dr. TT Kou's Family Company Limited, which is incorporated in the British Virgin Islands with limited liability and its ultimate controlling shareholder is Ms. Kou Kuen, an executive Director and the chairman of the Company.

As at the end of the year, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong). The particulars of which are set out below:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			2025	2024	
Direct					
Victory Securities Holding Limited	British Virgin Islands/ Hong Kong	US\$50,000	100%	100%	Investment holding
Indirect					
Victory Securities Company Limited (“ Victory Securities (HK) ”)	Hong Kong	HK\$145,000,000	100%	100%	Securities/futures broking and placing and underwriting services, advising on securities services, financing services, asset management services and investment consultancy services
Victory Insurance Consultants Limited	Hong Kong	HK\$1,000,000	100%	100%	Provision of insurance consultancy services
Victory Premier SPC	Cayman Islands	US\$50,000	100%	100%	Inactive
VS Capital Limited	Hong Kong	HK\$12,000,000 (2024:HK\$10,000,000)	100%	100%	Provision of financial advisory services
深圳市勝利私募證券投資基金管理有限公司	Shenzhen, People’s Republic of China	RMB50,000,000	100%	100%	Provision of asset management services
Victory Spectacular Fund SPC	Cayman Islands	US\$0.01	100%	100%	Inactive
Victory Asset Management Japan Limited	Japan	JPY80,000,000	90.625%	90.625%	Provision of asset management services
Victory Privilege Fund OFC	Hong Kong	HK\$10	100%	100%	Provision of asset management services
Imagine Works Limited	British Virgin Islands	US\$100	55%	55%	Inactive
Victory Privilege Fund OFC – Victory EMC BTC Cycle Fund (“ BTC Fund ”)*	Hong Kong	US\$799,970	–	36.24%	Investment in virtual assets and bitcoin

* The Group acts as an investment manager and maintains control over the BTC Fund. The Group determined that the combination of its investments in the BTC Fund and remuneration results in significant exposure to the variability of returns from the relevant activities of BTC Fund. Consequently, the BTC Fund is required to be consolidated, as the Group is deemed to be acting as a principal. The BTC Fund was terminated on 2 October 2025 and its assets were distributed to investors.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards (“**HKFRS**”), Hong Kong Accounting Standards (“**HKAS**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622). They have been prepared under the historical cost convention unless mentioned otherwise the accounting policies below (e.g., investment properties, cryptocurrencies and certain financial instruments that are measured at fair value). These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest dollar except when otherwise indicated.

3. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS

3.1 Application of new and amendments to HKFRS Accounting Standards

The Group has adopted the following amendments to HKFRS Accounting Standards and interpretation issued by the HKICPA for the first time which are mandatorily effective for the annual period beginning on or after 1 January 2025 for preparation of the consolidated financial statements.

Amendments to HKAS 21 and HKFRS 1	<i>Lack of Exchangeability</i>
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The amendments listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

3.2 Revised HKFRS Accounting Standards in issues but not yet effective

The HKICPA has issued a number of new standards and amendments to standards and interpretation, which are not effective for the year ended 31 December 2025 and which have not been adopted in these consolidated financial statements. The Group has not early applied the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKFRS 9 and HKFRS 7 – Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
Amendment to HKFRS 9 and HKFRS 7 – Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendment to HKAS 21 – Translation to a Hyperinflationary Presentation Currency	1 January 2027
HKFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HK Int 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA

The directors of the Company are in the process of making an assessment of what the impacts of these new standards, amendments to standards and interpretation are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements, except for HKFRS 18 “Presentation and Disclosure in Financial Statements”.

HKFRS 18 “Presentation and Disclosure in Financial Statements”

HKFRS 18 will replace HKAS 1 “Presentation of financial statements”, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements.

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities’ net profit will not change.

- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is currently assessing the impact of HKFRS 18, with respect to the structure of the Group's statement of loss, the statements of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g., interest income on certain investments and foreign exchange gains/losses) into the new categories, namely investing and financing categories.
- The Group disclosed certain MPMs (e.g., adjusted operating profits and adjusted EBITDA) in its results announcements and the annual report. Under HKFRS 18, this will likely require additional disclosure for the MPMs within the notes to the financial statements.
- The Statement of Cash Flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to HKFRS 9 and HKFRS 7

The HKICPA issued targeted amendments to HKFRS 9 and HKFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKFRS 10 and HKAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”

The amendments to HKFRS 10 *Consolidated Financial Statements* and HKAS 28 *Investments in Associates and Joint Ventures* deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has six reportable operating segments as follows:

- (a) the securities/futures broking services segment comprises the provision of broking services in securities and futures traded in Hong Kong and overseas markets and the provision of equity and debt securities placing and underwriting services to listed clients;
- (b) the financing services segment comprises the provision of financing services to margin and cash clients;
- (c) the asset management services segment comprises the provision of fund management and wealth management services;
- (d) the insurance consultancy services segment comprises the provision of insurance consultancy services;
- (e) the financial advisory services segment comprises the provision of financial advisory services; and
- (f) the virtual asset service segment comprises the provision of virtual assets dealing and related services.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit/loss before tax except that unallocated other income and other gains/losses as well as corporate expenses are excluded from such measurement.

Year ended 31 December 2025

	Securities/ futures broking services HK\$	Financing services HK\$	Asset management services HK\$	Insurance consultancy services HK\$	Financial advisory services HK\$	Virtual asset services HK\$	Total HK\$
Segment revenue (note 5)	82,839,774	17,028,640	9,290,955	187,944	1,575,000	98,520,681	209,442,994
Segment results	45,764,922	10,699,938	3,516,053	(239,008)	(1,470,080)	34,108,270	92,380,095
<i>Reconciliation:</i>							
Other income							1,284,222
Other gains and losses:							
– Fair value changes on other investments							278,125
– Other							18,357,612
Corporate and other unallocated expenses							(49,908,355)
Profit before tax							<u>62,391,699</u>
Other segment information:							
Interest income from clients	<u>-</u>	<u>17,028,640</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17,028,640</u>
Finance costs (other than interest on lease liabilities)	<u>-</u>	<u>(5,985,402)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(5,985,402)</u>
Commission expenses	<u>(17,955,085)</u>	<u>-</u>	<u>-</u>	<u>(290,452)</u>	<u>-</u>	<u>(38,404,315)</u>	<u>(56,649,852)</u>
Charge for allowance for Expected Credit Losses (“ECLs”) on accounts receivable, net	<u>-</u>	<u>(236,902)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(236,902)</u>
Impairment loss on investments in associates	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(861,554)</u>
Share of profits of a joint venture	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>24,136,255</u>
Staff costs	<u>(13,665,563)</u>	<u>(106,397)</u>	<u>(5,774,902)</u>	<u>(136,500)</u>	<u>(3,045,080)</u>	<u>(10,696,777)</u>	<u>(33,425,219)</u>

The depreciation and amortisation for the year ended 31 December 2025 of HK\$3,394,930 (2024: HK\$4,844,610) and HK\$775,111 (2024: HK\$634,680), respectively, are included in the unallocated expenses.

Year ended 31 December 2024

	Securities/ futures broking services HK\$	Financing services HK\$	Asset management services HK\$	Insurance consultancy services HK\$	Financial advisory services HK\$	Virtual asset services HK\$	Total HK\$
Segment revenue (note 5)	35,242,145	17,404,427	6,860,165	505,315	645,000	14,306,688	74,963,740
Segment results	17,720,750	13,489,033	1,711,260	29,302	(2,124,804)	2,292,175	33,117,716
<i>Reconciliation:</i>							
Other income							1,158,110
Other gains and losses:							
– Fair value changes on other investments							2,402,340
– Other							(871,722)
Corporate and other unallocated expenses							<u>(38,291,258)</u>
Loss before tax							<u>(2,484,814)</u>
Other segment information:							
Interest income from clients	<u>–</u>	<u>17,404,427</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>17,404,427</u>
Finance costs (other than interest on lease liabilities)	<u>–</u>	<u>(6,014,305)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(6,014,305)</u>
Commission expenses	<u>(4,648,708)</u>	<u>–</u>	<u>–</u>	<u>(339,513)</u>	<u>–</u>	<u>(4,448,444)</u>	<u>(9,436,665)</u>
Release for allowance for ECLs on accounts receivable, net	<u>–</u>	<u>2,461,730</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>2,461,730</u>
Impairment loss on investments in associates	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(1,100,000)</u>
Staff costs	<u>(9,355,801)</u>	<u>(362,819)</u>	<u>(4,818,420)</u>	<u>(136,500)</u>	<u>(2,769,804)</u>	<u>(5,541,210)</u>	<u>(22,984,554)</u>

Geographical information

The Group's non-current assets are located in Hong Kong. The Group operates in Hong Kong and its revenue is derived from its operations in Hong Kong.

Information about major customers

Revenue from a major customer accounting for over 10% of the total revenue of the Group is as follows:

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Customer A (from securities/futures broking services)	<u>27,636,568</u>	<u>N/A*</u>

* Revenue from customer did not exceed 10% of total revenue in the respective year.

5. REVENUE

An analysis of revenue is as follows:

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
<i>Revenue from contracts with customers</i>	177,661,048	46,197,062
<i>Revenue from other sources</i>		
Gains/(losses) on guaranteed contracts	1,211,211	(1,369,144)
Interest income calculated using the effective interest method from:		
– clients	17,028,640	17,404,427
– authorised institutions	11,023,819	11,350,293
– others	2,518,276	1,381,102
Revenue from other sources	<u>31,781,946</u>	28,766,678
Total revenue	<u>209,442,994</u>	<u>74,963,740</u>

All interest income disclosed in the above was derived from financial assets not at fair value through profit or loss.

Disaggregation of revenue from contracts with customers by major service line is as follows:

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Commission and brokerage income	39,248,945	13,365,373
Placing and underwriting commission income	6,704,224	4,259,822
Virtual asset dealing and related income	98,520,681	14,306,688
Handling fee income	23,344,510	4,885,555
Asset management fee	8,079,744	8,229,309
Financial advisory fee	1,575,000	645,000
Insurance consultancy fee	187,944	505,315
Total revenue from contracts with customers	<u>177,661,048</u>	<u>46,197,062</u>

For the year ended 31 December 2025, revenue recognised at the point in time and over time are HK\$169,581,304 (2024: HK\$37,967,753) and HK\$8,079,744 (2024: HK\$8,229,309) respectively.

6. OTHER INCOME AND OTHER GAINS AND LOSSES

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
(a) Other income		
Government grant*	125,554	–
Gross rental income	474,000	474,000
Sundry income	561,068	560,700
Dividend income from other investments	123,600	123,410
	<u>1,284,222</u>	<u>1,158,110</u>
(b) Other gains and losses		
Fair value gains on financial assets at fair value through profit or loss	2,248,087	1,009,878
Fair value gains/(losses) on other investments		
– Realised	2,511,325	190,155
– Unrealised	(2,233,200)	2,212,185
Fair value gain/(loss) on investment property	1,000,000	(1,881,600)
Gain on disposal of investment in an associate	15,059,525	–
Gain on disposal of property, plant and equipment	50,000	–
	<u>18,635,737</u>	<u>1,530,618</u>

* During the year 2025, the government subsidy was granted under the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen on Issuing the Measures for Subsidising Office Space for Promoting Industrial Agglomeration in Qianhai. There are no unfulfilled conditions or contingencies relating to this grant.

7. STAFF COSTS

Staff costs (including directors' and chief executive's remuneration) are as follows:

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Salaries, allowances and benefits in kind	51,508,140	37,434,843
Share-based payment expenses	3,079,386	520,777
Contributions to Mandatory Provident Fund and Occupational Retirement Schemes	1,228,470	1,345,130
	<u>55,815,996</u>	<u>39,300,750</u>

8. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	2025	2024
	<i>HK\$</i>	<i>HK\$</i>
Auditor's remuneration		
– Audit services	976,486	964,185
Amortisation	775,111	634,680
Depreciation of property, plant and equipment	2,530,573	3,032,946
Depreciation of right-of-use assets	864,357	1,811,664
Direct operating expenses arising from rental-earning investment property	14,543	10,331
Exchange and clearing fee	1,994,945	758,992
Foreign exchange differences, net	58,011	95,458
Information service expenses	3,173,498	2,643,839
Lease payments not included in the measurement of lease liabilities	773,013	304,654
Charge/(release) for allowance for ECLs on accounts receivable, net	236,902	(2,461,730)
Share-based payment expenses	3,079,386	520,777
Impairment loss on associates	861,554	1,100,000
	<u>861,554</u>	<u>1,100,000</u>

9. FINANCE COSTS

An analysis of finance costs is as follows:

	2025	2024
	<i>HK\$</i>	<i>HK\$</i>
Interest on bank and other borrowings	5,013,516	5,731,075
Interest on bonds issued	490,329	20,765
Interest on client payables with no fixed repayment terms	481,557	262,465
Interest on lease liabilities	81,357	72,730
	<u>81,357</u>	<u>72,730</u>
Total interest expense on financial liabilities not at fair value through profit or loss	<u>6,066,759</u>	<u>6,087,035</u>

10. INCOME TAX EXPENSE/(CREDIT)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group's Hong Kong entities have sufficient tax losses brought forward to set off against assessable profit during the year ended 31 December 2025 (2024: No assessable profits)

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year ended 31 December 2025, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Under the Law of the People's Republic of China ("PRC") Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, has been provided at a rate of 25% for both years.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Current tax:		
– Over-provision in prior year	(146,751)	–
Deferred tax	<u>3,429,676</u>	<u>(163,405)</u>
Total tax expense/(credit) for the year	<u>3,282,925</u>	<u>(163,405)</u>

11. DIVIDENDS

	<i>Note</i>	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Interim dividend	(a)	3,179,100	208,022
Less: dividend for shares held under the Company's share award scheme		<u>(216,450)</u>	<u>(14,430)</u>
		<u>2,962,650</u>	<u>193,592</u>
Final dividend	(b)	3,763,530	1,039,690
Less: dividend for shares held under the Company's share award scheme		<u>(259,740)</u>	<u>(72,150)</u>
		<u>3,503,790</u>	<u>967,540</u>
Dividends declared and paid		6,466,440	1,161,132
Proposed final dividend	(c)	<u>6,376,440</u>	<u>3,744,396</u>
		<u>12,842,880</u>	<u>4,905,528</u>

Notes:

- (a) At a meeting held on 7 August 2025, the Board declared an interim dividend of HK1.50 cents (2024: HK0.10 cent) per share for the six months ended 30 June 2025, which was paid on 12 September 2025.
- (b) The final dividend of HK\$1.80 cents for the year ended 31 December 2024 was approved at the annual general meeting of the Company held on 5 June 2025 and paid on 3 July 2025.
- (c) A final dividend of HK3.00 cents (2024: HK1.80 cent) per share for the year ended 31 December 2025 was recommended by the Board and subject to the approval of shareholders of the Company at the forthcoming annual general meeting.

12. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of the basic earnings/(loss) per share amounts is based on the profit (2024:loss) for the year attributable to owners of the Company, and the weighted average number of ordinary shares of 195,648,052 (2024: 191,404,699) in issue during the year which is after deducting the number of ordinary shares purchased under the share award scheme.

(b) Diluted earnings/(loss) per share

The calculation of the diluted earnings/(loss) per share amounts is based on the profit (2024:loss) for the year attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings/(loss) per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 December 2024 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

The calculation of diluted earnings per share for the year ended 31 December 2025 is as follows:

	2025
Profit attributable to owners of the Company (<i>HK\$</i>)	<u>60,363,502</u>
Weighted average number of ordinary shares in issue	195,648,052
Effect of dilution arising from share options	<u>1,036,316</u>
	<u>196,684,368</u>
Diluted earnings per share	<u><u>30.69 HK cents</u></u>

13. INVESTMENTS IN ASSOCIATES

	2025	2024
	<i>HK\$</i>	<i>HK\$</i>
Share of net assets	<u><u>–</u></u>	<u><u>909,922</u></u>

Particulars of the associates are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group		Principal activity
			2025	2024	
Nest Asset Management Pte. Ltd. (“ Nest Asset Pte ”) (Note (i))	Ordinary shares	Singapore	30	30	Provision of asset management services
VDX Group Limited (“ VDX ”) (Note (ii))	Ordinary shares	Cayman Islands	–	5	Investment holding

Notes:

- (i) The Group’s shareholdings in Nest Asset Pte are held through a wholly-owned subsidiary of the Company.
- (ii) VDX was disposed during the year ended 31 December 2025.

As at 31 December 2024, the Group’s shareholdings in VDX were directly held through a wholly-owned subsidiary of the Company (approximately 5%) and indirectly held through a joint venture of the Group (approximately 15%), effectively holding approximately 20% in total. The directors of the Company consider that the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

During the year ended 31 December 2022, VDX was incorporated and became the immediate holding company of Victory Fintech Company Limited (“**Victory Fintech**”) via a share transfer agreement entered with all existing shareholders of Victory Fintech. Including the equity interest held by Fintech Holding, the Group effectively holds 23% equity interest in VDX.

In the prior year, the Group held a 5% interest in VDX and accounted for the investment as an associate. On 31 December 2025, the Group disposed of the entire equity interest in VDX held through a wholly-owned subsidiary of the Company to independent third parties at total consideration of US\$1,935,000 (equivalent to HK\$15,059,525). The disposal of VDX resulted in profit or loss, calculated as follows:

	<i>(HK\$)</i>
Consideration	15,059,525
Less: Carrying amount of 5% equity interest in an associate on date of disposal	–
	<hr/>
Gains on disposal of an associate	<u>15,059,525</u>

After the disposal of VDX completed, VDX was no longer an associate of the Group.

14. ACCOUNTS RECEIVABLE

	<i>Note</i>	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Margin client receivables	(a)	146,075,909	195,798,257
Cash client receivables	(b)	33,223,061	59,400,366
		179,298,970	255,198,623
Less: Allowance for ECLs		(38,580,544)	(38,343,642)
		140,718,426	216,854,981
Clearing house receivables	(c)	7,726,038	23,046,645
Broker receivables	(d)	154,109,982	168,903,428
Placing commission receivables	(e)	52,998	25,000
Fee receivables	(e)	2,064,402	1,956,523
		163,953,420	193,931,596
Total accounts receivable		304,671,846	410,786,577

Notes:

(a) Margin client receivables

At 31 December 2025, the Group held securities (excluding bonds) with an aggregate fair value of HK\$958,308,001 (2024: HK\$714,745,654) and bonds with an aggregate fair value of HK\$1,190,400 (2024: HK\$5,411,140) as collateral over net margin client receivables. All margin client receivables are repayable on demand and bear interest at commercial rates. The collateral held can be sold at the Group's discretion to settle any outstanding amount owned by margin clients.

No ageing analysis is disclosed as, in the opinion of the directors, the ageing analysis does not give additional value in view of the nature of securities margin business.

Management assessed the fair value of the securities held by the Group on behalf of each individual client who had shortfall and a provision for ECL of HK\$37,950,280 (2024: HK\$36,625,705) was made as at 31 December 2025.

(b) Cash client receivables

All cash client receivables bear interest at commercial rates. The settlement terms of receivables arising from the ordinary course of business of dealing in securities from cash clients and clearing houses are within two days after the trade date.

The ageing analysis of cash client receivables at the end of each reporting period, based on the due date and before net of credit loss allowance, is as follows:

	2025	2024
	HK\$	HK\$
Cash client receivables		
Current	31,664,482	55,883,122
Past due		
– Over 2 days but less than 1 month	1,072,062	635,737
– Over 1 month but less than 3 months	20,422	312,753
– Over 3 months but less than 12 months	219,677	281,907
– Over 1 year	246,418	2,286,847
	33,223,061	59,400,366

Management assessed the fair value of the securities held by the Group on behalf of each individual client who had shortfall classified as stage 3 and a provision for ECL of HK\$527,255 (2024: HK\$339,507) was made as at 31 December 2025.

(c) Clearing house receivables

The ageing analysis of clearing house receivables at the end of each reporting period, based on due date and before credit loss allowance, is as follows:

	2025	2024
	HK\$	HK\$
Clearing house receivables		
Current	7,726,038	23,046,645

As at 31 December 2025, included in receivables from clearing houses was a net receivable from HKSCC of HK\$7,726,038 (2024: HK\$23,046,645), with a legally enforceable right to set off the corresponding receivable and payable balances.

(d) Broker receivables

Broker receivables arise from the business dealing in securities related to unsettled trades and balances placed with the brokers. The ageing of broker receivables on the trade date is within one month.

(e) Receivables from other major service lines

Placing commission receivables and fee receivables are neither past due nor impaired. The ageing of these receivables based on the trade date is within one month.

15. ACCOUNTS PAYABLE

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Margin and cash client payables	146,199,234	157,397,804
Due to clearing houses	14,850	3,492,359
Broker payables	451,629	–
Insurer payables	53,653	127,832
	<u>146,719,366</u>	<u>161,017,995</u>

The settlement terms of accounts payable arising from client businesses are normally two to three days after the trade date or at specific terms agreed with a clearing house. The majority of the accounts payable to margin and cash clients are repayable on demand except where certain balances represent trades pending settlement or margin deposits and cash collateral received from clients for their trading activities under the normal course of business. Only the amounts in excess of the required margin deposits and cash collateral are repayable on demand.

No ageing analysis is disclosed for accounts payable as in the opinion of the Directors, the ageing analysis does not give additional value in view of the nature of these businesses.

As at 31 December 2025, included in amounts payable to clearing houses was a net payable to HKSCC of HK\$14,850 (2024: HK\$3,492,359) with a legally enforceable right to set off the corresponding receivable and payable balances.

The broker payables and insurer payables are non-interest-bearing and have an average settlement term of one month.

16. SHARE CAPITAL

Shares

Authorised shares

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Authorised shares	<u>20,000,000</u>	<u>20,000,000</u>

As at 31 December 2025, the total number of authorised ordinary shares was 2,000,000,000 (2024: 2,000,000,000) with a par value of HK\$0.01 per share (2024: HK\$0.01 per share).

Issued and fully paid

	2025 <i>HK\$</i>	2024 <i>HK\$</i>
Issued and fully paid: 212,548,000 (2024: 208,022,000) ordinary shares	<u>2,125,478</u>	<u>2,080,218</u>

A summary of movements in the Company's share capital is as follows:

	<i>Note</i>	Number of shares in issue	Share capital HK\$
As at 1 January 2024		200,366,000	2,003,658
Share options exercised	(a)	456,000	4,560
Allotment and issue of subscription shares	(b)	<u>7,200,000</u>	<u>72,000</u>
As at 31 December 2024 and 1 January 2025		208,022,000	2,080,218
Share options exercised	(a)	<u>4,526,000</u>	<u>45,260</u>
As at 31 December 2025		<u>212,548,000</u>	<u>2,125,478</u>

Notes:

- (a) The subscription rights attaching to 4,526,000 (31 December 2024: 456,000) share options were exercised at the subscription price of HK2.29 per share (2024: HK\$2.29 per share), resulting in the issue of 4,526,000 (31 December 2024: 456,000) shares for a total cash consideration, before expenses, of HK\$10,364,540 (31 December 2024: HK\$1,044,240). No share option reserve was transferred to share capital upon exercise of the share options.
- (b) The subscription shares were allotted and issued at the subscription price, resulting in the issue of 7,200,000 shares for a total cash consideration, before expenses, of HK\$17,760,000.
- (c) During the year ended 31 December 2025, included in the total number of shares were 14,430,000 (2024: 14,430,000) shares held by the trustee under the share award scheme.

17. LITIGATION

The Group is currently involved in various legal proceedings arising in the ordinary course of business. Legal advice has been obtained, and the Group is vigorously contesting these claims. No provision has been recognized in the consolidated financial statements as of 31 December 2025, as the outcomes of the proceedings remain subject to significant uncertainty. At this stage, management considers that reliable estimates of any potential obligations cannot be made. While outflows of resources are considered possible, the merits of the cases are under ongoing assessment by the Group's legal counsel, and the timing of resolution remains uncertain. Depending on the outcome, there is also a possibility that any obligation may be partially or fully reimbursed.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a well-established integrated financial services provider in Hong Kong for over five decades, providing a wide range of securities broking and related financial services to our clients including (i) securities/futures/insurance policies broking, placing and underwriting services and advising on securities services; (ii) financing services; (iii) asset management services; (iv) financial advisory services; and (v) investment consultancy services. The core strength of the Group lies in its robust business model, with diverse businesses to withstand increasingly complex market conditions.

The Group is also engaged in the provision of (i) virtual asset dealing services under an omnibus account arrangement; (ii) virtual asset dealing services by way of introducing eligible clients to licensed virtual asset platforms for direct trading; (iii) market and distribute of virtual asset-related private funds to eligible clients; (iv) securities brokerage services to eligible clients with respect to virtual asset-related exchange traded funds (including exchange-traded virtual asset derivative funds); and (v) virtual asset advisory services with licensing conditions imposed on the license of the subsidiary.

The Group can also manage portfolios that invest in virtual assets, subject to compliance with the SFC “Proforma Terms and Conditions for Licensed Corporations which Manage Portfolios that Invest in Virtual Assets”.

Update on business development

Save as disclosed in the section headed “Update on business development” in the “Management Discussion and Analysis” of the annual report of the Company for the year ended 31 December 2024, the interim report of the Company for the period ended 30 June 2025, note 13 in this announcement regarding the disposal of equity interest in an associate, and the Company’s announcement dated 16 February 2026, there is no further update on the business development during the year ended 31 December 2025 and up to the date of this announcement.

Reference is made to the announcement of the Company dated 16 February 2026 (the “**Feb 16 Announcement**”) in relation to the grant of licenses to Victory Fintech for operation of virtual asset trading platform.

The Board wishes to inform the shareholders of the Company and potential investors that as disclosed in the Feb 16 Announcement, Victory Fintech was classified as an associate of the Group based on the preliminary assessment of the Board with reference to HKAS 28 Investments in Associated and Joint Ventures (“**HKAS 28**”). During the finalisation of the audited consolidated financial statements of the Company for the year ended 31 December 2025, following the Group’s disposal of shareholding interests in VDX on 31 December 2025 as disclosed in this note, the Group’s remaining interests in VDX were held through its joint venture and it came to the view that the Group was no longer able to exercise significant

influence (as defined in HKAS 28) on VDX. VDX is therefore no longer classified as an associate in the audited consolidated financial statements of the Company for the year ended 31 December 2025.

Save as disclosed above, all other information in the 16 Feb Announcement remains unchanged.

Introduction to business sectors

(1) Securities/futures/insurance policies broking services, placing and underwriting services and advising on securities services

Brokerage services

The Group has engaged in brokerage services in Hong Kong over the last five decades. Notwithstanding intensified competition from new players, the Group managed to retain customer loyalty through delivering excellent service. Income from securities broking services is primarily derived from the provision of brokerage services to clients to trade securities listed on the Stock Exchange and eligible securities traded through the securities trading and clearing linked program developed by the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange and China Securities Depository and Clearing Corporation. The Group also enables clients to trade securities listed on exchanges in Australia, Canada, Europe, Japan, Singapore, the United Kingdom, the United States (“US”) and B shares in the PRC by providing access to trading systems operated by external brokers licensed in their respective jurisdictions.

The Group also commenced the provision of futures brokerage services to clients mainly on trading index futures in the Stock Exchange and the US market since year 2020.

Revenue generated from securities/futures/insurance policies broking services accounted for approximately 18.8% and 18.5% of the total revenue for the years ended 31 December 2025 and 2024, respectively.

Placing and underwriting services

The Group provides placing and underwriting services for equity or debt securities issued by listed companies in Hong Kong. The Group is generally engaged by listed issuers as a placing agent or underwriter. The commission rates are subject to negotiation on a case-by-case basis with the listed issuer and are generally determined with reference to, among other matters, the type of equity or debt securities offered, fund raising size, market condition and prevailing market commission rate. Depending on the terms of a particular placing or underwriting document, the placing or underwriting activities can either be on a fully underwritten basis or a best effort basis.

Revenue generated from placing and underwriting services accounted for approximately 3.2% and 5.6% of the total revenue for the years ended 31 December 2025 and 2024, respectively. The Group provides all-rounded financial services to clients and placing and underwriting services is one of the major stable income streams of the Group.

Advising on securities services

The Group also provides services of advising on investment activities, which involve providing research reports or analysis on securities and investment proposals to target audiences. The Group did not generate any revenue from advising on securities for the years ended 31 December 2025 and 2024.

Others

The Group also derives (i) handling fee income arising from the services such as scrip handling services, settlement services, account servicing, corporate-action-related services and certain other miscellaneous services; (ii) transaction fees for converting foreign currencies for clients; and (iii) interest income from the deposits, which accounted for approximately 17.6% and 23.5% of the total revenue for the years ended 31 December 2025 and 2024, respectively.

(2) *Financing services*

The Group continued to solidify its customer base by enhancing its marketing capabilities and optimising loan service processes. Generally, the Group provides credit facilities to clients who wish to purchase securities on the Stock Exchange or make applications for initial public offering (“**IPO**”) on a margin basis. The Group also provides trading facilities to clients and generates interest income from cash account clients on their overdue debit balance. For the years ended 31 December 2025 and 2024, approximately 8.1% and 23.2% of the total revenue was derived from financing services, respectively.

Financing services represented a stable income stream for the Group, and the demand for financing services depends on investors’ demand to leverage their investments return by financing the Group aims to develop a niche in the loan market that can better meets investors’ financing needs, providing corporate and retail clients with tailored liquidity solutions to meet their investment objectives. The Group expects the revenue from this segment will continue to provide the Group with a stable income stream and help the Group to maintain a steady stream of cash flow. On the other hand, the Group will review the limits and controls on margin loans to ensure that the Group can monitor and control the potential risks associated with any expansion of the business sector.

(3) *Asset management services*

The Group offers asset management services on a discretionary basis to high net worth clients who would like the Group to manage their portfolios on their behalf. The Group manages discretionary accounts and derives management fees and/or performance fees from the asset management services, which accounted for approximately 4.5% and 9.2% of the Group's total revenue for the years ended 31 December 2025 and 2024, respectively.

The performance of this business segment is highly affected by the market sentiment as investment are mainly made on securities listed in major stock exchange or bonds issued by listed companies. The Group is expanding its asset management services sector by setting up different private funds in different jurisdictions such as PRC and Singapore. With enhanced research capabilities and experienced personnel, the revenue for this segment is expected to respond positively.

(4) *Financial advisory services*

The Group successfully obtained the Type 6 License in August 2019. Advisory fees will be charged based on the type and size of the transactions, duration of the engagement, the complexity of the transaction and the expected manpower requirements.

The Group aims to focus on services such as advice on mergers and acquisitions transactions and independent financial advisory services to listed companies, and also provide financial advisory services to companies that aim to be listed in the Stock Exchange. Revenue generated from financial advisory services accounted for 0.8% and 0.9% of the total revenue for the years ended 31 December 2025 and 2024, respectively.

(5) *Investment consultancy services*

Investment consultancy services aim to better cater to the needs of high net worth individuals, who have tremendous demand in wealth management services in order to better allocate their asset portfolio and diversify investment risks. These high net worth individuals look for quality wealth management services to realise their wealth management goals and demand wealth management services with tailored professional advice and a sophisticated asset allocation system to diversify their investment risk. The experienced and professional staff from the Group will be able to provide progressive, pragmatic and quality wealth management plans with regular analysis of market trends, along with flexible wealth management solutions to help clients to broaden their investment horizons.

(6) *Virtual asset dealing and related services*

In 2023, Victory Securities (HK) became the first licensed entity in Hong Kong to hold virtual asset trading, advisory, and asset management service licenses issued by the Securities and Futures Commission. Meanwhile, a research and development team were established and substantial investment are made to create its own APP – VictoryX.

Below are some of the highlights of the Group’s virtual asset business:

- The first and only virtual asset full license broker. The Group also provide virtual asset transactions, virtual asset consulting, and virtual asset fund management
- The first broker that provide in-kind subscription for virtual asset spot ETF
- The first to launch a virtual asset trading APP
- The first company to launch the stock and currency integration app VictoryX (Chinese name: 勝利通) with T+0 simultaneous stock and cryptocurrency trading
- One of the few platforms to offer US Bitcoin spot ETF trading
- The first Bitcoin fund to accept stablecoin subscriptions
- Published the first report on virtual asset in Hong Kong

The Group is committed to becoming a bridge between traditional finance and Web3, which is regularly providing offline educational activities and aim to becoming an entry-level choice for many investors. Revenue generated from virtual asset dealing and related services accounted for 47.0% and 19.1% of the total revenue for the years ended 31 December 2025 and 2024, respectively.

BUSINESS REVIEW, OUTLOOK AND PROSPECTS

The Group achieved significant strategic progress in 2025, especially in the virtual asset business segment. The major operating subsidiary of the Company, Victory Securities (HK), is currently the number 1 crypto broker in Hong Kong in terms of trading volume. For the year ended 31 December 2025, revenue derived from the virtual asset business segment accounted for approximately 47.0% of the Group's total revenue (19.1% of the Group's total revenue for the year ended 31 December 2024). The Group expected that with the support from the Hong Kong Government, Hong Kong would establish itself as a prominent virtual asset hub, garnering global attention and becoming a focal point for virtual asset businesses. The city's progressive approach towards virtual assets, along with its connectivity to international markets, positions Hong Kong as a gateway for global investors and businesses seeking opportunities in the virtual asset ecosystem. Therefore, the Group expected that there would be more business opportunities in this sector and that it would continue to expand. The Group looks forward to continuing to work with our stakeholders to lead the market in the virtual asset business segment and create the conditions for even greater success in the years to come.

The economies of Hong Kong and PRC are still facing great challenges in 2025. Economic recovery is still in a slow but steady pace, and different investors tend to be more prudent in making investment decisions. The unfavourable investment sentiment and the volatility in the local and global financial markets have exerted pressure on the Group's operations. However, there are also encouraging signs of economic revitalisation, with stimulative policies in PRC and interest rate cuts in other major markets providing vitality to Hong Kong's fundraising and secondary markets. Average daily turnover on the Stock Exchange for the year ended 31 December 2025 was \$249.80 billion, up by 90% when compared to the average daily turnover of HK\$131.80 billion for the year ended 31 December 2024. As of 31 December 2025, the Hang Seng Index closed at 25,630.54, 27.8% higher than its close at the end of 2024. This increase in average daily turnover has a positive impact on the commission and brokerage income from securities trading for the year ended 31 December 2025. Clients' investment behaviour may be affected by the overall market atmosphere and therefore the Group aims to transform into an integrated financial services provider to provide more variety of services to its clients and to diversify its revenue sources.

The Group continues to play an active role in participating in other financial transactions in the market to further develop and strengthen its market position as an integrated financial services provider. The Group has allocated adequate resources to its asset management segment to expand the scale of this segment and to attract funds from different sources, such as from PRC and other south-east Asian countries. The Group is confident that the asset management segment will play a vital role in the Group's future development.

The Group will also continue to explore potential opportunities in the financial advisory services segment. It has engaged in several new projects as financial advisors and independent financial advisors for different listed companies in Hong Kong. The performance for this sector will much depends on several external factors such as the performance of the financial and capital markets in Hong Kong and PRC, and the demand for such services from potential clients.

Despite the competitive and volatile operating environment in the securities industry, the Group will continue to pursue long-term business and profitability growth in line with its corporate mission and goals. The Group will continue to adopt prudent capital management and liquidity risk management to preserve adequate buffer to meet the challenges ahead. The Group will continue to review and evaluate the business objectives and strategies and make timely execution by considering the relevant business risks and market uncertainties.

In general, Hong Kong's economic outlook in 2026 is generally positive, with projections indicating moderate growth, and forecasts from certain international financial institutions expect real GDP growth by 2.0% to 3.0% for 2026. However, the major challenge to Hong Kong's economic growth is that private consumption expenditure has continued to show a modest decline, and there are uncertainties in the external environment, this has brought volatility and challenges to the various markets, including the stock markets, but up to the date of this announcement, the foregoing had not had a material adverse impact on the Group.

Overall speaking, the economy is expected to grow moderately, there are some uncertainties and challenges, such as the potential impact of global growth prospects, the trade policy of the US, and the pace of US Federal interest rate cuts. The Company will closely monitor the situation and assess its impact on the Group's financial position and operating results on continuous basis.

As one of Hong Kong's oldest comprehensive fully-licensed financial firms, there are nearly 60% of clients who have stayed with Victory Securities (HK) for five years or more, and many of them have inheritance of wealth for three generations. Adhering to the concept of "Transforming Your Goals Into Reality", the Group dedicates to maintaining the core values and principles to strengthen further our growth for the next 50 years and beyond.

Overview of the virtual asset business segment

The virtual asset sector in Hong Kong is experiencing rapid development, buoyed by the government's supportive stance in fostering an energetic ecosystem for virtual assets within the city. In response to several collapses and market shocks, as well as an increasing number of traditional financial institutions entering the digital assets space, there has been a flight to quality among market participants. With the Hong Kong Financial Services and Treasury Bureau Policy Statement and regulatory updates, Hong Kong continues to position itself as a hub for digital assets. The Hong Kong market is poised to become more mature with more sophisticated players and a better regulatory environment.

Hong Kong is known as an international financial hub supported by a strong rule of law jurisprudence, an international talent pool, and robust infrastructure. The addition of virtual asset capability introduces a fresh and dynamic range of investors and service providers who are actively seeking financial opportunities in the virtual asset area. The SFC has introduced various regulatory rules and guidelines for different types of virtual asset service providers. These include provisions that will allow retail investors to access SFC-regulated service

providers (e.g. Virtual Asset Trading Platforms) for a limited range of virtual assets – thereby creating numerous business opportunities and stimulating continuous market growth in the virtual asset sector.

Upon obtaining permission from the SFC to provide asset management services in respect of virtual assets, the Group became the first and only financial group in Hong Kong to obtain consent from the SFC to provide trading, advisory, and asset management services related to virtual assets simultaneously. The Group believes that virtual assets are an emerging business that will provide clients with more diversified investment options and can offer vitality to the traditional Hong Kong financial market. This enables the Group to provide more diversified services to its clients, which is in line with the strategy of the Group, and will have a positive impact on the future development of the Group by creating new revenue sources as well as industry knowledge from expertise on virtual assets.

The Group has made significant progress in the virtual asset sector during the year ended 31 December 2025. The virtual asset segment represented a new source of revenue for the Group, and has become a vital part of the Group's operation, in which revenue generated and the number of new clients from this segment have been gradually increasing since the end of year 2024. For the year ended 31 December 2025, revenue generated from the virtual asset segment occupies approximately 47.0% of the overall revenue (19.1% of the Group's total revenue for the year ended 31 December 2024). The number of active virtual asset clients has reached 7,149 as at 31 December 2025 (1,680 as at 31 December 2024). The Group believes that following the increase in knowledge of investors on the virtual asset segment, and the continuous development of the respective regulations from the SFC and the Hong Kong Government, the proportion of revenue from the virtual asset segment to total revenue will continue to increase.

The Group has established its own research and development team, and launched its first securities and virtual assets trading app in Hong Kong – VictoryX (Chinese name: 勝利通), the first licensed corporation in Hong Kong to offer a single app for asset allocation on securities and virtual assets at the same time. The Group is the “first broker-dealer in Hong Kong” to be authorised by the SFC to provide token-in-token-out to retail clients. At the end of 2023, Victory was approved by the SFC to provide retail investors with virtual asset trading, distribution of virtual asset-related products and consulting services, and now retail investors can freely trade investment products in various markets, including virtual assets, Hong Kong stock and U.S. stock markets, etc., and trade virtual assets at their doorsteps through one platform. Both the mobile app and desktop trading system have been fully upgraded to provide trading services in major markets such as virtual assets, Hong Kong stocks, US stocks, etc., and will soon be expanded to include China Connect and Global Stock Markets, to assist clients in capturing market opportunities and global asset allocation seamlessly and in real time.

Hong Kong's regulatory approach, while stringent, is built to foster a secure and trustworthy environment for digital assets. It aims to encourage financial innovation through providing a robust and transparent regulatory environment. By implementing comprehensive regulation, Hong Kong seeks to address the risks associated with virtual asset activities in terms of investor protection, money laundering and terrorist financing. Achieving compliance might seem like a challenge for the Group, but the Group firmly believes that with the right strategy, it's entirely achievable by robust internal controls to oversee operations, monitor transactions, and adhere to anti-money laundering and counter-terrorist financing regulations. The Group is well prepared to be a serious participant who is prepared to engage with the regulatory process and contribute to the development of a sustainable digital asset ecosystem. The Group hopes to lead investors to transit from the Web 2.0 traditional financial services, through its simple operation process to easily allocate Web 3.0 assets, while at the same time being able to provide adequate investor protection by strictly complying with respective rules and regulations.

FINANCIAL REVIEW

Revenue

The revenue of the Group's core business sectors for the years ended 31 December 2025 and 2024 are summarised as below:

	For the year ended		Differences	Change
	31 December			
	2025	2024		
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(%)
Securities/futures broking services, placing and underwriting services and advising on securities services	82,840	35,243	47,597	135.1
Virtual asset dealing and related services	98,521	14,307	84,214	588.6
Financing services	17,029	17,404	(375)	(2.2)
Asset management services	8,080	8,229	(149)	(1.8)
Financial advisory services	1,575	645	930	144.2
Insurance brokerage services	187	505	(318)	(63.0)
Gains/(losses) on guaranteed contracts	1,211	(1,369)	2,580	188.5
Total	<u>209,443</u>	<u>74,964</u>	<u>134,479</u>	<u>179.4</u>

(1) *Securities/futures broking services, placing and underwriting services and advising on securities services*

Securities services comprise mainly brokerage services, placing and underwriting services and advising on securities services. The table below sets out a breakdown of the revenue from securities services during the years ended 31 December 2025 and 2024:

	For the year ended 31 December			
	2025	2024	Differences	Change
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(%)
Brokerage services	39,249	13,365	25,884	193.7
Placing and underwriting services	6,704	4,260	2,444	57.4
Advising on securities services	–	–	–	–
Others	36,887	17,618	19,269	109.4
Total	82,840	35,243	47,597	135.1

(a) *Securities/futures brokerage services*

For the year ended 31 December 2025, the Group recorded a revenue of approximately HK\$39.25 million from the brokerage services, representing an increase of approximately 193.7% as compared to the revenue of approximately HK\$13.37 million for the year ended 31 December 2024. This was mainly due to an increase in brokerage income derived mainly from the Hong Kong stock market, in which the total turnover of the Hong Kong stock market increased from approximately HK\$30,900.50 billion for the year ended 31 December 2024 to approximately HK\$61,455.62 billion for the year ended 31 December 2025, representing an increase of approximately 98.9%.

(b) *Placing and underwriting services*

For the year ended 31 December 2025, the Group recorded a revenue of approximately HK\$6.70 million from the placing and underwriting services, representing an increase of approximately 57.4% as compared to the revenue of approximately HK\$4.26 million for the year ended 31 December 2024. This was mainly due to the increase in corporate exercises performed by the Group for the year ended 31 December 2025 due to overall improvement in investment sentiment during 2025, which results in more business opportunities in the market.

(c) *Advising on securities services*

For the year ended 31 December 2025 and 2024, the Group did not record revenue from advising on securities services. Revenue from this sector was derived from providing research reports and analysis and the performance of this sector is also directly related to the market sentiment and demand from clients.

(d) *Others*

Other services mainly represented (i) handling fee income arising from the services such as scrip handling services, settlement services, account servicing, corporate-action-related services and certain other miscellaneous services; (ii) transaction fees for converting foreign currencies for clients; and (iii) interest income from the deposits. For the year ended 31 December 2025, the Group recorded a revenue from other services of approximately HK\$36.89 million, representing an increase of approximately 109.4% as compared to the revenue of approximately HK\$17.62 million for the year ended 31 December 2024. The increase of revenue from such other services was mainly due to an increase in transaction fees for converting foreign currencies for clients, as well as increase in interest income from deposits.

(2) *Virtual asset dealing and related services*

Virtual asset dealing and related services comprise mainly virtual asset brokerage services and custodian of virtual asset. The table below sets out a breakdown of the revenue from virtual asset dealing and related services during the years ended 31 December 2025 and 2024:

	For the year ended			
	31 December			
	2025	2024	Differences	Change
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(%)
Virtual asset brokerage services	96,876	11,261	85,615	760.3
Custodian of virtual asset services	1,645	3,046	(1,401)	(46.0)
Total	<u>98,521</u>	<u>14,307</u>	<u>84,214</u>	<u>588.6</u>

For the year ended 31 December 2025, the Group recorded revenue of HK\$98.52 million from virtual asset dealing and related services, when compared to the revenue of HK\$14.31 million for the year ended 31 December 2024. The robust increase in the revenue derived from this business sector is encouraging. In view that the Hong Kong Government, working together with different regulatory bodies such as the SFC, is positioning Hong Kong as a global leader in the virtual asset industry, the Group is optimistic that revenue from this business sector will continue to grow at a steady pace.

(3) *Financing services*

For the year ended 31 December 2025, the Group recorded interest income of approximately HK\$17.03 million from financing services, representing a slight decrease of approximately 2.2% as compared to the revenue of approximately HK\$17.40 million for the year ended 31 December 2024. This was mainly due to a slight decrease in the overall average margin loan to clients based on clients' demand. On the other hand, the Group will continue its stringent credit policies to mitigate the risks of default from margin clients.

(4) *Asset management services*

For the year ended 31 December 2025, the Group recorded a revenue of approximately HK\$8.08 million from asset management services, representing a decrease of approximately 1.8% as compared to the revenue of approximately HK\$8.23 million for the year ended 31 December 2024. This was mainly due to (i) decrease in management fee received due to decrease in assets under management; and (ii) decrease in performance fees received for some of the asset management accounts.

(5) *Financial advisory services*

For the year ended 31 December 2025, the Group recorded revenue of approximately HK\$1.58 million from the financial advisory services, representing an increase of approximately 144.2% as compared to the revenue of approximately HK\$0.65 million for the year ended 31 December 2024. The Group will continue to explore potential opportunities in the financial advisory services segment and has engaged in several new projects as financial advisors and independent financial advisors for different listed companies in Hong Kong. The performance for this sector will much depends on several external factors such as the performance of the financial and capital markets in Hong Kong and PRC, and the demand for such services from potential clients.

(6) *Insurance consultancy services*

For the year ended 31 December 2025, the Group recorded revenue of approximately HK\$0.19 million from insurance consultancy services, representing a decrease of approximately 63.0% as compared to the revenue of approximately HK\$0.51 million for the year ended 31 December 2024. Approximately 95% of the Group's insurance consultancy services revenue is generated from long-term insurance plans and the decrease in revenue was mainly due to the decrease in both the number of new clients and the premium size per client.

Other gains and losses, and other income

Other gains and losses, and other income was approximately HK\$19.92 million for the year ended 31 December 2025, representing an increase of approximately 640.9% as compared to the amount of approximately HK\$2.69 million for the year ended 31 December 2024. Such increase was mainly due to (i) increase in fair value of investment properties by approximately HK\$2.88 million when compared to the year ended 31 December 2024; (ii) gain on partial disposal of investment in an associate of approximately HK\$15.06 million was recorded during 2025.

Commission expenses

The following is the breakdown on commission expenses:

	For the year ended			
	31 December			
	2025	2024	Differences	Change
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(%)
Commission for securities brokerage services	17,955	4,649	13,306	286.2
Commission for virtual asset dealing services	38,405	4,448	33,957	763.4
Commission for insurance consultancy services	290	340	(50)	(14.7)
Total	<u>56,650</u>	<u>9,437</u>	<u>47,213</u>	<u>500.3</u>

Commission expenses for the year ended 31 December 2025 was approximately HK\$56.65 million, representing an increase of approximately 500.3% as compared to the commission expenses of approximately HK\$9.44 million for the year ended 31 December 2024, which increased in line with the increase in revenue from securities/futures brokerage services and virtual asset dealing services.

Other operating expenses

Other operating expenses mainly comprised (i) exchange and clearing fee; (ii) information services expenses; (iii) legal, consultancy and professional fee; (iv) staff welfare, marketing and entertainment expenses; (v) IT related expenses; and (vi) insurance expenses, which accounted for approximately 85.3% (2024: 62.8%) of the total other operating expenses. Other operating expenses for the year ended 31 December 2025 was approximately HK\$68.06 million, representing an increase of approximately 204.4% as compared to the other operating expenses of approximately HK\$22.36 million for the year ended 31 December 2024, mainly due to increase in the following major expenses:

- (i) increase of marketing expenses by approximately HK\$1.74 million for promoting the business, especially the virtual asset business;
- (ii) increase in exchange clearing fee and information services expenses by approximately HK\$1.77 million due to expansion in business;
- (iii) increase in IT related expenses by approximately HK\$33.25 million due to expansion of IT team and the related expenditure for system maintenance, as well as engaging various experts in the industry to perform IT environment and cybersecurity review, in order to modify and upgrade the existing IT environment to cope with the business expansion, and to provide a secure platform for the clients to trade;
- (iv) increase in legal, professional and consultancy fees by approximately HK\$5.46 million in relation to new business proposal and projects; and
- (v) increase in staff welfare and entertainment expenses by approximately HK\$1.74 million due to increase in total headcount and front-line team expansion for exploring new business opportunities.

Profit/(loss) for the year

Profit for the year ended 31 December 2025 was approximately HK\$59.11 million, representing a turnaround from loss of approximately HK\$2.32 million for the year ended 31 December 2024, mainly due to the increase in revenue from major operating segments of the Group for the year ended 31 December 2025, especially from the virtual asset dealing and related services. However, the effect was partly offset by the increase in staff costs and other operating expenses.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has in place a liquidity risk management system to identify, measure, monitor and control potential liquidity risk and to maintain our liquidity and financial resources requirements as specified under applicable laws and regulations, such as the Financial Resources Rules. The Group has established a multi-tiers authorisation mechanism and

internal policies and procedures for the management and approval on the use and allocation of capital. We have authorisation limits in place for any commitment or fund outlay, such as procurement, investments, loans, etc., and we assess the impact of those transactions on the capital level. The Group meets its funding requirements primarily through bank borrowings from multiple banks. We have also adopted stringent liquidity management measures to ensure we satisfy capital requirements under the applicable laws. We have established limits and controls on margin loans and money lending loans on an aggregate and individual loan basis.

During the year ended 31 December 2025, the Group financed its operations by cash flow from operating activities and bank borrowings. The Group was operating in a net cash inflow position for the year ended 31 December 2025, in which net cash from operating activities amounted to approximately HK\$144.40 million (for the year ended 31 December 2024: net cash used in operating activities amounted to approximately HK\$87.15 million), which was due to increase business operations, especially from the virtual asset business segment for the year ended 31 December 2025. As at 31 December 2025, aggregate of bank and cash balances of the Group amounted to approximately HK\$97.00 million (as at 31 December 2024: approximately HK\$16.96 million), which were substantially denominated in Hong Kong dollar, Reminbi and US dollar (“US\$”).

As at 31 December 2025, the Group’s current assets and current liabilities were approximately HK\$430.29 million (as at 31 December 2024: approximately HK\$457.93 million) and approximately HK\$262.77 million (as at 31 December 2024: approximately HK\$341.62 million), respectively. As at 31 December 2025, the current ratio, being the ratio of current assets to current liabilities, was approximately 1.65 times (as at 31 December 2024: approximately 1.34 times).

As at 31 December 2025, the bank and other borrowings and bonds issued of the Group were approximately HK\$92.07 million (as at 31 December 2024: approximately HK\$166.69 million). The size of the secured bank borrowings depends primarily on the increase in clients’ demand on our Group’s financing services which in turns affect our demand for short-term bank loans. These borrowings are secured by clients’ securities and securities held by the Group, an unlisted investment, a time deposit, leasehold land and buildings and the investment property of the Group, and by corporate guarantees from the Company. The interest rate of our secured borrowings as at 31 December 2025 and 31 December 2024 ranged from one-week Hong Kong Interbank Offered Rate plus 2.25% for revolving term loans, and at Hong Kong Prime Rate/Hong Kong Prime Rate plus 0.5% per annum for overdrafts. All bank loans have maturity within one month and were all denominated in Hong Kong dollars (“HK\$”). The Group’s gearing ratio (measured as total bank borrowings and bonds issued over total assets) as at 31 December 2025 was approximately 17.9% (as at 31 December 2024: approximately 32.1%), The decrease in the Group’s gearing ratio was mainly due to the increase in cash inflow from operating activities, resulting in less reliance and decrease in bank and other borrowings as at 31 December 2025.

The Group's investments are mainly financial assets at fair value through profit or loss. As at 31 December 2025, the market value of which were approximately HK\$5.29 million (as at 31 December 2024: approximately HK\$13.86 million) and are mainly equity securities listed in Hong Kong.

The capital of the Group comprises ordinary shares as at 31 December 2025 and 31 December 2024. As at 31 December 2025, total equity attributable to owners of the Company amounted to approximately HK\$239.23 million (as at 31 December 2024: approximately HK\$172.55 million).

PLEDGE OF ASSETS

Bank loans were secured by the following:

1. clients' securities and securities held by the Group amounting to approximately HK\$107.73 million and HK\$174.92 million as at 31 December 2025 and 31 December 2024, respectively;
2. an unlisted investment held by the Group amounting to approximately HK\$4.53 million and HK\$4.36 million as at 31 December 2025 and 31 December 2024, respectively;
3. a time deposit held by the Group amounting to approximately HK\$4.52 million and HK\$4.40 million as at 31 December 2025 and 31 December 2024, respectively; and
4. leasehold land and buildings and the investment property of the Group with an aggregate carrying value amounting to HK\$44.40 million and HK\$46.20 million as at 31 December 2025 and 31 December 2024, respectively.

FOREIGN EXCHANGE EXPOSURE

The revenue and business costs of the Group were principally denominated in HK\$, while the Group have assets and liabilities denominated in Renminbi and the US\$ which may expose to foreign exchange risk. The Group currently does not have a foreign currency hedging policy, however, the management monitors foreign exchange exposure and has measures to reduce assets denominated in foreign currencies, therefore the Group expects the foreign exchange exposure can be reduced. The Group will also consider hedging significant foreign currency exposure should the needs arise.

CAPITAL AND OTHER COMMITMENTS

Save as the lease commitment for various items of office premises used in its operations, and a non-competition payment to an ex-employee of a subsidiary of approximately RMB3,920,000 (equivalent to HK\$4,367,076), the Group had no other commitments as at 31 December 2025 and 2024.

CONTINGENT LIABILITIES

Saved as disclosed in Note 17 of this annual results announcement, the Group did not have any material contingent liabilities as at 31 December 2025 and 2024.

USE OF PROCEEDS FROM THE SUBSCRIPTION FOR SHARES OF THE COMPANY UNDER GENERAL MANDATE (THE “SUBSCRIPTION”)

On 25 March 2024, the Company and four subscribers entered into four subscription agreements, pursuant to which:

- (1) under one of the subscription agreements, the Company has conditionally agreed to allot and issue, and one of the subscribers has conditionally agreed to subscribe for (a) 3,600,000 shares of the Company (the “**Share(s)**”) with lock-up period of 1 year from the date of completion of the Subscription, at the subscription price of HK\$2.30 per Share; and (b) 2,400,000 Shares without lock-up period at the subscription price of HK\$2.80 per Share; and
- (2) under the remaining subscription agreements (other than the one as mentioned in (1) above), the Company has conditionally agreed to allot and issue, and each of the subscribers (other than the one as mentioned in (1) above), have conditionally agreed to subscribe for a total of 1,200,000 Shares with lock-up period of 1 year from the date of completion of the Subscription, at the subscription price of HK\$2.30 per Share.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each of the subscribers and the ultimate beneficial owners of the subscribers are independent third parties to the Company and its connected person pursuant to the GEM Listing Rules.

The Subscription was completed on 15 April 2024. The Company has raised net proceeds of approximately HK\$17.70 million from the subscription of 7,200,000 new Shares. The net price per subscription Share was approximately HK\$2.46. The closing price was HK\$2.84 per share as quoted on the Stock Exchange on the date of the subscription agreements.

The subscription prices for different subscribers were determined through arm’s length negotiations conducted by the Company with each of the subscribers on an independent basis, taking into account the trading prices of the Shares, the funding needs, financial position and prospects of the Company, as well as the lock-up requirement and if any, the duration thereof, applicable to the subscription Shares.

After rounds of negotiations concerning the terms of the Subscription, in particular the subscription prices and the lock-up requirement between the Company and subscriber as mentioned in (1) above, the subscriber agreed to subscribe for 40% of the Shares at a higher price (that is, at HK\$2.80 per Share). In exchange, the lock-up requirement for this portion of the Shares was waived.

Taking into account the above, the Directors consider that the subscription prices agreed with different subscribers, as well as the terms of the Subscription are fair and reasonable in light of the prevailing market conditions, the recent price performance and liquidity of the Shares and that the Subscription is in the interest of the Company and the Shareholders as a whole.

As at 31 December 2025, the net proceeds from the Subscription of approximately HK\$17.70 million have been fully utilized according to the intentions disclosed by the Group, out of which (i) approximately HK\$6.20 million were used to enhance the IT infrastructure of the Group; and (ii) approximately HK\$11.50 million were used as the general working capital of the Group.

Details of the Subscription are set out in the Company's announcement dated 25 March 2024 and 15 April 2024.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES AND SIGNIFICANT INVESTMENTS

Save as disclosed in the "Update on business development" as set out in the "Business Review" section of this announcement, there was no other material acquisition or disposal of subsidiaries and affiliated companies and significant investments held by the Group during the year ended 31 December 2025.

EVENTS AFTER THE REPORTING PERIOD

Up to the date of this announcement, there were no significant events relevant to the business or financial performance of the Group that come to the attention of the Directors after the reporting period.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2025, the Group had 96 full-time employees (as at 31 December 2024: 65), including all executive and non-executive directors but excluding independent non-executive directors. During the year ended 31 December 2025, the total employees' cost (including directors' emoluments and retirement benefit scheme contribution) was approximately HK\$55.82 million (for the year ended 31 December 2024: approximately HK\$39.30 million).

Remuneration packages of the employees are determined by reference to the qualifications and experience of the employee concerned and are reviewed annually by the management with reference to market conditions and individual performance. The Group offers a comprehensive and competitive remuneration, retirement scheme and benefit package to its employees. Discretionary bonus is offered to the Group's staff depending on their performance. To provide incentive to the eligible participants (including directors and employees), the remuneration package has been extended to include share options under the share option scheme.

The Group encourages and subsidizes employees at different job grades to enroll and/or participate in development or training courses in support of their career and professional development. The Group also provides in-house training courses on a monthly basis for the personal development of the employees.

The Group has adopted a scheme under Occupational Retirement Schemes Ordinance for eligible employees, and also a mandatory provident fund scheme as required under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) for its employees in Hong Kong.

FINAL DIVIDEND AND ANNUAL GENERAL MEETING

The Board recommended the payment of a final dividend of HK3.00 cents per share for the year ended 31 December 2025 (for the year ended 31 December 2024: HK1.80 cents per share), amounting to approximately HK\$6,376,440 to those Shareholders whose names appear on the register of members at the close of business on Thursday, 11 June 2026, subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on Thursday, 4 June 2026 (“**2026 AGM**”). It is expected that the final dividend will be paid on or about Thursday, 2 July 2026, if approved.

CLOSURE OF REGISTER OF MEMBERS

To be eligible to attend and vote at the 2026 AGM

The register of members of the Company will be closed from Friday, 29 May 2026 to Thursday, 4 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2026 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 28 May 2026.

To qualify the proposed final dividend

The register of members of the Company will also be closed from Friday, 12 June 2026 to Tuesday, 16 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 11 June 2026.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance practices within the Group that best suited to the needs and interests of the Group, and complying with regulatory requirements, to securing and inspiring confidence of shareholders of the Company (the "**Shareholders**") as well as potential investors.

The Company's corporate governance practices follow the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") in Appendix C1 of the GEM Listing Rules. For the year ended 31 December 2025, to the best knowledge of the Board, the Company has fully complied with all the code provisions set out in the CG Code.

The Company strives to attain and maintain high standards of corporate governance best suited to the needs and interests of the Group as it believes that an effective corporate governance framework is fundamental to promoting and safeguarding the interests of shareholders and other stakeholders and enhancing shareholder value. The Board committed to continuously enhancing these standards and practices and inculcating a robust culture of compliance and ethical governance underlying the business operations and practices across the Group.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision D.3.3 and D.3.7 of the CG Code. The Audit Committee currently comprises a non-executive Director and two independent non-executive Directors, namely Mr. Chan Ying Kit, Mr. Ying Wing Ho Peter and Dr. Yan Ka Shing, respectively. The chairman of the Audit Committee is Mr. Ying Wing Ho Peter.

The Audit Committee has met with the external auditors of the Group to review the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of this announcement of annual results of the Group for the year ended 31 December 2025.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the Required Standard of Dealings during the year ended 31 December 2025.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

COMPETING INTERESTS

None of the Directors or the controlling Shareholders nor their respective close associates (as defined in the GEM Listing Rules) had any interest in business that competed or might compete with business of the Group during the year ended 31 December 2025.

SCOPE OF WORK OF MCMILLAN WOODS (HONG KONG) CPA LIMITED

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2025 have been agreed by the Company's auditors, McMillan Woods (Hong Kong) CPA Limited, in respect of the Group's draft consolidated statement of profit or loss, consolidated statement of profit or loss and comprehensive income, consolidated statement of financial position, and the related notes for the year ended 31 December 2025. The work performed by McMillan Woods (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by McMillan Woods (Hong Kong) CPA Limited on the preliminary announcement.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.victorysec.com.hk). The annual report of the Group for the year ended 31 December 2025 containing all the information required by the GEM Listing Rules will be despatched to shareholders and published on the websites of the Stock Exchange and the Company in due course.

The financial information set out in this announcement does not constitute the Group's statutory financial statements for the year ended 31 December 2025. Certain financial information in this announcement is extracted from the statutory financial statements for the year ended 31 December 2025, which will be available in the websites of the Stock Exchange and the Company on or before the end of March 2026.

APPRECIATION

I would like to extend my sincere gratitude to all my fellow Directors, our management team and staff for their efforts and contributions to the Group. I would also like to thank all our shareholders, customers and business partners for their trust and support throughout the year.

By Order of the Board
Victory Securities (Holdings) Company Limited
Kou Kuen
Chairman

Hong Kong, 19 March 2026

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

This announcement will remain on the “Latest Listed Company Information” page of the HKEX website at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.victorysec.com.hk.