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

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8540)**

**ANNOUNCEMENT PURSUANT TO RULE 17.50(2)(u)  
AND RULES 5.01 AND 5.02 OF THE GEM LISTING RULES**

This announcement is made by Victory Securities (Holdings) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(2)(u), Rules 5.01 and 5.02 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

The board of directors (“**Directors**”) of the Company (the “**Board**”) wishes to inform the shareholders of the Company and investors that the Securities and Futures Commission (the “**SFC**”) published a press release on 24 July 2026, related to the SFC reprimands and fines the operating subsidiary of the Group, Victory Securities Company Limited (“**Victory Securities (HK)**”) of HK\$1.7 million, and suspends its responsible officer (Mr. Chiu Che Leung, Stephen (“**Mr. Chiu**”), who is also the executive Director of the Company) for regulatory breaches from 22 July 2026 to 21 October 2026 (the “**Press Release**”). Details of the Press Release can be found at the website of the SFC (<https://apps.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/doc?refNo=26PR113>). The regulatory outcome is the result of a settlement between Victory Securities (HK) and Mr. Chiu on the one hand and the SFC on the other.

The SFC found that on 29 October 2019, a client opened an account at Victory Securities (HK), expressing his intention to sell securities held with another brokerage through Victory Securities (HK). The client placed orders with Victory Securities (HK) to sell shares on two occasions shortly after opening the account, and provided statements purportedly issued by other brokerages as proof of his holding in those shares.

Despite various red flags which should have called for closer scrutiny of the information provided by the client, including that the client’s purported ownership of the shares was incommensurate with his financial profile declared in the account opening documents, Victory Securities (HK) did not make adequate enquiry with the client or seek satisfactory answers to the red flags before executing the client’s orders.

With respect to Mr. Chiu's role in the incident, the SFC takes the view that Victory Securities (HK)'s non-compliance was attributable to Mr. Chiu's neglect in discharging his duties as a responsible officer and a member of the senior management of Victory Securities (HK).

With reference to the Press Release, it was mentioned by the SFC that in determining the regulatory sanctions, it has taken into account all relevant circumstances of the incident, including the following:

- (i) this was an isolated incident;
- (ii) there is no evidence of systematic weaknesses in respect of Victory Securities (HK)'s internal controls;
- (iii) Victory Securities (HK) has enhanced its internal policies and procedures, and implemented mandatory staff training to prevent the occurrence of similar incidents;
- (iv) Victory Securities (HK) and Mr. Chiu's cooperation with the SFC in reaching a resolution of the matter; and
- (v) Mr. Chiu has an otherwise clean disciplinary record with the SFC.

In view of the underlying facts of the incident and the findings by the SFC pursuant to the settlement, the Board (excluding Mr. Chiu) takes the view that Mr. Chiu remains suitable in acting as an executive director of the Company under GEM Rules 5.01 and 5.02 for the main reasons that, firstly, it was an isolated incident especially when one considers the fact that Mr. Chiu has been working in the securities industry for over 50 years (amongst which he has worked in Victory Securities (HK) or otherwise been associated with the Group for more than 20 years) and all along he has a clean SFC disciplinary record. Secondly, the incident concerns Mr. Chiu's neglect in acting as responsible officer of Victory Securities (HK) which does not directly and adversely affect the levels of skill, care and diligence of Mr. Chiu who has always been acting honestly and in good faith in discharging his duties as director of the Company. Thirdly, for the aforesaid reasons or otherwise, after careful consideration, the Board does not find any material integrity or competence issues on the part of Mr. Chiu which would prohibit him from continuing to act as director of the Company. Lastly, Mr. Chiu has been fully cooperated with the SFC in reaching the resolution of the matter and the internal policies and procedures of Victory Securities (HK) has been enhanced, which should be able to prevent the occurrence of similar incidents in the future.

The Board is also of the view that the information contained in the Press Release is already published and can be easily assessed by any person through the SFC's website. Save as disclosed in the Press Release and this announcement, there is no further inside information of the Company and the Group requiring disclosure under the Inside Information Provisions of the Securities and Futures Ordinance and Rules 13.09 of the GEM Listing Rules.

Save as disclosed in the Press Release and this announcement, Mr. Chiu has confirmed to the Company that there is no other information relating to him that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(u) of the GEM Listing Rules and he is not aware of any other matters that need to be brought to the attention of the shareholders of the Company.

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

Hong Kong, 29 July 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, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the HKEX website at [www.hkexnews.hk](http://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](http://www.victorysec.com.hk).*