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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Financial Advisor



Placing Agent



References are made to the announcements of the Company dated 11 September 2026 and 2 October 2026 (the “**Announcements**”) in relation to the placing of new Shares under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless defined otherwise.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Placing Agreement have been fulfilled and completion of the Placing took place on 23 October 2026. An aggregate of 10,582,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$4.25 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 4.73% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, each of the Placees and their respective ultimate beneficial owners (if applicable) is an Independent Third Party. None of the Placees has become a substantial Shareholder (as defined in the GEM Listing Rules) immediately upon Completion.

The net proceeds from the Placing (after deducting the related expenses) are approximately HK\$43.07 million, out of which (i) approximately HK\$15.08 million (representing 35% of the net proceeds from the Placing) will be used for market expansion to regions (especially for seeking different licenses in jurisdictions such as United Arab Emirates and other jurisdictions across Asia); (ii) approximately HK\$12.92 million (representing 30% of the net proceeds from the Placing) will be used for expansion of capital allocation for margin loans to meet increasing client demand; (iii) approximately HK\$7.75 million (representing 18% of the net proceeds from the Placing) will be used for investments in information technology infrastructure not limited to implement and develop cutting-edge AI-driven tools and cybersecurity upgrades; and (iv) approximately HK\$7.32 million (representing 17% of the net proceeds from the Placing) will be used for selective strategic investments to align business objectives and gain access to relevant technologies and markets.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The 10,582,000 Placing Shares represent (a) approximately 4.97% of the total number of Shares in issue immediately before Completion; and (b) approximately 4.73% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before Completion and immediately upon Completion are set out as below:

Name of Shareholder	Immediately before Completion		Immediately upon Completion (Note)	
	No. of Shares	Approximate % of number of Shares in issue	No. of Shares	Approximate % of number of Shares in issue
Directors				
Mr. Kou Kuen	107,793,840	50.61	107,793,840	48.22
Mr. Chan Pui Chuen	13,975,000	6.56	13,975,000	6.25
Mr. Chiu Che Leung Stephen	230,000	0.11	230,000	0.10
Public Shareholders				
The Placees	1,264,000	0.59	11,846,000	5.30
Other Public Shareholders	89,712,360	42.13	89,712,360	40.13
Total	212,975,200	100.00	223,557,200	100.00

Note: Assuming there is no change in total issued share capital of the Company other than the Placing.

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

Hong Kong, 23 October 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Kou Kuen (Chairman) and Mr. Chan Pui Chuen, two non-executive Directors, namely Mr. Chan Ying Kit and Mr. Chiu Che Leung, Stephen, 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.

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