



Vittoria Limited

Corporate Presentation

February 2024

Company Overview

VITTORIA LIMITED

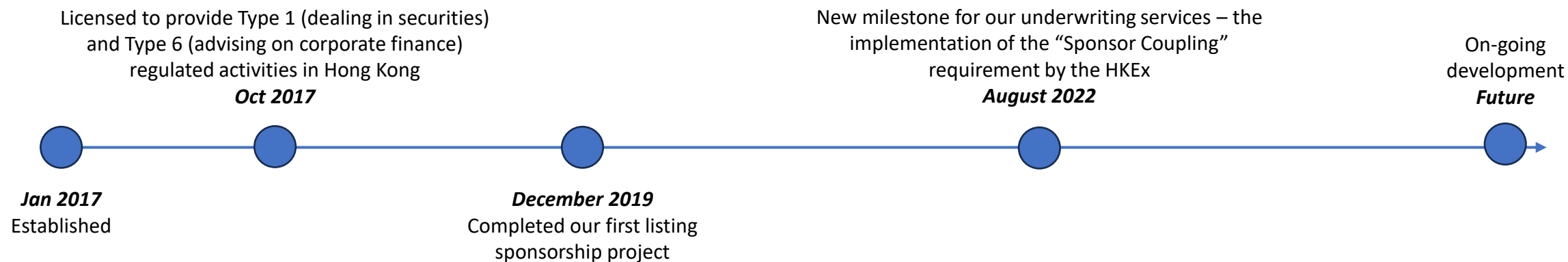
Vittoria Limited is a Hong Kong-based financial services provider principally engaged in the provision of corporate finance advisory services, through our indirect wholly-owned operating subsidiary, Red Solar Capital Limited, which is a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities in Hong Kong. Our corporate finance advisory services mainly comprise listing sponsorship and securities related services, and financial and compliance advisory services.

Listing sponsorship and securities related services

- Listing sponsorship services
- Securities related services

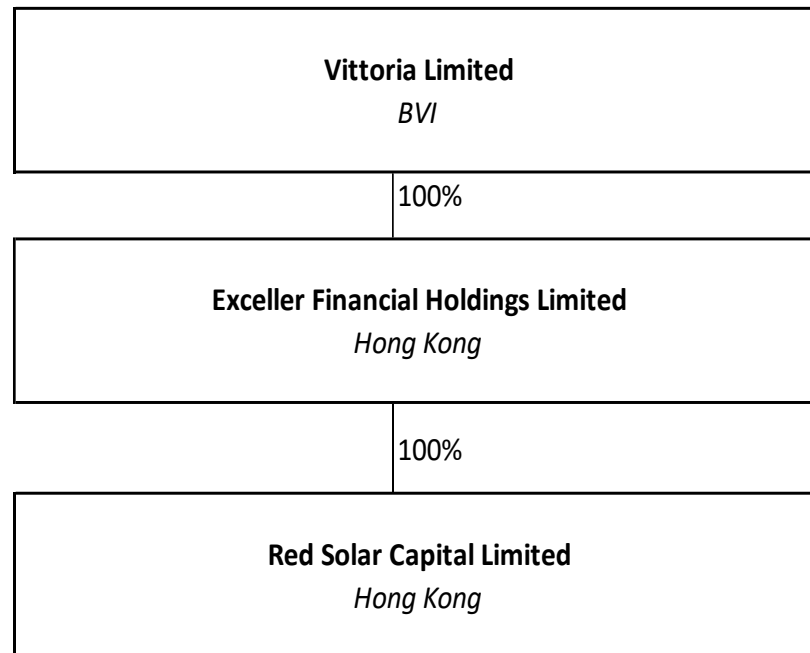
Financial and compliance advisory services

- Financial advisory
- Independent financial advisory
- Compliance advisory



Corporate Structure

VITTORIA LIMITED



Listing sponsorship and securities related services

(a) Listing sponsorship services: We are one of the 127 active licensed sponsors in Hong Kong as of May 1, 2023 who are licensed to provide listing sponsorship services in Hong Kong to companies pursuing listing on the Main Board and GEM, advising and guiding the companies and their directors throughout the listing process, and performing all duties of a sponsor as required under applicable rules and regulations, in return for the sponsor's fee.

(b) Securities related services: Pertinent to our listing sponsorship services, we also provide securities related services, including: (1) underwriting and placing services, principally as "sponsor-overall coordinator", for listing applicants who we provide listing sponsorship service, pursuant to the Sponsor Coupling requirement by the Hong Kong Stock Exchange, in return for underwriting or placing commissions and/or fees; and (2) other ancillary services, such as referral services to the underwriting, placing and other fund-raising exercises conducted by other underwriters, placing agents, financial institutions, in return for referral commissions and/or fees.

2019

First listing project completed

16

Listing projects engaged in since establishment

Over
US\$
300,000

Revenue from our first-time participation in a placing exercise

August
2022

The Sponsor Coupling requirement marks new milestone for our underwriting services

Business Overview (cont.)

VITTORIA LIMITED

Financial and compliance advisory services

(a) Financial advisers: We act as financial advisers (i) to listed companies in Hong Kong as well as their shareholders and investors advising them on the terms and structures of proposed transactions, and the relevant implications of the Hong Kong regulatory framework, which primarily included the Main Board Listing Rules, GEM Listing Rules, and Takeovers Codes, in relation to the transactions; and (ii) to clients pursuing listing on other stock exchanges.

(b) Independent financial advisers: We act as independent financial advisers to the independent board committee and independent shareholders of listed companies in Hong Kong for certain transactions rendering recommendations and opinions.

(c) Compliance advisers: We act as compliance advisers to listed companies in Hong Kong advising them on post-listing compliance matters.

Diversified client base

Origin



China



Malaysia



HKSAR

55+

Financial advisory, independent financial advisory and compliance advisory projects engaged in since establishment

Investment highlights

VITTORIA LIMITED



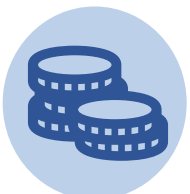
We offer comprehensive corporate finance advisory services, and our proven track record and experience in the highly-regulated Hong Kong financial market help us go beyond



We have established a strong client base and extensive business network



We have a proven and experienced management team consisting of industry veterans



We value service quality and control, hence adopt a prudent compliance and risk management system and conduct our business in a compliant way



Growth Strategies – Develop the asset management business

VITTORIA LIMITED

We plan to set up our asset management arm and apply to the HKSFCA for licenses to carry on **Type 4 (advising on securities)** and **Type 9 (asset management)** regulated activities, by recruiting professionals with relevant experiences and networks.

We are of the view that the asset management business could enable us to provide more comprehensive services to our institutional and professional investor clients.

- Plan to launch a fund with the objective to invest in a portfolio consisting primarily of equities, bonds and other securities of companies in prevailing global investment hot topics
- Plan to enhance our research capabilities to better serve our asset management team, high-net-worth individual clients and institutional investors by continuously recruiting qualified research analysts to support the investment decision-making and investment management processes of the asset management team



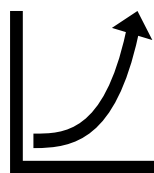
Target global investment hot topics



Build up research team

Growth Strategies – We are eager to expand into international capital markets

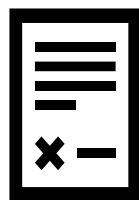
VITTORIA LIMITED



We observe the **rising demand** for financial advisory services from companies located in Mainland China, Hong Kong, and Southeast Asia, to conduct IPO in the **U.S. capital market** or other fund-raising activities in the international capital market



We plan to **replicate our expertise** in the Hong Kong capital market, acting as the financial advisers to clients who wish to gain access to the international capital market, offering advisory services



Since late 2022, we have been engaged as the financial adviser to clients pursuing IPO in U.S. stock exchange



Industry Overview

VITTORIA LIMITED

Hong Kong as a leading global stock market and international financial hub

The following table sets out the market capitalization and ranking of the world's top 10 stock exchanges as of September 30, 2022

Global ranking	Ranking in Asia	Stock Exchange	Market capitalization ⁽¹⁾ (US\$ billion)
1		U.S. (NYSE)	23,752.5
2		U.S. (Nasdaq)	16,591.1
3	1	China (Shanghai)	6,328.1
4		Europe (NYSE Euronext) ⁽²⁾	5,075.8
5	2	Japan (Japan Exchange Group) ⁽³⁾	4,756.5
6	3	China (Shenzhen)	4,352.9
7	4	China (Hong Kong) ⁽⁴⁾	3,927.0
8	5	India	3,309.7
9		Saudi Arabia (Tadawul)	2,893.7
10		UK (London Stock Exchange Group) ⁽⁵⁾	2,651.1

Source: The website of the HKSF — Published resources — Statistics — Table A — Market Capitalisation of the World's Top Stock Exchanges (as of September 30, 2022)

(1) Ranking is based on market capitalization. Market capitalization excludes investment funds.

(2) Comprises Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris

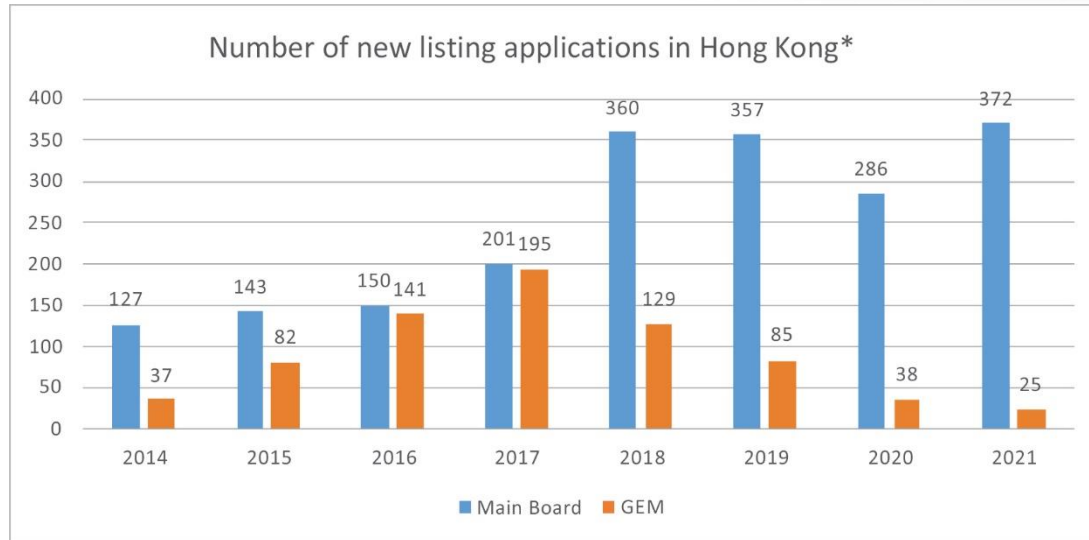
(3) Comprises Tokyo Stock Exchange and Osaka Securities Exchange

(4) Includes GEM

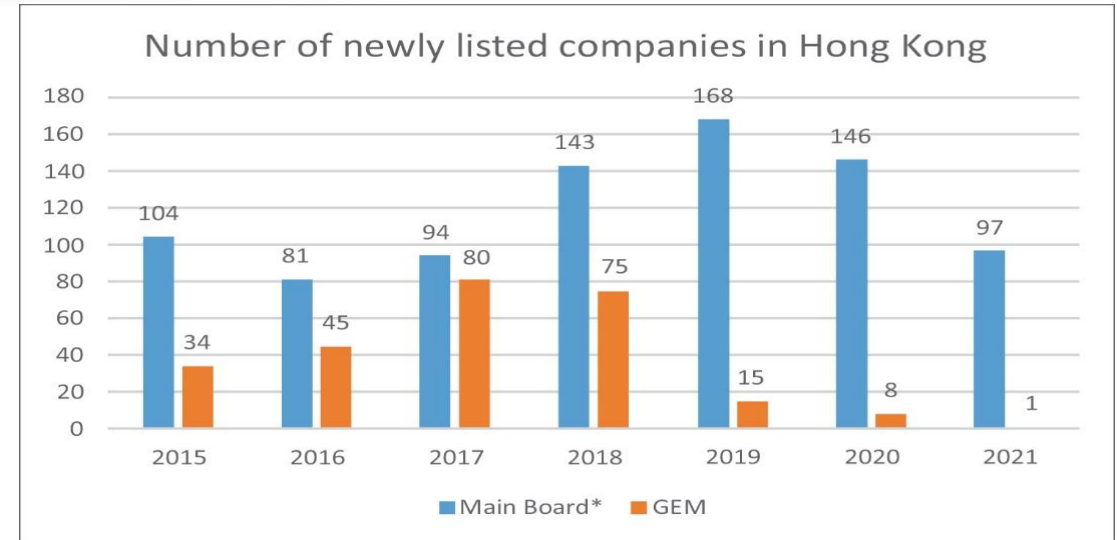
(5) Comprises London Stock Exchange and Borsa Italiana

Industry Overview (cont.)

Significant numbers of listed and newly listed companies and listing applications on the Stock Exchange



*Figures include eventually listed, active, lapsed, withdrawn and rejected applications
 Source: The Stock Exchange consolidated index for application proofs (Main Board and GEM) from the Hong Kong Stock Exchange

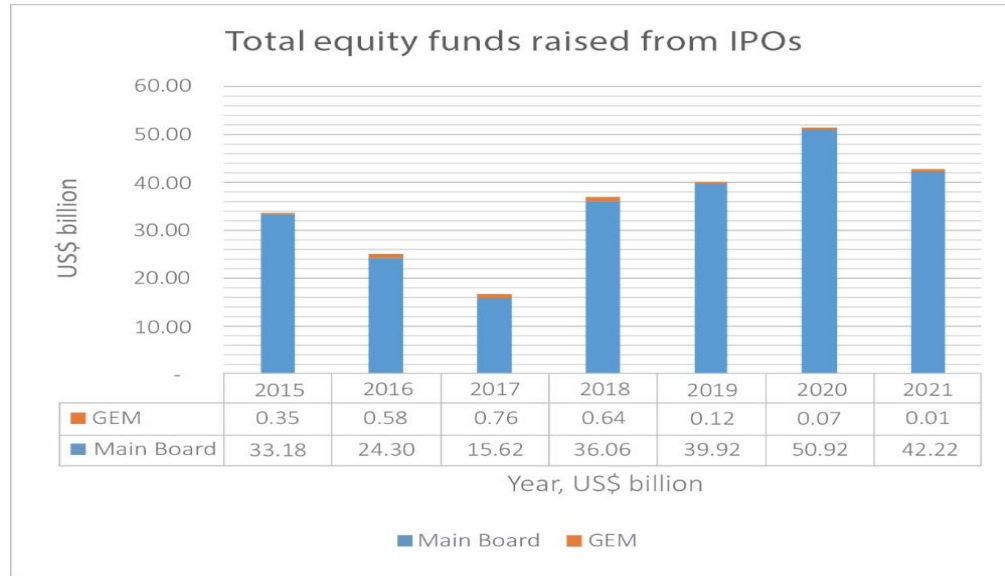


* Figures includes the number of companies for transfer of listing from GEM
 Source: The Stock Exchange Fact Book 2016 – 2021 from the Hong Kong Stock Exchange

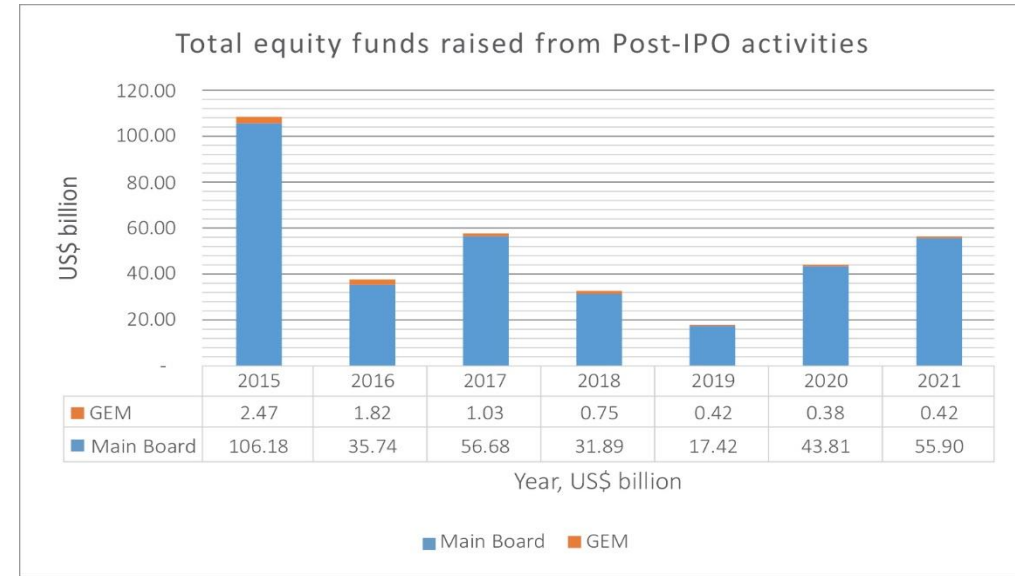
It is believed that the significant numbers of listed and newly listed companies and listing applications on the Stock Exchange would create considerable opportunities for our corporate finance advisory service business, including listing sponsorship and securities related service, financial advisory services and compliance advisory service.

Industry Overview (cont.)

Fund Raising and Takeovers Codes Related Activities in Hong Kong Stock Market



Source: The Stock Exchange Fact Book 2016 – 2021 from the Hong Kong Stock Exchange



Source: The Stock Exchange Fact Book 2016 – 2021 from the Hong Kong Stock Exchange

Fund raising activities, including both IPOs and those in the secondary market such as rights issue and placings, conducted by listed companies may require listed companies to engage a financial adviser or an independent financial adviser to provide financial advisory services. As our business included the provision of financial advisory services to secondary fund raising activities of listed companies in Hong Kong, an strong and active fund raising market in Hong Kong will widen the pool of our potential clients.

Experienced Management Team

VITTORIA LIMITED

On Tai, LAM Director, Chief Executive Officer, and the Chairman of the Board

Mr. Lam is the co-founder of our Group. He currently serves as the Director of our operating subsidiary, Red Solar, since January 2017. Mr. Lam is responsible for our Group's overall management, strategic planning, and business development.

Mr. Lam has more than 24 years of experience in capital market, investment banking, and financial services industry, with over 21 years of experience of advising on numerous corporate finance projects, including various IPO and corporate restructuring transactions.

Prior to establishing our Group, Mr. Lam has worked in several well-known investment banks, including ICBC International Capital Limited, CCB International Capital Limited and CCB International Asset Management Limited, where he was responsible for numerous IPOs, financial advisory services and private equity investment projects. Mr. Lam is currently an independent non-executive director of Oi Wah Pawnshop Credit Holdings Limited (stock code:1319.HK), a company listed on the Main Board of the Stock Exchange. Mr. Lam also served as a non-executive director of Ji Yi Household International Holdings Limited (stock code: 1495.HK), a company listed on the Main Board of the Stock Exchange from June 2015 to November 2018.

Mr. Lam received his diploma in general business management from the Lingnan College (now known as the Lingnan University) in Hong Kong in November 1994, and his master's degree in business administration from the University of Sheffield in the United Kingdom in December 1996. He also obtained his bachelor's degree in laws from the University of Wolverhampton in the United Kingdom in July 1998 through a distance learning course.

Chi Fung Leo, CHAN Director, Chief Financial Officer

Mr. Chan is the co-founder of our Group. He currently serves as the Director of our operating subsidiary, Red Solar, since January 2017. He is responsible for our Group's overall management, strategic planning, and business development.

Mr. Chan has over 20 years of experience in corporate finance advisory and accounting, with a prominent track record of leading various IPO and merger and acquisition projects serving various Hong Kong, China, and International investment banks and financial services firms.

Prior to founding our Group, Mr. Chan served as the managing director of LY Capital Limited, from May 2016 to October 2017. From May 2015 to April 2016, Mr. Chan served as the deputy managing director of VBG Capital Limited. From December 2011 to April 2015, he served in CITIC Securities International Company Limited, with the last position being the director of its corporate finance department. From August 2007 to December 2011, he worked at BNP Paribas (Asia Pacific) Limited as an associate in its corporate finance department. From June 2006 to July 2007, he worked as an associate at the corporate finance department of CCB International Capital Limited.

Since August 2017, Mr. Chan has been an independent non-executive director of Sistran Medical Ltd, a listed company on the Stock Exchange (stock code: 1696.HK). Since June 2018, Mr. Chan has also been an independent non-executive director of Ziyuanyuan Holdings Group Limited, a listed company on the Stock Exchange (stock code: 8223.HK). From October 2020 to June 2023, Mr. Chan has been an independent non-executive director of Jinke Smart Services Group Co., Ltd (stock code: 9666.HK). Since June 2023, Mr. Chan has also been an independent non-executive director of Luyuan Group Holding Cayman Ltd, a listed company on the Stock Exchange (stock code: 2451.HK).

Mr. Chan obtained his bachelor's degree in business administration from the Hong Kong University of Science and Technology in Hong Kong in November 2001. He has been a member of Hong Kong Institute of Certified Public Accountants since October 2005.

Independent non-executive directors

VITTORIA LIMITED

Yun Pun, WONG Independent Director

Mr. Wong currently serves the independent director and the chairman of audit committee of AGBA Group Holding Limited (NASDAQ: AGBA) since December 2021. Mr. Wong also currently acts as the Chief Financial Officer of Inception Growth Acquisition Limited, a publicly listed special purpose acquisition corporation (NASDAQ: IGTA) since April, 2021.

Mr. Wong has years of executive experience with multiple leadership positions and a track record in helping private companies enter the public market. He has been the principal of Ascent Partners Advisory Service Limited, a finance advisory firm, since March 2020. From November 2017 to December 2020, Mr. Wong held the position of Chief Financial Officer at Tottenham Acquisition I Limited, a publicly listed special purpose acquisition corporation, which merged with Clene Nanomedicine Inc. (NASDAQ: CLNN) in December 2020. From August 2015 to September 2017, he served as Chief Financial Officer at Raytron Technologies Limited, a leading Chinese national high-tech enterprise. His main responsibilities in these roles have included overseeing the financial functions of the firms, assisting in establishing corporate ventures for investment, and working on deal origination of new businesses in the corporate groups. Prior to these efforts, he was Chief Financial Officer and Executive Director of Tsing Capital from January 2012 to July 2015, where he managed four funds with a total investment amount of US\$600 million and focused on environmental and clean technology investments. Mr. Wong also served as senior director and chief financial officer of Spring Capital, a US\$250 million fund, from October 2008 until June 2011. Additionally, Mr. Wong was the chief financial officer of Natixis Private Equity Asia from November 2006 till October 2008 and an associate director of JAFCO Asia from March 2002 to October 2006.

Mr. Wong was a finance manager for Icon Medialab from July 2000 to December 2001, a senior finance manager of Nielsen from August 1998 to July 2000, Planning-Free Shopper from April 1992 to August 1998, and an auditor at PricewaterhouseCoopers from August 1989 until March 2000. Mr. Wong earned his Masters of Business degree in 2003 from Curtin University in Australia and a Professional Diploma in Company Secretaryship and Administration from the Hong Kong Polytechnic University in 1989. Mr. Wong is the fellowship member of HKICPA.

Independent non-executive directors

VITTORIA LIMITED

Jenny, CHEN Independent Director

Ms. Chen has more than 14 years' experience in the legal profession. She co-founded CFN Lawyers, a Hong Kong law firm in association with Broad & Bright in January 2013 and is currently a partner of the firm.

Prior to that, she worked as a corporate associate in Maples and Calder (Hong Kong) LLP from January 2012 to January 2013, an associate general counsel of American International Assurance Company, Limited from September 2009 to May 2011, and a corporate associate in DLA Piper Hong Kong from July 2006 to September 2009. She also worked at Woo Kwan Lee & Lo from July 2002 to June 2006 with her last position as an assistant solicitor.

Ms. Chen obtained her LL.B degree from the Law School of the University of Hong Kong in November 2001 and completed her Postgraduate Certificate in Laws (PCLL) at the same university in June 2002. Ms. Chen was admitted to practice as a solicitor in Hong Kong in September 2004 and a solicitor in England and Wales in September 2005, respectively.

Kwok On, NG Independent Director

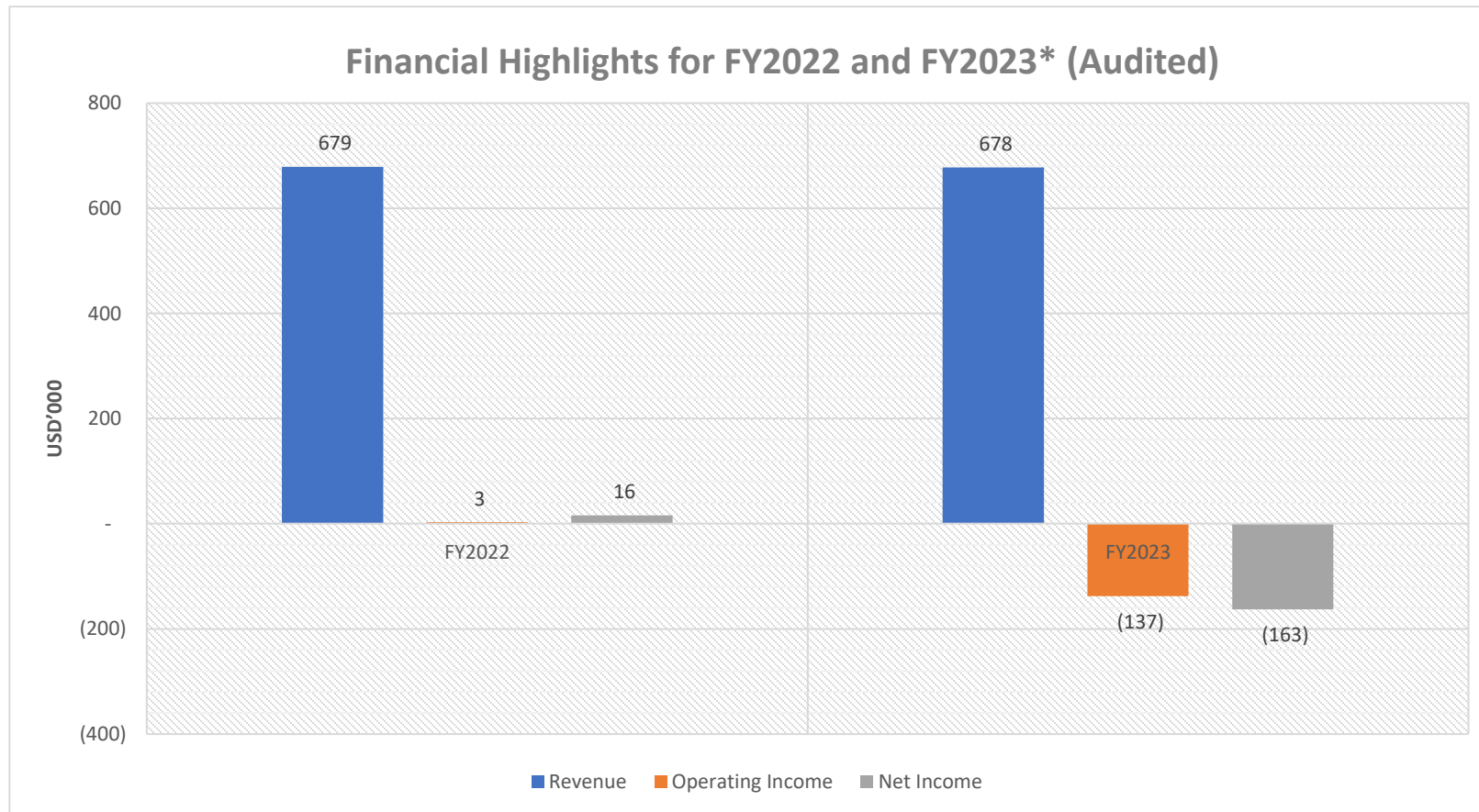
Mr. Ng currently serves the independent director of AGBA Group Holding Limited (NASDAQ: AGBA) since February 2019. Mr. Ng has over 30 years of broad experience engaging in the fields of Education, Media, Retailing Marketing and Finance. He is a pioneer of IT in education and he was the author of "Digital English Lab", one of the first series of digital books in Hong Kong.

Since September 2018, he has been the Chief Executive Officer of e-chat, an IPFS block chain social media focused company. From March 2017 to April 2018, Mr. Ng was the Chief Financial Officer of Duofu Holdings Group Co. Limited. In February 2016, Mr. Ng founded Shang Finance Limited and was the Chief Executive Officer until February 2017. From March 2015 to November 2015, Mr. Ng was the Chief Financial Officer of World Unionpay Group Shares Limited. In August 2003, Mr. Ng established Fuji (Hong Kong) Co. Ltd. and was the Chief Executive Officer until December 2014.

Mr. Ng obtained a Certificate of Education majoring in English from the University of Hong Kong in 2000.

Financial highlights

VITTORIA LIMITED



*For the years ended June 30, 2023 and 2022

Contact us

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