



VICTOR GROUP HOLDINGS LIMITED

05 June 2025

The Manager
ASX Market Announcements
Australian Securities Exchange

Acquisition of IRICH to acquire a 15% legal and beneficial interest in IRICH

On 16 May 2025, the Company entered into an agreement with iRich Finance Pty Ltd (ACN 658 398 915) ("iRich") and its shareholders to acquire a 15% legal and beneficial interest in iRich.

iRich Finance is a licensed fintech service provider incorporated in Australia. The company offers an integrated suite of financial technology products and services, including digital wallet and card issuing solutions, an online shopping mall with merchant marketing tools, and physical gold trading and settlement services.

Terms of the offer:

- (a) the Shares will be issued to iRich (or its nominee(s));
- (b) the maximum number of Shares to be issued is 97,834,000; which are subject to prior shareholder approval under Listing Rule 7.1.;
- (c) the Shares will be issued on the same terms and conditions as existing Shares in the capital of the Company;
- (d) the Shares will be issued no later than three months after the date of the next General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that the issue of all the Shares will occur on the same date;
- (e) the Shares will be issued for \$5,870,040 based on the issue price of AUD 0.06 agreed upon at the time of the iRich Acquisition, accordingly, no funds will be raised;
- (f) The purpose of the issue of the Shares is as consideration for the IRICH Acquisition to acquire a 15% legal and beneficial interest in iRich.

It has been expressly structured to preserve VIG's operational independence and does not involve board representation, joint operations, or day-to-day management participation in iRich. Completion of the transaction is subject to standard conditions precedent, including the completion of due diligence, General Meeting shareholder approval, and any necessary regulatory approvals under the ASX Listing Rules and the Corporations Act.

This investment is strategically aligned with VIG's existing platform-as-a-service (PaaS) and software-as-a-service (SaaS) offerings. iRich's financial technology infrastructure provides an opportunity for VIG to deliver its software solutions as a service provider, reinforcing rather than altering its existing commercial model.

This announcement has been approved by the Company's Board of Directors.

Should you require any further information, please do not hesitate to contact me.

Jun Wu
Company Secretary

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