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MOMENTUM FINANCIAL HOLDINGS LIMITED
正乾金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

CONVERSION OF CONVERTIBLE BOND

References are made to (i) the circular (the "**Circular**") dated 20 October 2025 of Momentum Financial Holdings Limited (the "**Company**"); (ii) the announcement of the Company dated 18 November 2025 in relation to, among other things, the completion of the debt restructuring involving issue of convertible bonds under specific mandate; (iii) the announcement of the Company dated 3 December 2025 in relation to, the issuance of Conversion Shares to Lumina Investment, Ms. Li and Ms. Tian; (iv) the announcement of the Company dated 8 December 2025 in relation to, the issuance of Conversion Shares to Rosy Benefit; (v) the announcement of the Company dated 9 January 2026 in relation to, the issuance of Conversion Shares to Rosy Benefit and Mr. Peng; (vi) the announcement of the Company dated 21 January 2026 in relation to, the issuance of Conversion Shares to Ms. Xiao; and (vii) the announcement of the Company dated 30 March 2026 in relation to, the issuance of Conversion Shares to Forever Brilliance. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

CONVERSION OF CONVERTIBLE BONDS

The Board announces that, on 9 April 2026, the Company received conversion notices from Mr. Zhou Duanyang ("**Mr. Zhou**") and Nova Pacific Investments Inc. ("**Nova Pacific**"), exercising their rights to convert the Convertible Bonds in the aggregate principal amount of HK$40,508,960 into 554,917,261 Conversion Shares at the Conversion Price of HK$0.073 per Conversion Share (the "**Conversion**").

The Convertible Bonds in the principal amount of HK$16,203,584 and HK$24,305,376 held by Mr. Zhou ("**Zhou's CB**") and Nova Pacific ("**NP's CB**") respectively were transferred from Mr. Zheng and Sunshine Flame. Nova Pacific is a company incorporated in the British Virgin Islands, which is ultimately beneficially owned by Mr. Shi Haoran ("**Mr. Shi**"). To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as at the date of the transfer of Zhou's CB and NP's CB, and the date of this announcement, Mr. Zhou, Nova Pacific and Mr. Shi are third parties independent to and not connected with the Company, its connected persons and the Creditors.

Pursuant to the exercise of the conversion rights attaching to the above Convertible Bonds, 554,917,261 Conversion Shares will be allotted and issued by the Company to the Subscriber under the Specific Mandate.

The Conversion Shares will rank pari passu with all the existing Shares in issue as at the date of allotment and among themselves in all respects. Immediately after the allotment and issue of the Conversion Shares, the number of issued shares of the Company will increase by 554,917,261 Shares to 3,322,151,822 Shares. The 554,917,261 Conversion Shares represent approximately (i) 20.05% of the existing issued share capital of the Company immediately prior to the Conversion; and (ii) approximately 16.70% of the issued share capital of the Company as enlarged by the allotment and issue of the 554,917,261 Conversion Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The allotment and issue of the 554,917,261 Conversion Shares has taken place on 14 April 2026.

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) assuming the conversion and issuance of the Conversion Shares to all of the Creditors in full are as follows:

	As at the date of this announcement		**Assuming the conversion and issuance of the Conversion Shares to all of the Creditors in full** *(Note 1)*	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
Forever Brilliance	602,308,123	18.13%	602,308,123	17.57%
Mr. Zheng	40,000	0.00%	40,000	0.00%
Mr. Chen	—	—	52,906,178	1.54%
Mr. Wang	—	—	53,725,836	1.57%
Creditors Concert Group	602,348,123	18.13%	1,263,897,398	20.68%
Triumph Hope Limited *(Note 2)*	501,330,000	15.09%	501,330,000	14.62%
Mr. Li Zilun *(Note 3)*	361,763,204	10.89%	361,763,204	10.55%
Public Shareholders				
Mr. Zhou	221,966,905	6.68%	221,966,905	6.47%
Nova Pacific	332,950,356	10.02%	332,950,356	9.71%
Other Shareholders	1,301,793,234	39.19%	1,301,793,234	37.97%
Total	3,322,151,822	100.00%	3,428,783,836	100.00%

Notes:

1. As the conversion right under the Convertible Bonds shall only be exercisable provided that any such conversion would not result in the public float of the Shares falling below the minimum public float requirements under the Listing Rules or as required by the Stock Exchange immediately after such conversion, the number of Conversion Shares to be allotted and issued in full are set out for illustrative purpose only.

2. Triumph Hope Limited is wholly-owned by Mr. Chan Chung Shu, an executive Director and chairman of the Board until 2 July 2019. As such, Mr. Chan Chung Shu is deemed to be interested in 501,330,000 Shares held by Triumph Hope Limited. On 24 April 2018, Triumph Hope Limited had pledged 501,330,000 Shares as security for a Secured Facility provided to Triumph Hope Limited. On 13 October 2025, Fighton Fund became the holder of the Secured Facility. Fighton Fund is wholly owned by Fighton Capital Limited, a corporation licensed to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

3. Mr. Li Zilun has been appointed as an executive Director and chief investment officer of the Company on 9 January 2026.

By Order of the Board
Momentum Financial Holdings Limited
Cao Wenbo
Executive Director

Hong Kong, 14 April 2026

As at the date of this announcement, the Board comprises two executive Directors, Mr. Cao Wenbo and Mr. Li Zilun and three independent non-executive Directors, namely, Mr. Sin Ka Man, Ms. Liang Lina and Mr. Chen Yifan.