Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

SHARE TRANSACTION IN RELATION TO THE SHARE SUBSCRIPTION OF 2% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

THE AGREEMENT

The Board is pleased to announce that on 27 April 2026 (after trading hours), the Company, the Target Company and the Other Parties entered into the Agreement, pursuant to which, the Company conditionally agreed to subscribe for, and the Target Company conditionally agreed to issue, the Target Shares at the consideration of USD3,000,000, which will be settled by the allotment and issue of 92,126,000 Consideration Shares by the Company to the Target Company and/or its designee(s). At the Completion, the Company shall hold 2% of the total issued shares of the Target Company.

The 92,126,000 Consideration Shares represent: (i) approximately 2.77% of the number of issued Shares as at the date of this announcement, and (ii) approximately 2.70% of the number of issued Shares as enlarged by the allotment and issue of the Consideration Shares (assuming there will be no change in the share capital of the Company prior to the Completion other than the issue of the Consideration Shares by the Company).

The Consideration Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 20% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the SGM. The maximum number of Shares that can be issued under the General Mandate is 196,400,000 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Consideration Shares. Accordingly, the allotment and issue of the Consideration Shares is not subject to Shareholders' approval. There will be 104,274,000 Shares remaining under the General Mandate upon the allotment and issue of all the Consideration Shares.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment and issue.

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (as defined in the Listing Rules) in respect of the Share Subscription are less than 5% and the consideration will be satisfied by the allotment and issue of the Consideration Shares, the transactions contemplated under the Agreement constitute a share transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements under the Listing Rules.

WARNING

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent of the Agreement, and the Completion may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.

INTRODUCTION

Reference is made to the announcement of the Company dated 11 March 2026 in relation to the proposed share acquisition of the Target Company. Upon further negotiation with the Target Company, the Board is pleased to announce that on 27 April 2026 (after trading hours), the Company, the Target Company and the Other Parties entered into the Agreement in respect of, among others, the Share Subscription.

THE AGREEMENT

The principal terms of the Agreement are set out as follows:

Date : 27 April 2026 (after trading hours)

Parties : (a) the Company;

(b) the Target Company; and

(c) the Other Parties.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Target Company, the Other Parties and their respective ultimate controlling shareholder(s) are Independent Third Parties.

Subject matter

Pursuant to the Agreement, among others, the Company conditionally agreed to subscribe for, and the Target Company conditionally agreed to issue, the Target Shares at the consideration of USD3,000,000, which will be settled by the allotment and issue of 92,126,000 Consideration Shares by the Company to the Target Company and/or its designee(s) under the General Mandate at the issue price of HK$0.254 per Consideration Share. At the Completion, the Company shall hold 2% of the total issued shares of the Target Company.

Effect on the shareholding structure of the Target Company

As at the date of this announcement, the Target Company has an authorised share capital of USD50,000 divided into 500,000,000 shares of a nominal or par value of USD0.0001 each, comprising of (a) 496,730,388 ordinary shares of a nominal or par value of USD0.0001 each, (b) 2,280,000 series Angel preferred shares of a nominal or par value of USD0.0001 each, and (c) 989,612 series A preferred shares of a nominal or par value of USD0.0001 each. The existing shareholding structure of the Target Company and the effect on the shareholding structure of the Target Company at the Completion (assuming there are no other changes in the issued share capital of the Target Company prior to the Completion) are set out as follows:

	As at the date of this announcement		**Immediately after Completion**	
	Number of Shares	*Approximate % of shareholding*	*Number of Shares*	*Approximate % of shareholding*
Ordinary Shares	9,000,000	73.35	9,000,000	71.89
Series Angel Preferred Shares	2,280,000	18.58	2,280,000	18.21
Series A Preferred Shares	989,612	8.07	989,612	7.90
Series A+ Preferred Shares	—	—	250,400	2.00
Total	**12,269,612**	**100.00**	**12,520,012**	**100.00**

Basis of determination of the Consideration

The Consideration was determined after arm's length negotiations between the Company and the Target Company with reference to the Series A valuation, the significant growth of the year-to-year annual total payment volume and total number of transactions of the Target Group and the market comparable of the Target Company at USD150 million.

Conditions precedent

Completion is conditional upon all the following conditions being satisfied:

a. Conditions to the Company's Obligations to the Completion:

   (i) Each of the representations and warranties of the Target Company and the Other Parties respectively contained in the Agreement shall have been true, correct and complete in all material aspects when made, and shall be true, correct and complete

in all material aspects on and as of the Completion, with the same effect as though such representations and warranties had been made on and as of the date of the Completion, except in either case for those representations and warranties that address matters only as of a particular date, which representations will have been true, correct and complete as of such particular date.

(ii) Each of the Target Company and the Other Parties shall have performed and complied with all obligations and conditions contained in the transaction documents (including the Agreement) that are required to be performed or complied with by them in all material aspects, on or before the Completion.

(iii) All consents, permits and waivers of any competent governmental authority or of any other person that are required to be obtained by the Target Company or any of the Other Parties in connection with the consummation of the transactions contemplated by the transaction documents (including the Agreement) shall have been duly obtained and effective as of the Completion.

(iv) All corporate and other proceedings required in carrying out the transactions contemplated by the Agreement and the other transaction documents, and all documents incident thereto, shall have been completed in form and substance reasonably satisfactory to the Company.

(v) There shall have been no event or events, which have or could be reasonably expected to have a material adverse effect since the date of the Agreement.

(vi) Each of the relevant parties (other than the Company) shall have executed and delivered all of the transaction documents (including the Agreement).

(vii) The Target Company and the Other Parties shall have executed and delivered to the Company at the Completion a certificate dated as of the Completion stating that the conditions specified in the Agreement have been fulfilled as of the Completion.

b. Conditions to the Target Company's Obligations to the Completion:

(i) The representations and warranties of the Company contained in the Agreement shall have been true, correct and complete when made and shall be true, correct and complete in all material aspects on and as of the Completion with the same effect as though such representations and warranties had been made on and as of the date of the Completion, except for those representations and warranties that address matters only as of a particular date, which representations will have been true, correct and complete as of such particular date.

(ii) The Company shall have executed and delivered to the Target Company the transaction documents (including the Agreement) to which it is a party.

(iii) The Company shall have performed and complied with all obligations and conditions contained in the transaction documents (including the Agreement) that are required to be performed or complied with by it in all material aspects, on or before the Completion.

(iv) All consents, approvals, permits, authorizations, filings, registrations, notifications and waivers of any competent governmental authority or any other person that are required to be obtained by the Company in connection with the consummation of the transactions contemplated by the transaction documents (including the Agreement) shall have been duly obtained, made or given, and shall be in full force and effect as of the Completion, including without limitation: (i) the listing approval (if applicable) from the Stock Exchange for the listing of and permission to deal in the Consideration Shares; (ii) any approvals, authorizations or filings required from or with Securities and Futures Commission of Hong Kong; (iii) where required under the Listing Rules or applicable Laws, the approval of the shareholders of the Company at a general meeting and/or the board of directors of the Company in respect of the allotment and issuance of the Consideration Shares; and (iv) any other consent, approval, filing, registration or notification required under applicable laws or the Listing Rules in connection with the transactions contemplated by the Agreement.

(v) The Company shall have provided to the Target Company such materials, opinions, assessments or other documents as may be reasonably required by the Target Company regarding the regulatory and legal compliance of the transactions contemplated by the Agreement from the Company's perspective (including without limitation: any compliance assessment or legal opinion in relation to the issuance of the Consideration Shares by the Company under applicable Hong Kong laws and the Listing Rules).

Completion

Upon and subject to the terms and conditions of the Agreement (including without limitation the satisfaction of the Conditions), the Completion shall take place within 10 Business Days after all conditions to the Completion under the Agreement have been satisfied or waived or on such other date as the Company and the Target Company shall agree.

At the Completion, the Company shall hold 2% of the total issued shares of the Target Company.

THE CONSIDERATION SHARES

The 92,126,000 Consideration Shares represent: (i) approximately 2.77% of the number of issued Shares as at the date of this announcement, and (ii) approximately 2.70% of the number of issued Shares as enlarged by the allotment and issue of the Consideration Shares (assuming there will be no change in the share capital of the Company prior to the Completion other than the issue of the Consideration Shares by the Company). The financial results of the Target Company will not be consolidated into the financial statements of the Company with effect from Completion.

The Consideration Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 20% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the SGM. The maximum number of Shares that can be issued under the General Mandate is 196,400,000 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and

issue of all the Consideration Shares. Accordingly, the allotment and issue of the Consideration Shares is not subject to Shareholders' approval. There will be 104,274,000 Shares remaining under the General Mandate upon the allotment and issue of all the Consideration Shares.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment and issue.

Issue price

The issue price of HK$0.254 per Consideration Share was determined after arm's length negotiation between the Company and the Target Company to be the lower of the following: the average closing price for the 20 consecutive trading days prior to the date of signing the MOU, or the average closing price for the 20 consecutive trading days prior to the date of signing the Agreement, representing:

a premium of approximately 4.10% over the closing price of HK$ 0.244 per Share as quoted on the Stock Exchange on the date of the Agreement;

a premium of approximately 2.42% over the average closing price of approximately HK$0.248 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Agreement; and

a premium of approximately 0.40% over the average closing price of approximately HK$0.253 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately prior to the date of the Agreement.

INFORMATION ON THE TARGET COMPANY AND THE OTHER PARTIES

The Target Company

The Target Company is an exempted company incorporated in the Cayman Island with limited liability. As at the date of this announcement, it has an issued share capital of USD50,000 divided into 500,000,000 shares of a nominal or par value of USD0.0001 each, comprising of (a) 496,730,388 ordinary shares of a nominal or par value of USD0.0001 each, (b) 2,280,000 series Angel preferred shares of a nominal or par value of USD0.0001 each, and (c) 989,612 series A preferred shares of a nominal or par value of USD0.0001 each.

The Target Group is a digital payment and financial technology infrastructure provider emerging from Southeast Asia and focusing on global emerging markets. Since its establishment in 2021, the Target Group has been committed to building a secure and efficient cross-border fund clearing and settlement network. The principal business of the Target Group covers cross-border and local payments, providing comprehensive financial solutions-including local acquiring and collection (Pay-in), fund disbursement (Pay-out),

cross-border foreign exchange (FX), and one-stop account management-to clients across industries such as logistics, digital entertainment, e-commerce, software/SaaS, and food and beverage retail.

Strategically positioning in high-growth emerging markets to build a highly scarce localized operational moat.

The principal business of the Target Group covers regions with immense potential for digital economy development, such as Southeast Asia (e.g., Indonesia, the Philippines, Thailand, and Malaysia), Latin America (e.g., Mexico, and Brazil), and the Middle East (e.g., the six GCC countries). Adopting the strategy of ''global perspective combined with localized operations'', the Target Group has established local service teams in core markets to empower local enterprises with payment technologies. Acting as a financial service bridge for Chinese enterprises expanding overseas, it is committed to providing cost-effective payment services with highly efficient fund circulation.

Forward-looking construction of a multi-country license matrix to forge high-barrier financial compliance moats.

The Target Group regards fund security and compliant operations as its core development principles. As at the date of this announcement, the Target Group has obtained the licenses or business qualifications required to carry out relevant payment and financial services in jurisdictions such as Hong Kong, Indonesia, the Philippines, Thailand, and Malaysia, and is actively advancing compliance access in other key regions. The comprehensive compliance system has effectively enhanced the Target Group's risk resistance capabilities and industry competitiveness.

Deeply integrating into the blue-chip enterprise ecosystem, demonstrating infrastructure-level underlying technology and broad monetization potential.

Leveraging its stable system architecture, strict data privacy protection mechanisms, and localized service networks, the Target Group has accumulated a solid enterprise client base across multiple industries. Its service network currently covers leading multinational logistics enterprises (such as J&T Express), global game publishers (such as IGG), trendy toy retailers in Southeast Asia (such as POP JOY), and smart commercial hardware and software enterprises (such as Sunmi & Sunmax). Meanwhile, the payment technology solutions of the Target Group have also been successfully applied to the projects of securities, taxation, and other public institutions in certain Southeast Asian countries. The diversified and high-quality client structure corroborates the underlying technical capability of the Target Group's system to handle high-concurrency transactions, and lays a solid foundation for its future business growth and commercial expansion.

The Target Group demonstrated significant growth during the pass two years, the year-to-year growth rate of the annual total payment volume was over 180%, and the year-to-year growth rate of the annual number of transactions was over 440%.

Set out below is certain financial information of the Target Company based on its unaudited financial statements for the years ended 31 December 2024 and 31 December 2025 respectively:

	For the year ended 31 December 2024 *(unaudited)* *Approximate USD'000*	**For the year ended 31 December 2025** *(unaudited)* *Approximate USD'000*
Net profit before tax	-762	-141
Net profit after tax	-762	-141

The net asset value of the Target Company as at 31 December 2025 was approximately USD6.84 million.

The Other Parties

PayCools Hong Kong Limited, PayCools Limited, Shenzhen Bicheng Technology Co., Ltd (深圳彼成科技有限公司), Shenzhen PayCools Technology Co., Ltd (深圳貝酷科技有限公司), Payment Innovation Inc. are all intra-group member enterprises of the Target Group. The Target Group principally conducts its actual business operations through its subsidiaries and intra-group member enterprises (including the Other Parties, collectively referred to as the "**Target Group Member Companies**"). Such Target Group Member Companies are principally engaged in the provision of digital payment services and/or underlying payment technology services.

INFORMATION ON THE COMPANY

The Company is an investment holding company, principally engaged in cross-border business and the provision of finance leasing and consultancy services.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Company plans to expand its e-commerce products and diversify its business models to enhance the low-cost circulation of funds and provide convenient payment solutions for cross-border e-commerce businesses. The Target Company can offer cross-border e-commerce enterprises a one-stop cross-border payment solution, supporting multiple currencies and payment methods. Therefore, both Parties intend to jointly develop an e-wallet product, share transaction-related resources, and simultaneously conduct a share swap to solidify the foundation of mutual trust and collaboration, thereby building a long-term and stable strategic partnership. By leveraging the Target Group's massive annual payment volume and high transaction frequency, the Company and the Target Group can channel a substantial influx of users and payment activity into the jointly developed e-wallet product, significantly accelerating its user acquisition, engagement, and overall transaction growth. Based on the share swap, both parties agreed to actively explored technological synergy. The Group will leverage its e-commerce resources to provide the Target Group with high-quality domestic and international token access, supporting its intelligent upgrades in areas such as intelligent risk control, cross-border operational automation, and global customer service experience. The aim is to jointly create an industry benchmark case for AI-enabled payments.

In view of the above, the Directors are of the view that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon the allotment and issue of the Consideration Shares (assuming that there are no other changes in the issued share capital of the Company prior to thereto) are set out as follows:

	As at the date of this announcement		**Immediately upon the allotment and issue of the Consideration Shares**	
	Number of Shares	*Approximate % of shareholding*	*Number of Shares*	*Approximate % of shareholding*
Triumph Hope Limited *(Note 1)*	501,330,000	15.09%	501,330,000	14.68%
Mr. Li Zilun *(Note 2)*	361,763,204	10.89%	361,763,204	10.60%
Forever Brillance International Group Co., Limited	602,308,123	18.13%	602,308,123	17.64%
Nova Pacific Investments Inc.	332,950,356	10.02%	332,950,356	9.75%
Target Company	—	—	92,126,000	2.70%
Other Shareholders	1,523,800,139	45.87%	1,523,800,139	44.63%
Total	3,322,151,822	100.00%	3,414,277,822	100.00%

Notes:

1. 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.

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

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition together with the Subscription are less than 5% and the consideration will be satisfied by the allotment and issue of the Consideration Shares, the transactions contemplated under the Agreement constitute a share transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements under the Listing Rules.

WARNING

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent of the Agreement, and the Completion may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

"Agreement"	the Series A+ Preferred Share Purchase Agreement dated 27 April 2026 entered into between the Company, the Target Company and the Other Parties in relation to the Share Subscription
"Board"	the board of Directors
"Business Day"	a day (excluding Saturdays and public holidays) on which licensed banks in Hong Kong are open for normal banking business
"Company"	Momentum Financial Holdings Limited, a company incorporated in Bermuda with limited liability, and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1152)
"Completion"	the completion of the Share Subscription and the issuance of the Consideration Shares, which shall take place concurrently
"Completion Date"	the date on which the Completion takes place
"Condition(s)"	the condition(s) precedent to the Completion under the Agreement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration Share(s)"	the new Share(s) to be allotted and issued by the Company to the Target Company as consideration for the Share Subscription pursuant to the Agreement
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by an ordinary resolution of the Shareholders passed at the SGM to allot, issue and deal with up to 196,400,000 Shares, being 20% of the total number of issued Shares of the Company as at the date of the SGM

"HK$"	Hong Kong dollars, the lawful currency for the time being of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	party(ies) who is (are) independent from the Company and its connected persons (as defined in the Listing Rules)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
"MOU"	the non-legally binding memorandum of understanding dated 11 March 2026 entered into between the Company and the Target Company settling out the preliminary understanding in relation to the Share Subscription
"Other Parties"	include: a) PayCools Hong Kong Limited, a company incorporated under the Laws of Hong Kong; b) PayCools Limited, a company duly incorporated under the Laws of Hong Kong; c) Shenzhen Bicheng Technology Co., Ltd (深圳彼成科技有限公司), a company incorporated under the Laws of the PRC; d)Shenzhen PayCools Technology Co., Ltd (深圳貝酷科技有限公司), a company incorporated under the Laws of the PRC; and e) PAYMENT INNOVATION INC., a company duly organized and existing under the Laws of Philippines.
"PRC"	People's Republic of China
"Share Subscription"	the subscription of the Target Shares by the Company from the Target Company pursuant to the Agreement
"Series A+ Preferred Shares"	the Series A+ Preferred Shares of the Target Company, the par value of which is USD0.0001 per share
"Shareholder(s)"	registered holder(s) of the Share(s)
"SGM"	the special general meeting of the Company held on 10 November 2025
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	PayCools Cayman Limited, an Exempted Company incorporated in the Cayman Island with limited liability

"Target Group"	The Target Company together with its subsidiaries
"Target Share(s)"	the 250,400 new Series A+ Preferred Shares to be issued by the Target Company
"USD"	United State dollar(s), the lawful currency for the time being of the United State of America
"%"	per cent

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

Hong Kong, 27 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.