

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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



On 22 May 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 104,274,000 Placing Shares at the Placing Price of HK\$0.20 per Placing Share. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the SGM held on 10 November 2025.

The maximum number of 104,274,000 Placing Shares represent (i) approximately 3.14% of the existing issued share capital of the Company; and (ii) approximately 3.04% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

Assuming all the Placing Shares are placed in full, the gross proceeds of the Placing will be approximately HK\$ 20.9 million and the net proceeds will be approximately HK\$20.5 million. On such basis, the net price to the Company of each Placing Share is approximately HK\$0.1967. The Company intends to use such net proceeds for: (i) cross-border e-commerce businesses; (ii) R&D and operational expenses for the AI and Web3 infrastructure driven e-wallet payment solutions; and (iii) general working capital.

Completion of the Placing is subject to the fulfillment of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 22 May 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 104,274,000 Placing Shares at the Placing Price of HK\$0.20 per Placing Share.

PLACING AGREEMENT

The principal terms of the Placing Agreement are as follows:

- Date:** 22 May 2026
- Parties:** (1) the Company; and
- (2) Guoyuan Securities Brokerage (Hong Kong) Limited, the Placing Agent.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Number of Placing Shares

The Placing Agent has agreed to place, in aggregate, up to 104,274,000 Placing Shares at HK\$0.20 per Placing Share on a best effort basis. The maximum number of the Placing Shares represents approximately (i) 3.14% of the existing issued share capital of the Company; and (ii) 3.04% of the issued share capital of the Company as enlarged by the issue of the Placing Shares. The maximum nominal value of the Placing Shares under the Placing will be HK\$521,370.

Placing Price

The Placing Price is HK\$0.20 per Placing Share, representing:

- (i) a discount of approximately 20% to the closing price of HK\$0.250 per Share as quoted on the Stock Exchange on 22 May 2026, being the date of the Placing Agreement; and
- (ii) a discount of approximately 18.63% to the average closing price of HK\$0.246 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Placing Agreement.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the recent market price of the Shares. The Directors consider that the Placing Price is fair and reasonable based on the current market conditions, on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Placee(s)

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees, who are independent professional, institutional and/or other investors who and whose ultimate beneficial owner(s) shall be Independent Third Parties during the Placing Period. It is expected that none of the Placees nor their associates will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Placing commission

The Placing Agent will be entitled to receive a placing commission of 1.0% of the aggregate Placing Price for the Placing Shares actually and successfully placed by the Placing Agent. The Directors consider that the placing commission is fair and reasonable based on the current market conditions, is a normal commercial term and is in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Conditions of the Placing

The Placing is conditional upon:

- (i) the granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Placing Shares) by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Placing Shares; and
- (ii) the Placing Agreement not having been terminated in accordance with the terms thereof.

In the event that the conditions of the Placing is not fulfilled on or prior to 12:00 noon on 18 June 2026 (or such later date as may be agreed by the Placing Agent and the Company), this Agreement shall terminate and all rights, obligations and liabilities of the parties to the Placing Agreement in relation to the Placing shall cease and determine and none of the parties shall have any claim against any other party for damages, compensation or otherwise in respect of the Placing save for any antecedent breaches. However, the Company shall remain liable for the payment of any costs, charges and expenses referred to in this Agreement.

Termination of the Placing Agreement

The Placing Agent shall have the right to terminate the Placing Agreement by notice in writing given to the Company at any time prior to 12:00 noon on the Completion Date if any of the following occurs:

- (a) there shall have come to the notice of the Placing Agent any material breach of, or any event rendering untrue or incorrect in any material respect, any of the Company's undertakings, warranties and representations set out in the Placing Agreement; or any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this announcement, constitute a material omission

therefrom; or any failure by the Company to perform its undertakings in the Placing Agreement; any of the undertakings, warranties and representations set out in the Placing Agreement would not be true in any material respect if given at that time; or any material breach of any of the obligations imposed upon the Company under the Placing Agreement; or any material adverse change in the business or in the financial or trading position of any member of the Group taken as a whole which is material in the context of the Placing.

(b) there develops, occurs or comes into effect:

- (i) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof), including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions in the PRC (including Hong Kong) and which in the reasonable opinion of the Placing Agent would materially prejudice the success of the Placing or trading of the Shares in the market;
- (ii) any new law, rule or regulation or any change in existing laws (including common law), rules or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which, in the reasonable opinion of the Placing Agent is or may be materially adverse to the business or financial position or prospects of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;
- (iii) any event or circumstance (whether or not forming part of a series of events or circumstances occurring or continuing before, on and/or after the date of the Placing Agreement) or material change or deterioration in local, national, international, political, military, financial, economic, market or trading conditions or any other conditions (whether or not ejusdem generis with any of the foregoing) in any part of the world in which the Company or any other member of the Group carries on business which, in the reasonable opinion of the Placing Agent is or may be materially adverse to the business or financial position or prospects of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing; or
- (iv) a change or development involving a prospective change of taxation or exchange control (or the implementation of exchange control) in Hong Kong or the PRC or elsewhere which will materially and adversely affect the business or the financial or trading position of the Group as a whole or which would, in the reasonable opinion of the Placing Agent, materially prejudice the success of the Placing; or
- (v) the instigation of any litigation or claim of material importance by any third party against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group and which in the reasonable opinion of the Placing Agent would materially prejudice the success of the Placing.

Completion of the Placing

Completion of the Placing shall take place at 12:00 noon on the Completion Date subject to the fulfillment of all the conditions of the Placing or such other time as the Parties may agree.

MANDATE TO ISSUE NEW SHARES

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the special general meeting of the Company held on 10 November 2025. Under the General Mandate, the Directors are allowed to allot and issue up to 196,400,000 Shares. As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate.

The allotment and issue of the Placing Shares is not subject to any Shareholders' approval.

APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

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

The Directors are of the view that the Placing would provide additional working capital to the Group in carrying on its businesses and will also broaden the capital and shareholder base of the Company.

Assuming all the Placing Shares are placed by the Placing Agents, the gross proceeds and net proceeds from the Placing to be received by the Company will be approximately HK\$20.9 million and approximately HK\$20.5 million respectively. On such basis, the net price to the Company of each Placing Share is approximately HK\$0.1967. The Group intends to utilise the net proceeds from the Placing as follows:

- (i) approximately 73% or HK\$15 million will be used for cross-border e-commerce businesses;
- (ii) approximately 15% or HK\$3 million will be used for R&D and operational expenses for the AI and Web3 infrastructure driven e-wallet payment solutions; and
- (iii) approximately 12% or HK\$2.5 million will be used for general working capital, including payroll, rental and other operating expenses of the Group.

The Directors consider that the terms of the Placing Agreement is fair and reasonable based on the current market conditions and in the interests of the Company and its shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE 12 MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

The following table illustrates (i) the shareholding structure of the Company as at the date of this announcement; and (ii) the shareholding structure of the Company immediately after completion of the Placing (assuming the maximum number of Placing Shares are placed and there is no change in the share capital of the Company from the date of this announcement up to the Completion Date):

Shareholders	As at the date of this announcement		Immediately upon the completion of the Placing	
	Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
Triumph Hope Limited (<i>Note 1</i>)	501,330,000	15.09%	501,330,000	14.63%
Mr. Li Zilun (<i>Note 2</i>)	361,763,204	10.89%	361,763,204	10.56%
Forever Brilliance International Group Co., Limited	602,308,123	18.13%	602,308,123	17.58%
Nova Pacific Investments Inc.	332,950,356	10.02%	332,950,356	9.72%
The Placee(s)	—	—	104,274,000	3.04%
Other Shareholders	<u>1,523,800,139</u>	<u>45.87%</u>	<u>1,523,800,139</u>	<u>44.47%</u>
Total	<u><u>3,322,151,822</u></u>	<u><u>100.00%</u></u>	<u><u>3,426,425,822</u></u>	<u><u>100.00%</u></u>

Notes:

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

GENERAL

Completion of the Placing is subject to the fulfillment of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context requires otherwise, the following words and phrases used in this announcement have the following meanings:

“associate(s)”	has the meaning as ascribed to it in the Listing Rules
“Board”	the board of Directors
“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 Date”	12:00 noon on the 10th Business Day following the fulfillment of all the conditions to the Placing, or such other time or date as the Placing Agent may agree
“connected person(s)”	has the meaning as ascribed to it in the Listing Rules
“Director(s)”	the 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
“Group”	the Company and its subsidiaries
“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 Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any independent professional, institutional and/or other investors procured by or on behalf of the Placing Agent pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares by the Placing Agent pursuant to the terms and subject to the conditions set out in the Placing Agreement

“Placing Agent”	Guoyuan Securities Brokerage (Hong Kong) Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 22 May 2026 entered into between the Company and the Placing Agent in respect of the Placing
“Placing Period”	the period commencing from the signing of the Placing Agreement up to 29 May 2026, unless terminated earlier pursuant to the Placing Agreement
“Placing Price”	HK\$0.20 per Placing Share
“PRC”	The People’s Republic of China
“Placing Shares”	no more than 104,274,000 new Shares and each, a “Placing Share”
“SGM”	the special general meeting of the Company held on 10 November 2025
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 26 May 2026

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