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 is not an invitation or offer to sell or acquire or the solicitation of an offer to acquire, purchase or subscribe for any 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)

SUPPLEMENTAL PLACING AGREEMENT IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

國元國際 GUOYUAN INTERNATIONAL

Reference is made to the announcement of the Company dated 26 May 2026 (the "**Announcement**") in relation to the Placing. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

On 26 May 2026, the Company and the Placing Agent entered into a supplemental agreement (the "**Supplemental Agreement**") to the Placing Agreement, pursuant to which the Placing Price is amended from HK$0.20 to HK$0.205 (the "**New Placing Price**").

The New Placing Price of HK$0.205 represents:

(i) a discount of approximately 18% to the closing price of HK$0.250 per Share as quoted on the Stock Exchange on the date of the Placing Agreement, being the Last Trading Day; and

(ii) a discount of approximately 16.67% to the average closing price of approximately HK$0.246 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the Last Trading Day.

The New Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the New Placing Price, and the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement thereto), are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

Assuming all the Placing Shares are placed by the Placing Agents, the gross proceeds and net proceeds from the Placing based on the New Placing Price to be received by the Company will be approximately HK$21.4 million and approximately HK$21.0 million. On such basis, the net New Placing Price is therefore approximately HK$0.2016 per Placing Share.

As previously set out in the Announcement, the Group intends to utilise the net proceeds from the Placing as follows:

(i) approximately 71.4% or HK$15.0 million will be used for cross-border e-commerce businesses;

(ii) approximately 14.3% or HK$3.0 million will be used for R&D and operational expenses for the AI and Web3 infrastructure driven e-wallet payment solutions; and

(iii) approximately 14.3% or HK$3.0 million will be used for general working capital, including payroll, rental and other operating expenses of the Group.

The Placing Shares will be allotted and issued under the General Mandate, and therefore no Shareholders' approval is required for the issue of the Placing Shares.

Save and except for the aforesaid amendment of the Placing Price, all the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement) remain unchanged and shall continue in full force and effect.

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.

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.