THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Momentum Financial Holdings Limited** (the "**Company**"), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSAL FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR, AND NOTICE OF ANNUAL GENERAL MEETING

Unless the context requires otherwise, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the annual general meeting (the "**AGM**") to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 30 June 2026 at 02:00 p.m. is set out on pages 17 to 21 of this circular. A proxy form for use at the AGM is enclosed. The proxy form can also be downloaded from the HKEXnews Website at www.hkexnews.hk and the website of the Company at www.1152.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

8 June 2026

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held and convened at Units 5906–5912, 59th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 30 June 2026 at 02:00 p.m., notice of which is set out on pages 17 to 21 of this circular or, where the context so requires any adjournment thereof
"Articles"	the Articles of Association of the Company as amended and/or restated from time to time
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company as currently in force
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"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)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the directors of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the passing of the relevant resolution

"Latest Practicable Date"	3 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Notice of AGM"	the notice to convene the AGM set out on pages 17 to 21 of this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of shares of the Company in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of HK$0.005 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules as amended and supplemented from time to time
"Triumph Hope"	Triumph Hope Limited, a company incorporated in the British Virgin Islands with limited liability and wholly and beneficially owned by Mr. Chan Chung Shu, a Controlling Shareholder of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

Executive directors:
Mr. Cao Wenbo
Mr. Li Zilun

Independent non-executive directors:
Mr. Sin Ka Man
Ms. Liang Lina
Mr. Chen Yifan
Mr. Ye Fei

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Room 510, 5/F
Wayson Commercial Building
28 Connaught Road West
Sheung Wan
Hong Kong

8 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors and; (iii) the re-appointment of auditor.

The purpose of this circular is to provide you with the Notice of AGM and information reasonable and necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

PROPOSAL FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Issue Mandate

An ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the number of Shares in issue was 3,428,783,836 Shares. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares will be issued and/or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 685,756,767 new Shares, representing 20% of the aggregate number of Shares in issue as at the date of the passing of the relevant resolution.

An ordinary resolution will also be proposed to authorise the extension of the Issue Mandate by an addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate (if granted).

Repurchase Mandate

An ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the number of Shares in issue was 3,428,783,836 Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued and/or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 342,878,384 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the passing of the relevant resolution.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Repurchase Mandate and the Issue Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Repurchase Mandate and the Issue Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with bye-law 83 of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill in a casual vacancy on the Board and any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of Shareholders after his appointment and be subject to re- election at such meeting.

In accordance with bye-law 84 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

Pursuant to the Bye-laws, the Board has determined that Mr. Cao Wenbo and Mr. Li Zilun as the executive Directors and Mr. Chen Yifan as the independent non-executive Director will retire from their office by rotation, and being eligible, they offer themselves for re-election at the AGM.

As disclosed in the announcement dated 14 May 2026, Mr. Ye Fei was appointed as an independent non-executive Director with effect from 14 May 2026. Therefore, save as disclosed in the annual report 2025 of the Company, Mr. Ye Fei shall hold office until the first general meeting after his appointment and be eligible for re-election at such meeting.

The retiring executive Directors, Mr. Cao Wenbo and Mr. Li Zilun, have extensive experience in the Company's operations and management, business development and strategic planning. Since their appointment, they have actively promoted the implementation and optimization of the Company's various businesses and have made significant contributions to the Company's development. The nomination committee of the Company had considered and

nominated Mr. Cao Wenbo and Mr. Li Zilun to the Board for it to propose to the Shareholders for re-election at the AGM. The Board is of the view that their management capabilities, industry experience and in-depth understanding of the Company will continue to contribute effectively to the Board and the Company's development.

Mr. Chen Yifan and Mr. Ye Fei, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for the re-election at the AGM.

Mr. Chen Yifan has extensive experience in the fields of economic and investment industries. Mr. Ye Fei has extensive experience in the fields of business administration and law. The Board is of the view that their skills and experiences will contribute effectively to the Board.

Biographical details and other information of the four Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as the auditor of the Company at the AGM. An ordinary resolution will be proposed at the AGM to approve the re-appointment of McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company for the year ending 31 December 2026, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

The estimated audit fee for audit services for the year ending 31 December 2026 shall be approximately HKD 800,000.00, which was determined between the Company and McMillan Woods (Hong Kong) CPA Limited having regard to, among other matters, the business development of the Company, the expected audit scope, audit timetable, and auditors' resources. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year.

As McMillan Woods (Hong Kong) CPA Limited is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by McMillan Woods (Hong Kong) CPA Limited, which is in the best interests of the Company and the Shareholders as a whole. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the aforesaid amount. In the event of any material change, the Company will make further disclosure as appropriate.

THE AGM

A notice convening the AGM to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 30 June 2026 at 02:00 p.m. is set out on pages 17 to 21 of this circular.

To the best information of the Directors after making reasonable enquires, no Shareholder is required to abstain from voting for any resolution proposed to be adopted at the AGM.

A proxy form for use at the AGM is enclosed. The proxy form can also be downloaded from the HKEXnews Website at www.hkexnews.hk and the website of the Company at www.1152.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be), should you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and bye-law 66 of the Bye-laws, any vote of the Shareholders at a general meeting must be taken by way of a poll and therefore, the proposed resolutions are to be decided by way of a poll. An announcement will be made by the Company after the conclusion of the AGM on the poll results of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors are of the opinion that the proposed grant of the Issue Mandate, the Repurchase Mandate and the extension of Issue Mandate, the proposed re-election of Directors, and proposed re-appointment of auditor are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the Notice of AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular and the Notice of AGM. In the event of inconsistency, the English texts of this circular shall prevail over the Chinese texts.

On behalf of the Board
Momentum Financial Holdings Limited
Mr. Cao Wenbo
Executive Director

This appendix includes an explanatory statement to be presented to the Shareholders under the Listing Rules concerning the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 3,428,783,836 Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued and/or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 342,878,384 Shares, representing 10% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of passing the resolution to approve the Repurchase Mandate.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company, the Group and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earning per Share. The Directors are seeking the grant of a general mandate to repurchase the Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion, and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchase will only be made when the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the applicable laws in Hong Kong and Bermuda. Such funds may include capital paid upon the repurchased Shares, fund otherwise available for dividend or distribution, and the proceeds of issue of new Shares made for the purpose of the repurchase. In the event that the Repurchase Mandate was to be exercised out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2025. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

4. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders. No other core connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

5. CONFIRMATIONS

The Directors confirm that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

The Directors confirm that neither the explanatory statement set out in this Appendix nor the proposed share repurchase has unusual features.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months preceding the Latest Practicable Date.

7. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
June	—	—
July	—	—
August	0.530	0.170
September	0.510	0.300
October	0.400	0.230
November	0.405	0.235
December	0.360	0.225
2026		
January	0.350	0.280
February	0.320	0.240
March	0.375	0.246
April	0.290	0.228
May	0.350	0.211
June	0.465	0.305

Note: Trading in the Shares was suspended in June and July 2025.

8. TAKEOVERS CODE

If as a result of the Directors exercising the powers to repurchase Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholder was:

Name of Shareholder	Number of the Shares held	Approximate % shareholding As at the Latest Practicable Date	Approximate % shareholding If Repurchase Mandate is exercised in full
Forever Brilliance International Group Co., Limited *(Note 1)*	602,308,123	17.57%	19.52%
Ms. Smith Lexi Lucia *(Note 1)*	602,308,123	17.57%	19.52%
Triumph Hope Limited *(Note 2)*	501,330,000	14.62%	16.25%
Mr. Chan Chung Shu *(Note 2)*	501,330,000	14.62%	16.25%
Mr. Li Zilun	361,763,204	10.55%	11.72%

Notes:

1. Forever Brilliance International Group Co., Limited is wholly-owned by Smith Lexi Lucia.

2. Triumph Hope is wholly-owned by Chan Chung Shu.

On the basis of 3,428,783,836 Shares in issue, if the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM and assuming no further Shares are issued by the Company, the interest of the abovementioned Controlling Shareholder in the issued share capital of the Company would be increased as shown in the above table. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. Cao Wenbo ("Mr. Cao"), aged 37, has been appointed as an executive Director, the Authorised Representative and the president of e-commerce business of the Company with effect from 1 December 2025, and was appointed as the chief executive officer of the Company on 9 January 2026. Mr. Cao was previously appointed as an executive vice president of the Company on 20 August 2025.

Mr. Cao graduated from Monash University with Master of Business in July 2012 and graduated from the University of Northampton with Master of Business Administration in November 2024.

Mr. Cao also currently serves as a director and legal representative of several subsidiaries of the Company. Immediately upon his appointment as an executive Director, the Authorised Representative and the president of e-commerce business of the Company, Mr. Cao will cease to be the executive vice president of the Company. Mr. Cao previously served as a partner at Nanjing Yangtze River Chenxing Equity Investment Partnership (Limited Partnership) (南京楊子江辰星股權投資合夥企業(有限合夥)) from October 2022 to September 2024 and a directorate manager at Suzhou Jingdong Huamao Commercial Development Co., Ltd. (蘇州京東華茂商業發展有限公司) from September 2018 to June 2022.

Mr. Cao has entered into a service agreement with the Company pursuant to which his initial term of service commences from 1 December 2025 for a term of three years, unless terminated by either party giving to the other not less than 1 month's notice in writing and in accordance with the terms of the service agreement and subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the Bye-laws, or earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Mr. Cao will be entitled to a director's fee of HK$50,000 per month, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao (i) does not hold other positions with the Company or the Group; (ii) did not have experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules) of the Company; and (iv) does not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Mr. Cao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Li Zilun ("Mr. Li"), aged 38, has been appointed as an executive Director and chief investment officer of the Company with effect from 9 January 2026.

Mr. Li graduated from Xi'an Jiaotong University with a Bachelor's degree in Microelectronics in July 2010, obtained dual Master's degrees in Economics and Engineering from Xi'an Jiaotong University and CentraleSupélec (France) in June 2012 and October 2012 respectively, and earned a Doctorate in Finance from the Chinese Academy of Fiscal Sciences in June 2015. He possesses extensive experience in corporate finance and investment management.

Mr. Li is currently serving as the chairman at Shanghai Mintuo Fubon Private Fund Management Co., Ltd. (上海民拓富邦私募基金管理有限公司) since March 2024. Prior to that, he was a senior manager in the Corporate Finance Department and deputy regional general manager in the Debt Financing Department at Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司) from June 2016 to March 2024. Earlier, Mr. Li worked as chairman's assistant and deputy general manager of financial services at Greenland Hong Kong Holdings Ltd (綠地香港控股有限公司) from July 2015 to June 2016.

Mr. Li has entered into a service agreement with the Company pursuant to which his initial term of service commences from 9 January 2026 for a term of three years, unless terminated by either party giving to the other not less than 1 month's notice in writing and in accordance with the terms of the service agreement and subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the Bye-laws, or earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Mr. Li will be entitled to a director's fee of HK$50,000 per month, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

As at the Latest Practicable Date, Mr. Li holds 361,763,204 shares of the Company. Saved as disclosed herein, Mr. Li does not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not hold other positions with the Company or the Group; (ii) did not have experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules) of the Company.

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Chen Yifan ("Mr. Chen"), aged 68, has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company with effect from 3 September 2024.

Mr. Chen is currently an independent non-executive director of Millennium Pacific Group Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8147). Mr. Chen served the Shantou Branch of the People's Bank of China from 1981 to 2015. He graduated from Central China Normal University in the People's Republic of China in 2004 with a master's degree in regional economics. He has over 30 years of experience in the economic and investment industries.

Pursuant to the Bye-laws of the Company, Mr. Chen will hold office until the next annual general meeting of the Company and will then be eligible for re-election at that meeting, and thereafter he shall retire by rotation at least once every three years at the annual general meetings of the Company from his last re-election.

Mr. Chen is currently entitled to a director's fee of HK$120,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Chen has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Ye Fei ("Mr. Ye"), aged 46, has been appointed as an independent non-executive Director of the Company with effect from 14 May 2026.

Mr. Ye obtained a master's degree in business administration from Nanjing University in December 2019, and obtained an executive master's degree of business administration from the University of Hong Kong in November 2025. Mr. Ye is currently a practicing lawyer, a senior partner and a director of Nanjing office of Jincheng Tongda & Neal* (北京金誠同達(南京)律師事務所). Mr. Ye has served as an independent non-executive director of Uju Holding Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01948.HK) since October 2024. From May 2004 to August 2011, Mr. Ye was a lawyer at Jiangsu

Yongheng Law Firm* (江蘇永衡律師事務所). From August 2002 to May 2004, Mr. Ye held a position at the People's Court of Gulou District in Xuzhou City, Jiangsu Province (江蘇省徐州市鼓樓區人民法院).

Mr. Ye is currently the vice president of Jiangsu New Social Classes Association's Intermediary Organization Practitioners Branch* (江蘇省新的社會階層人士聯誼會中介組織從業人員分會), the deputy director of the Social and Legal Affairs Committee of the Democratic Construction Association of the Jiangsu Provincial Committee* (民建江蘇省委社會法制委員會), the vice president of Hong Kong Jiangsu Enterprises Association* (香港江蘇企業協會) and the vice president of Hong Kong Jiangsu Youth Federation* (香港江蘇青年總會).

Mr. Ye has entered into a letter of appointment with the Company as an independent non-executive Director for a term of one year with effect from 14 May 2026. Mr. Ye will hold office until the conclusion of the first annual general meeting of the Company after the appointment and will then be eligible for re-election and is subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the bye-laws of the Company, or earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Mr. Ye will be entitled to a director's fee of HK$120,000 per annum, which was determined with reference to the relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

As at the Latest Practicable Date, Mr. Ye holds 2,204,000 shares of the Company, and his spouse Ms. Hong Wei holds 3,680,000 shares of the Company. Therefore, Mr. Ye is deemed to be interested in 5,884,000 shares of the Company. Saved as disclosed herein, Mr. Ye does not have any interests in shares or underlaying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Mr. Ye (i) does not hold any other positions with the Company or any other members of the Company's group; (ii) did not have experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

The Company confirms that Mr. Ye has confirmed with the Company (i) his independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules, (ii) that he have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Mr. Ye's independence at the time of his appointment.

Save as disclosed above, Mr. Ye confirmed that there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

NOTICE IS HEREBY GIVEN that an annual general meeting of Momentum Financial Holdings Limited (the "**Company**") will be held at Units 5906–5912, 59th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 30 June 2026 at 02:00 p.m. to consider and, if thought fit, pass (with or without modification) the following resolutions:

1. To receive and adopt the audited financial statements, directors' reports and independent auditor's report of the Company for the year ended 31 December 2025.

2. To re-elect the following retiring directors of the Company and to authorize the board of directors of the Company to fix the directors' remuneration:

   (A) Mr. Cao Wenbo as an executive director of the Company;

   (B) Mr. Li Zilun as an executive director of the Company;

   (C) Mr. Chen Yifan as an independent non-executive director of the Company;

   (D) Mr. Ye Fei as an independent non-executive director of the Company;

   (E) to authorize the board of directors to fix the directors' remuneration.

3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Company's auditor and to authorize the board of directors of the Company to fix its remuneration.

4. To consider, as special business, and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) "**THAT**

(a) subject to the paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed at any time and which is recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange as amended from time to time for this purpose, subject to and in accordance with all applicable law, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the directors and shall authorize the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors;

(c) the aggregate number of shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company (excluding any Treasury Shares) in issue as at the time of passing this resolution; and

(d) for the purpose of this resolution, "Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

(B) "**THAT**

(a) subject to the paragraph (c) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities (the "**Listing Rules**") as amended from time to time, "**Treasury Shares**") out of treasury) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any option granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate number of shares of the Company in issue (excluding any Treasury Shares) at the time of passing this resolution; and

(d) for the purpose of this resolution, ''Relevant Period'' means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.''

''Rights Issue'' means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).''

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.''

(C) "**THAT** conditional upon the passing of resolutions no. 4(A) and 4(B) set out in the notice convening this meeting, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 4(A) shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution no. 4(B) as set out in the notice convening this meeting."

On behalf of the Board
Momentum Financial Holdings Limited
Mr. Cao Wenbo
Executive Director

8 June 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Room 510, 5/F
Wayson Commercial Building
28 Connaught Road West
Sheung Wan
Hong Kong

Notes:

1. In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 24 June 2026. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the annual general meeting is Tuesday, 30 June 2026.

2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.

3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

7. As at the date hereof, the executive directors of the Company are Mr. Cao Wenbo and Mr. Li Zilun; the independent non-executive directors are Mr. Sin Ka Man, Ms. Liang Lina, Mr. Chen Yifan and Mr. Ye Fei.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.1152.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.