



**MOMENTUM FINANCIAL
HOLDINGS LIMITED**
正乾金融控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1152)

Proxy Form

Form of proxy for use by shareholders of Momentum Financial Holdings Limited at the special general meeting of Momentum Financial Holdings Limited (the “Meeting”) to be convened on Monday, 10 November 2025 at 11:00 a.m. (or any adjournment thereof).

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary shares of par value HK\$0.005 each in the share capital of Momentum Financial Holdings Limited (the “Company”), hereby
appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(Note 3) at the Meeting to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong
on Monday, 10 November 2025 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf in respect of the following
resolutions as indicated.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR	AGAINST
1(a)	To approve, ratify and confirm the Settlement Agreements and all transactions contemplated thereunder.		
1(b)	To approve the Specific Mandate (as defined in the Circular).		
1(c)	To authorise any one of the Directors to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Settlement Agreements and the transactions contemplated thereunder.		
2	To approve, ratify and confirm the repayment of the shareholder loan to Mr. Zhang which constitute a special deal under Rule 25 of the Hong Kong Code on Takeovers and Mergers.		
SPECIAL RESOLUTION		FOR	AGAINST
3	To approve the Whitewash Waiver (as defined in the Circular).		

* The full text of each of the resolutions is set out in the notice of the Meeting.

Dated the _____ day of _____, 2025

Shareholder’s Signature: _____ ^(Notes 4 and 5)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as proxy in the space provided.
- In the case of joint holders this form of proxy must be signed by the member whose name stands first on the register of members of the Company.
- This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
- To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at 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 any adjournment thereof (as the case may be).
- Any alterations made in this form should be initialled by the person who signs it.
- At the Meeting or at any adjournment thereof, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.
- Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the SGM or at any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (“Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.