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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)

**DESPATCH OF CIRCULAR
IN RELATION TO
(1) PROPOSED DEBT RESTRUCTURING INVOLVING ISSUE OF
CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;
(2) APPLICATION OF WHITEWASH WAIVER; AND
(3) SPECIAL DEAL IN RELATION TO REPAYMENT OF
SHAREHOLDER'S LOAN**

Reference is made to the circular of Momentum Financial Holdings Limited (the “**Company**”) dated 20 October 2025 (the “**Circular**”) in relation to, among others, the proposed issue of new shares under specific mandate for debt capitalisation and application for whitewash waiver and special deal. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the Circular containing, among other things (i) further detail of the Debt Restructuring, the Settlement Agreements and the transactions contemplated thereunder, the Specific Mandate, the Whitewash Waiver and the Special Deal; (ii) recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Debt Restructuring, the Settlement Agreements and the transactions contemplated thereunder, the Specific Mandate, the Whitewash Waiver and the Special Deal and as to voting; (iii) the letter from the Joint Independent Financial Advisers to the Independent Board Committee in respect of the Settlement Agreements and the transactions contemplated thereunder, the Specific Mandate, the Whitewash Waiver and the Special Deal and as to voting; (iv) additional information as required under the Listing Rules and the Takeovers Code; and (v) the notice of the SGM, has been despatched to the Shareholders on 20 October 2025.

The SGM will 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., to approve, inter alia, the Debt Restructuring, the Settlement Agreements and the transactions contemplated thereunder, the Specific Mandate, the Whitewash Waiver and the Special Deal, details of which are set out in the notice of the SGM despatched to the Shareholders on 20 October 2025.

The Shareholders are encouraged to read the Circular carefully, and in particular the letter from the Independent Board Committee to the Independent Shareholders and the letter from the Joint Independent Financial Adviser to the Independent Board Committee, before deciding as to how to vote on the resolutions for approving, among other things, the Debt Restructuring, the Settlement Agreements and the transactions contemplated thereunder, the Specific Mandate, the Whitewash Waiver and the Special Deal.

Shareholders and potential investors of the Company should accordingly exercise caution when dealing in the securities of the Company.

By Order of the Board
Momentum Financial Holdings Limited
Chu Kin Wang Peleus
Executive Director

Hong Kong, 20 October 2025

As at the date of this announcement, the Board comprises one executive Director, Mr. Chu Kin Wang Peleus and three independent non-executive Directors, namely, Mr. Sin Ka Man, Ms. Liang Lina and Mr. Chen Yifan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

The English text of this announcement shall prevail over its Chinese text.