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**DISCLOSEABLE TRANSACTION
IN RELATION TO
MASTER COOPERATION AGREEMENT**

**THE MASTER COOPERATION AGREEMENT AND SUPPLEMENTAL
AGREEMENT**

On 13 January 2021, Shenzhen Rongzheng and Guomao Leasing entered into the Master Cooperation Agreement, pursuant to which Shenzhen Rongzhen shall refer Customers to Guomao Leasing for rental of Leased Automobiles and provide guarantee in favour of Guomao Leasing in respect of the performance of all the obligations, liabilities and monies payable by the Customers under the Leasing Contracts whilst Guomao Leasing shall provide fund to purchase the Leased Automobiles for Customers' use.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable ratios set out in Rule 14.07 of the Listing Rules in respect of provision of guarantee under the Master Cooperation Agreement, the Supplemental Agreement and the Corporate Guarantee is more than 5% and all of which are below 25%, the provision of guarantee under the Master Cooperation Agreement, the Supplemental Agreement and the Corporate Guarantee constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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On 13 January 2021, Guomao Leasing, Shenzhen Rongzheng, Rongyi and Individual Guarantors entered into the Supplemental Agreement, pursuant to which Shenzhen Rongzheng shall provide RMB2 million security deposit to and procure Rongyi's PRC subsidiary to charge the PRC Property to Guomao Leasing, together with Rongyi and the Individual Guarantors acting as guarantors to provide joint liability guarantee in favour of Guomao Leasing.

The principal terms of the Master Cooperation Agreement and the Supplemental Agreement are set out in the following paragraphs:

Term of Cooperation: 1 year commencing from the date of Master Cooperation Agreement and the Supplemental Agreement (subject to extension upon agreement of the parties to the Master Cooperation Agreement)

Provision of Security Deposit, Surety and Guarantees

Under the Master Cooperation Agreement, Shenzhen Rongzheng shall provide joint liability guarantee in favour of Guomao Leasing in respect of the liabilities and obligations of the Customers under the Leasing Contracts, including but not limited to leased payments, default payments, damages and expenses payable by the Customers.

Under the Supplemental Agreement, more specifically, the following security deposit, surety and guarantees are provided to Guomao Leasing:

- (a) Shenzhen Rongzheng shall provide RMB2 million security deposit to Guomao Leasing (the "**Security Deposit**").
- (b) Shenzhen Rongzheng shall pay a business surety which is calculated on 5% of agreed leased payments under each subsequent Leasing Contract (the "**Surety**").
- (c) Shenzhen Rongzheng shall procure Rongyi's PRC subsidiary to charge the PRC Property to Guomao Leasing.
- (d) Rongyi and the Individual Guarantors shall provide joint liability guarantee in favour of Guomao Leasing.

The aggregate of Security Deposit, Surety and all liabilities of all the guarantees provided or procured by the Company and its subsidiary including Shenzhen Rongzheng under the Master Cooperation Agreement, the Supplemental Agreement and Corporate Guarantee shall be in any event capped at a maximum of RMB10,000,000 rental principal in respect of the leasing business of Guomao Leasing being referred by Shenzhen Rongzheng. The period of such guarantees shall be valid until the expiration of 3 years after the period for performance by the Customers under the Leasing Contracts.

Obligations and Proceeds of Shenzhen Rongzheng

Pursuant to the Master Cooperation Agreement, Shenzhen Rongzheng shall be responsible for referring and assisting in assessing the credit worthiness of the Customers, preparing the leasing arrangement documents and leased payment collection.

In return for referral of Customers by Shenzhen Rongzheng, Guomao Leasing shall pay return to Shenzhen Rongzheng which is calculated by contracted interest rate under the Leasing Contract(s) from Customers minus the return to Guomao Leasing of 12% to 13% per annum during contract term of the Leasing Contract(s).

Ownership of the Leased Automobiles

The purchase price of each Leased Automobile shall be paid by Guomao Leasing and the Leased Automobiles shall be registered under the name of Shenzhen Rongzheng or a party agreed by both parties to the Master Cooperation Agreement. However, the beneficial ownership of each Leased Automobile being purchased shall be vested in Guomao Leasing by a charge executed by Shenzhen Rongzheng in favour of Guomao Leasing. As security for the risk associated with the Leased Automobiles which are registered under the name of Shenzhen Rongzheng, the Security Deposit, Surety, charge and guarantees are provided to Guomao Leasing by the abovementioned various parties.

INFORMATION OF THE GROUP AND SHENZHEN RONGZHENG

The principal activity of the Company is investment holding. The Group is principally engaged in the (i) provision of finance leasing and consultancy services in finance leasing business (earning interest income, handling fee and consultancy fee) and purchasing of leased assets; and (ii) cross-border trading business of nutritional food and health care products in Hong Kong and the PRC.

Shenzhen Rongzheng is an indirect 51% subsidiary of the Company and is a company jointly established in PRC with Rongyi which is primarily engaged in automobiles finance leasing services businesses in the PRC. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Mr. Siu Chong Lam, an individual investor engaging in financing business in Hong Kong and the PRC, is the ultimate beneficial owner of Rongyi.

INFORMATION OF GUOMAO LEASING

Guomao Leasing is a financial leasing company established in the PRC which is principally engaged in automobiles finance leasing businesses in the PRC.

As at the date of this announcement, Guomao Leasing is majority owned as to 75% by 廈門信達國貿汽車集團股份有限公司 (Xiamen Xindeco ITG Automobile Group Co., Ltd.*), which is majority owned as to 98.67% by 廈門國貿集團股份有限公司 (Xiamen ITG Group Corp., Ltd.*), which is owned as to 36.3% by 廈門國貿控股集團有限公司 (Xiamen ITG Holding Group Co., Ltd.*), which is wholly owned by 廈門市人民政府國有資產監督管理委員會 (State-owned Assets Supervision And Administration Commission of Xiamen Government*).

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Guomao Leasing and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE COOPERATION

The Group's principal business includes the provision of finance leasing and consultancy services in finance leasing business. The Directors consider that the entering into the Master Cooperation Agreement will strengthen financial resources for the development of its automobiles finance leasing services in the PRC. The Group is expected to expand the growth of the Group's existing finance leasing services business.

The terms of the Master Cooperation Agreement and the transactions contemplated therein have been agreed on normal commercial terms and after arm's length negotiations between the relevant parties. Therefore, the Directors consider that the terms of the Master Cooperation Agreement and the transactions contemplated therein are fair and reasonable and in the interests of the Company and the Shareholders of the Company as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable ratios set out in Rule 14.07 of the Listing Rules in respect of provision of guarantee under the Master Cooperation Agreement, the Supplemental Agreement and the Corporate Guarantee is more than 5% and all of which are below 25%, the provision of guarantee under the Master Cooperation Agreement, the Supplemental Agreement and the Corporate Guarantee constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the meanings as set out below:

“Board”	the board of directors of the Company
“Company”	Momentum Financial Holdings Limited (正乾金融控股有限公司), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cooperation”	the cooperation between Shenzhen Rongzhen and Guomao Leasing by which, amongst others, Shenzhen Rongzhen shall refer Customers to Guomao Leasing for rental of Leased Automobiles and provide guarantees in favour of Guomao Leasing in respect of the performance of all the obligations, liabilities and monies payable by the Customers under the Leasing Contracts whilst Guomao Leasing shall provide fund to purchase the Leased Automobiles for Customers' use

“Corporate Guarantee”	the maximum liability guarantee signed on 13 January 2021 by the Company and Rongyi in favour of Guomao Leasing, the maximum liability of which is capped at RMB10,000,000
“Customer(s)”	the customer(s) referred by Shenzhen Rongzheng to Gaomao Leasing for rental of Leased Automobiles
“Directors”	The directors of the Company
“Group”	the Company and its subsidiaries
“Guomao Leasing”	國貿盈泰融資租賃(廈門)有限公司(Guomao Yingtai Finance Leasing (Xiamen) Company*), a company established in the PRC with limited liability
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company
“Individual Guarantors”	Individual PRC citizens, namely Mr. Siu Chong Lam, Mr. Huang Shao Shan and Mr. Zhou Sheng Peng, procured by Rongyi to provide personal guarantees to Guomao Leasing
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Leased Automobiles”	the new or second-hand Automobiles (as the case may be), being the subject matter of the Leasing Contracts
“Leasing Contract(s)”	the leasing contract(s) to be entered between Guomao Leasing and the Customer(s) in relation to the rental of Leased Automobiles
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Cooperation Agreement”	the master cooperation agreement signed on 13 January 2021 among Guomao Leasing and Shenzhen Rongzheng in relation to the Cooperation, and all supplements and amendments thereto
“Mr. Huang Shao Shan”	the legal representative of Rongyi
“Mr. Siu Chong Lam”	the ultimate beneficial owner of the 49% equity holder of Shenzhen Rongzheng
“Mr. Zhou Sheng Peng”	the general manager of Rongyi

“PRC”	the People’s Republic of China (for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“PRC Property”	the property located in Shenzhen, PRC, being owned by Rongyi’s subsidiary in PRC procured to be charged to Guomao Leasing as security under the Supplemental Agreement
“Rongyi”	融易融資租賃(深圳)有限公司 (Rongyi Rongzi Leasing (Shenzhen) Limited Company*), a company incorporated in the PRC with limited liability and the holding company of the 49% equity holder of Shenzhen Rongzheng
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.005 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Rongzheng”	深圳融正易乾汽車租賃有限責任公司 (Shenzhen Rongzheng Yigan Car Leasing Limited Company*), a company incorporated in the PRC with limited liability and a 51% indirectly owned subsidiary of the Company
“Supplemental Agreement”	the Supplemental agreement signed on 13 January 2021 among Guomao Leasing, Shenzhen Rongzheng, Rongyi and the Individual Guarantors in relation to the Cooperation
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

By Order of the Board
Momentum Financial Holdings Limited
Liu Xin Chen
Executive Director

Hong Kong, 13 January 2021

As at the date of this announcement, the Board comprises four executive directors of the Company, namely, Mr. Ng Hoi, Mr. Huang Jian, Mr. Liu Xin Chen and Mr. Chan Chun Man; one non-executive director of the Company, namely, Mr. Chong Yu Keung; and three independent non-executive directors of the Company, namely, Mr. Yeh Tung Ming, Mr. Li Guang Jian and Mr. Wong Lap Wai.

* For identification purposes only