

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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**PROPOSAL FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
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 Wednesday, 26 June 2024 at 11:00 a.m. is set out on pages 14 to 18 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.

4 June 2024

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DEFINITIONS

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 Wednesday, 26 June 2024 at 11:00 a.m., notice of which is set out on pages 14 to 18 of this circular or, where the context so requires any adjournment thereof
“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”	31 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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 14 to 18 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 which will come into effect on 11 June 2024 and 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.

LETTER FROM THE BOARD



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. Zhou Yihong

Mr. Zhang Rujie

Independent non-executive directors:

Ms. Huang Chunlian

Mr. Zhou Zhencun

Mr. Chen Yongping

Registered office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business
in Hong Kong:*

Flat C, 13/F

Unionway Commercial Centre

283 Queen's Road Central

Hong Kong

4 June 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
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.

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.

LETTER FROM THE BOARD

PROPOSAL FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Issue Mandate

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 30 June 2023, the Directors were granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of the passing of the relevant resolution. Such mandate will expire at the conclusion of the AGM. 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 982,000,000 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 196,400,000 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

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 30 June 2023, the Directors were 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 as at the date of the passing of the relevant resolution. Such mandate will expire at the conclusion of the AGM. 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 982,000,000 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 98,200,000 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the passing of the relevant resolution.

LETTER FROM THE BOARD

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 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.

Save as disclosed in the annual report 2023 of the Company, Mr. Liu Xin Chen and Mr. Chen Yongping will retire from office by rotation, and being eligible, they offer themselves for re-election at the AGM. However, on 30 April 2024, Mr. Liu Xin Chen resigned from the positions of executive Director.

Pursuant to the Bye-laws, the Board has determined that Mr. Zhou Zhencun and Mr. Chen Yongping (“**Mr. Chen**”) as the independent non-executive directors to retire from their office by rotation, and being eligible, they offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

As disclosed in the announcement dated 30 April 2024, the appointment of Mr. Zhou Yihong as executive director and the appointment of Ms. Huang Chunlian (“**Ms. Huang**”) as independent non-executive director took effect from 30 April 2024. Accordingly, Mr. Zhou Yihong and Ms. Huang shall hold office until the next general meeting after their appointment and Mr. Zhou Yihong and Ms. Huang being eligible are offering themselves for re-election at such meeting.

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.

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 Wednesday, 26 June 2024 at 11:00 a.m. is set out on pages 14 to 18 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.

LETTER FROM THE BOARD

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 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. Zhou Yihong
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 982,000,000 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 98,200,000 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 2023. 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	—	—
June	0.077	0.056
July	0.081	0.059
August	0.216	0.056
September	0.180	0.100
October	0.120	0.081
November	0.110	0.089
December	0.099	0.082
2024		
January	0.084	0.035
February	0.083	0.050
March	0.064	0.052
April	0.075	0.045
May (up to the Latest Practicable Date)	0.191	0.040

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	If Repurchase Mandate is exercised in full
Triumph Hope (<i>Note 1</i>)	501,330,000	51.05%	56.72%

Note:

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

On the basis of 982,000,000 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. Zhou Yihong, aged 53, has been an executive director, authorised representative and a member of both the Remuneration Committee and Nomination Committee of the Company since 30 April 2024. Mr. Zhou Yihong has served as the senior management of various companies in China since 1994 and has accumulated over 30 years of experience in finance and corporate management. Mr. Zhou Yihong is currently the general manager and executive director of various companies which provide financial service in China.

A service agreement has been entered into between Mr. Zhou and the Company in relation to his appointment as an executive Director for a term of three years with effect from 30 April 2024. Mr. Zhou will hold office until the conclusion of the first annual general meeting of the Company after his 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 (the “**Bye-laws**”), or earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Mr. Zhou will be entitled to a director’s fee of HK\$60,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Zhou Zhencun, aged 63, has been an independent non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and Remuneration Committee of the Company since 13 July 2022.

Mr. Zhou finished his high school education in Chaonan District, Shantou, Guangdong Province in July 1980. Mr. Zhou has accumulated more than 41 years of working experience in trading and energy field. Mr. Zhou is currently a non-executive director of Xinming China Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 2699).

Mr. Zhou has been a deputy general manager of Central Century Energy Investment Co., Ltd. in Henan Province since August 2016. He served as the deputy general manager of China National Offshore Gas & Power (Guangdong) New Energy Co., Ltd. (formerly known as CNOOC Meizhou New Energy Co., Ltd.) from July 2015 to August 2016. From August 1980 to June 2015, Mr. Zhou worked in the foreign trade department of Shantou Special Economic Zone Light Industry Material Development Company and his last position was an operation manager.

In accordance with the Bye-laws, Mr. Zhou holds office until the next AGM of the Company and is subject to re-election at such meeting; thereafter he is subject to retirement by rotation at least once every three years at the AGMs of the Company since his last re-election.

Mr. Zhou is currently entitled to a director’s fee of HK\$96,000 per annum, which is determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Chen Yongping (“**Mr. Chen**”), aged 65, has been an independent non-executive Director, the chairman of the Audit Committee, a member of Nomination Committee and Remuneration Committee of the Company since 13 July 2022.

Mr. Chen graduated from Guangdong Open University (formerly known as Guangdong Radio and Television University) in 1986, majoring in business accounting, and obtained the qualification of accountant in 1993. Mr. Chen has over 30 years of experience in the financial accounting and auditing industry. Mr. Chen joined Zhanjiang Zhenghe Certified Public Accountants Co., Ltd. in November 2009 and is currently the deputy director. Mr. Chen was the manager of the audit department of Guangdong Qianfutian Certified Public Accountants Co., Ltd. from January 1999 to November 2008. From 1995 to 1998, Mr. Chen was manager of finance department of Zhuhai Huafeng Food Industry (Group) Co., Ltd., and was worked from 1981 to 1994 in the Finance Department of Sinopec Guangdong Zhanjiang Petroleum Branch.

In accordance with the Bye-laws, Mr. Chen holds office until the next AGM of the Company and is subject to re-election at such meeting; thereafter he is subject to retirement by rotation at least once every three years at the AGMs of the Company since his last re-election.

Mr. Chen is currently entitled to a director’s fee of HK\$96,000 per annum, which is determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Ms. Huang Chunlian (“**Ms. Huang**”), aged 30, has been the independent non-executive director, chairman of Remuneration Committee and a member of both the Audit Committee and Nomination Committee since 30 April 2024.

Ms. Huang has served as the financial director of Shenzhen Guangyi Xiangtong Trading Company Limited.* (深圳市廣翊翔通貿易有限公司) since 2020 and has accumulated over 7 years of experience in finance and corporate management.

Ms. Huang obtained a Bachelor’s Degree in Accounting from South China Normal University* (華南師範大學) in China in 2020.

A letter of appointment has been entered into between Ms. Huang and the Company in relation to her appointment as an independent non-executive Director for a term of one year with effect from 30 April 2024. Ms. Huang will hold office until the conclusion of the first annual general meeting of the Company after her 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, or earlier determination in accordance with the Bye-laws and/or any applicable laws and regulations. Ms. Huang will be entitled to a director’s fee of HK\$36,000 per annum, which was determined with reference to her relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, as at the Latest Practicable Date, each of the abovementioned Directors does not have any relationships with any other Directors, senior management or substantial or Controlling Shareholder(s) of the Company within the meaning of the Listing Rules and there are no other matters concerning the abovementioned Directors that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF THE AGM



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 Wednesday, 26 June 2024 at 11:00 a.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 2023.
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. Zhou Yihong as an executive director of the Company;
 - (B) Mr. Zhou Zhencun as an independent non-executive director of the Company;
 - (C) Mr. Chen Yongping as an independent non-executive director of the Company;
 - (D) Ms. Huang Chunlian 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;

NOTICE OF THE AGM

- (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 Listing Rules coming into effect 11 June 2024 and 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;

NOTICE OF THE AGM

- (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.”

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- (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. Zhou Yihong
Executive Director

4 June 2024

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

*Principal Place of Business
in Hong Kong:*
Flat C, 13/F
Unionway Commercial Centre
283 Queen’s Road Central
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 Friday, 21 June 2024 to Wednesday, 26 June 2024 (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 Thursday, 20 June 2024.
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.

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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. Zhang Rujie and Mr. Zhou Yihong; Independent non-executive directors are Mr. Zhou Zhencun, Mr. Chen Yongping and Ms. Huang Chunlian.
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.