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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)**

**(1) POLL RESULTS OF  
THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2024;  
(2) RETIREMENT OF EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND  
(3) NON-COMPLIANCE WITH THE LISTING RULES AND  
TERMS OF REFERENCE OF COMMITTEES**

Reference is made to the circular (the “**Circular**”) regarding the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Momentum Financial Holdings Limited (the “**Company**”) issued by the Company dated 4 June 2024. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

**(1) POLL RESULTS OF THE AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that all of the proposed resolutions (collectively referred to as the “**Resolutions**” and each a “**Resolution**”) as set out in the Notice of AGM were taken by way of poll at the AGM.

As at the date of the AGM, there were 982,000,000 shares (the “**Shares**”) in issued. As stated in the Circular, none of the shareholders (the “**Shareholders**”) of the Company was required to abstain from voting in respect of the Resolutions at the AGM. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 982,000,000 Shares. No Shareholder was entitled to attend but was required to vote only against the Resolutions at the AGM and no parties that had stated their intention in the Circular to vote against the Resolutions or to abstain from voting at the AGM. It was noted that there were no restrictions on any Shareholders to cast votes on any of the Resolutions.

The poll results of the Resolutions were as follows:

ORDINARY RESOLUTIONS*		Number of Vote (approximate %)	
		For	Against
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.	503,628,100 Shares (100%)	0 Shares (0%)
2. (A)	To re-elect Mr. Zhou Yihong as an executive director of the Company;	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
2. (B)	To re-elect Mr. Zhou Zhencun as an independent non-executive director of the Company;	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
2. (C)	To re-elect Mr. Chen Yongping as an independent non-executive director of the Company;	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
2. (D)	To re-elect Ms. Huang Chunlian as an independent non-executive director of the Company;	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
2. (E)	To authorize the board of directors to fix the directors' remuneration.	503,628,100 Shares (100%)	0 Shares (0%)
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.	503,628,100 Shares (100%)	0 Shares (0%)
4. (A)	To approve the repurchase by the Company of its own shares.	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
4. (B)	To give a general mandate to the directors to issue additional shares.	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
4. (C)	To extend the general mandate in Ordinary Resolution No. 4(B).	2,298,100 Shares (0.4563%)	501,330,000 Shares (99.5437%)
<p>As more than 50% of the votes were cast in favour of each of the above Resolutions No. 1, 2(E) and 3, the above Resolutions No. 1, 2(E) and 3 were duly passed as ordinary resolutions of the Company.</p> <p>As less than 50% of the votes were cast in favour of each of the above Resolutions No. 2(A) to 2(D) and 4(A) to 4(C), the above Resolutions No. 2(A) to 2(D) and 4(A) to 4(C) were not passed as ordinary resolutions of the Company.</p>			

\* The full text of each of the Resolutions is set out in the notice of the annual general meeting of the Company.

Union Registrars Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote taking at the AGM.

The Company would like to report that Mr. Zhang Rujie attended the AGM in person, Mr. Zhou Yihong, Mr. Zhou Zhencun, Mr. Chen Yongping and Ms. Huang Chunlian attended the AGM by telephone conference.

**(2) RETIREMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

As stated in the Circular, Mr. Zhou Yihong (“**Mr. Zhou YH**”), Ms. Huang Chunlian (“**Ms. Huang**”), Mr. Zhou Zhencun (“**Mr. Zhou ZC**”) and Mr. Chen Yongping (“**Mr. Chen**”) would retire at the AGM in accordance with the bye-laws of the Company. As the resolutions for re-election of Mr. Zhou YH, Ms. Huang, Mr. Zhou ZC and Mr. Chen were not passed by the Shareholders at the AGM, Mr. Zhou YH has retired as an executive Director and each of Ms. Huang, Mr. Zhou ZC and Mr. Chen has retired as an independent non-executive Director with effect from the conclusion of the AGM (the “**Retirement**”). The Board is not aware of any disagreement with Mr. Zhou YH, Ms. Huang, Mr. Zhou ZC and Mr. Chen or any matter relating to the Retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. Following the Retirement:

- (i) Mr. Zhou YH has ceased to be a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”);
- (ii) Ms. Huang has ceased to be a chairman of the Remuneration Committee and a member of the audit committee of the Company (the “**Audit Committee**”) and the Nomination Committee;
- (iii) Mr. Zhou ZC has ceased to be a chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee; and
- (iv) Mr. Chen has ceased to be a chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

**(3) NON-COMPLIANCE WITH THE LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES**

Following the Retirement:

- (i) the number of independent non-executive Directors fell below the minimum number required under Rules 3.10 of the Listing Rules;
- (ii) the Board comprises one executive Director. As such, the number of independent non-executive Directors fell below one-third of the Board as required under Rule 3.10A of the Listing Rules;

- (iii) the number of members of the Audit Committee fell below the minimum number required under Rule 3.21 of the Listing Rules;
- (iv) the composition the Remuneration Committee failed to meet the requirements under Rule 3.25 of the Listing Rules;
- (v) the composition the Nomination Committee failed to meet the requirements under Rule 3.27A of the Listing Rules;
- (vi) the number of members of each of the Audit Committee, Remuneration Committee and Nomination Committee fell below the minimum number required under the respective terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee; and
- (vii) the number of Directors fell below the minimum number required under bye-law no. 83(1) of the bye-laws of the Company.

The Company will endeavour to identify suitable candidates to fill up the abovementioned vacancies as soon as practicable and, in any event, within three months from the effective date of Retirement as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules, respectively. Further announcement(s) will be made by the Company upon fulfilment of such requirements. The Board would like to express its sincere gratitude to Mr. Zhou YH, Ms. Huang, Mr. Zhou ZC and Mr. Chen for their valuable contribution to the Company during their tenure of office.

By Order of the Board  
**Momentum Financial Holdings Limited**  
**Zhang Rujie**  
*Executive Director*

Hong Kong, 26 June 2024

*As at the date of this announcement and subsequent to the AGM, the Board comprises one executive director of the Company, Mr. Zhang Rujie.*