

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**(1) PROPOSED GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) 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 Room 2408, Rongchao Economic and Trade Center, No. 4028, Jintian Road, Fuzhong Community, Lianhua Street, Futian District, Shenzhen, PRC on Tuesday, 28 June 2022 at 11:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy 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 accompanying form of proxy 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 form of proxy shall be deemed to be revoked.

The following precautionary measures will be taken by the Company for the AGM to prevent the spread of coronavirus disease:

- compulsory body temperature checks
- compulsory wearing of face masks (please bring your own)
- no provision of refreshments or drinks

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Shareholders are reminded that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Proposed general mandates to issue Shares and repurchase Shares	4
Proposed re-election of retiring Directors	5
The AGM	5
Responsibility statement	6
Recommendation	7
General	7
Appendix I — Explanatory statement	8
Appendix II — Details of retiring Directors proposed to be re-elected	11
Notice of the AGM	14

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 Room 2408, Rongchao Economic and Trade Center, No. 4028, Jintian Road, Fuzhong Community, Lianhua Street, Futian District, Shenzhen, PRC on Tuesday, 28 June 2022 at 11:00 a.m., notice of which is set out on pages 14 to 17 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
“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
“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 up to the amount not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing of the relevant resolution at the AGM granting such mandate
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information herein
“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 17 of this circular

DEFINITIONS

“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 the amount not exceeding 10% of the aggregate number of shares of the Company in issue 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 holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“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. Liu Xin Chen
Mr. Zhang Rujie

Independent non-executive directors:

Mr. Wong Lap Wai
Mr. Li Guang Jian
Mr. Man Wai Lun

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

2 June 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) 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; and (ii) the re-election of retiring 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

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Issue Mandate

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 28 June 2021, the Directors were granted a general and unconditional mandate to allot, issue and deal with additional Shares up to the amount not exceeding 20% of the aggregate number of Shares of the Company in issue. 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 allot, issue and deal with additional Shares up to the amount not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing the resolution to approve the Issue Mandate.

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 up to a maximum of 196,400,000 new Shares, representing 20% of the aggregate number of Shares of the Company in issue at the date of passing the resolution to approve the Issue Mandate.

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 of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions no. 4(B) and 4(C) in the Notice of the AGM respectively.

Repurchase Mandate

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 28 June 2021, the Directors were granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares up to the amount not exceeding 10% of the aggregate number of Shares of the Company in issue. 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 the amount not exceeding 10% of the aggregate number of Shares of the Company in issue as at the date of passing the resolution to approve the Repurchase Mandate.

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 of the Company in issue as at the date of passing the resolution to approve the Repurchase Mandate.

LETTER FROM THE BOARD

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 RETIRING 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.

As disclosed in the announcement dated 27 August 2021, the appointment of Mr. Man Wai Lun (“**Mr. Man**”) as independent non-executive Director took effect from 27 August 2021. Accordingly, Mr. Man shall hold office until the next general meeting after his appointment and Mr. Man being eligible is offering himself for re-election at such meeting.

As disclosed in the announcement dated 5 May 2022, the appointment of Mr. Zhang Rujie (“**Mr. Zhang**”) as executive Director took effect from 5 May 2022. Accordingly, Mr. Zhang shall hold office until the next general meeting after his appointment and Mr. Zhang being eligible is offering himself for 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. The Board has determined that Mr. Liu Xin Chen (“**Mr. Liu**”) as an executive Director shall retire from his office at the AGM.

Being eligible, Mr. Liu would offer himself for re-election at the AGM.

Biographical details and other information of the three 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 Room 2408, Rongchao Economic and Trade Center, No. 4028, Jintian Road, Fuzhong Community, Lianhua Street, Futian District, Shenzhen, PRC on Tuesday, 28 June 2022 at 11:00 a.m. is set out on pages 14 to 17 of this circular.

LETTER FROM THE BOARD

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 form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 as soon as possible but 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 form of proxy 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 form of proxy 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.

The following precautionary measures will be taken by the Company for the AGM to prevent the spread of coronavirus disease:

- compulsory body temperature checks
- compulsory wearing of face masks (please bring your own)
- no provision of refreshments and drinks

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Shareholders are reminded that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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 and the proposed re-election of retiring 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
Liu Xin Chen
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 of the Company in issue as at the date of passing the resolution to approve the Repurchase Mandate.

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 2021. 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. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange 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.

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>
2021		
May	0.072	0.046
June	0.068	0.040
July	0.061	0.037
August	0.066	0.033
September	0.063	0.045
October	0.072	0.047
November	—	—
December	—	—
2022		
January	—	—
February	—	—
March	—	—
April	—	—
May (up to the Latest Practicable Date)	—	—

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	As at the Latest Practicable Date	Approximate % shareholding If Repurchase Mandate is exercised in full
Triumph Hope (<i>Note 1</i>)	501,330,000	51.05%	56.72%

Note:

1. 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 retiring Directors proposed to be re-elected at the AGM:

Mr. Liu Xin Chen (“**Mr. Liu**”), aged 57, is an executive director of the Company since July 2019. He has been appointed as a member of the Nomination Committee and Remuneration Committee of the Company since 5 May 2020. Mr. Liu was an engineer with a bachelor degree in engineering from Shanghai Railway Institute of China. He has also engaged in international settlement and accounting field and has held management position in investment industry. He possesses more than twenty years experience in financial and investment sectors.

Mr. Liu has entered into a service agreement with the Company as an executive Director for an initial term of service commencing from 2 July 2019 and thereafter effective continuously, unless terminated by either party by giving one month’s notice in writing. He is subject to retirement by rotation and re-election at least once every three years at AGMs in accordance with the Bye-laws.

Mr. Liu is currently entitled to a director’s fee of HK\$360,000 per annum, which is determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Man Wai Lun (“**Mr. Man**”), aged 49, is an independent non-executive Director of the Company, the chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee of the Company since August 2021. Mr. Man obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in 2003 and obtained a bachelor degree of accountancy from the University of South Australia in 2007. Mr. Man has over 16 years of experience in accounting.

Mr. Man is currently an independent non-executive director of Millennium Pacific Group Holdings Limited, a company listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8147), an executive director of Life Healthcare Group Limited, a company listed on the main board of the Stock Exchange (stock code: 928), an independent non-executive director of Elegance Optical International Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 907) and an executive director of Century Group International Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 2113).

Mr. Man was previously an executive director of CT Environmental Group Limited, a company listed on the main board of the Stock Exchange (stock code: 1363 delisted on 10 September 2021) from 4 February 2021 to 19 April 2021. Mr. Man was an independent non-executive director of China Trustful Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8265 delisted on 12 November 2021) from 5 February 2020 to 9 November 2020 and Roma Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8072) from 12 March 2019 to 1 March 2020. Mr. Man was an executive director and compliance officer of Glory Flame Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8059) from 26 October 2016 to 19 September 2018.

Mr. Man has entered into a letter of appointment with the Company as an independent non-executive Director with an initial term of service for one year commencing from 27 August 2021 and shall be automatically renewed, unless terminated by either party by giving one month's notice in writing.

In accordance with the Bye-laws, Mr. Man 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. Man is currently entitled to a director's fee of HK\$120,000 per annum, which is determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Zhang Rujie (“**Mr. Zhang**”), aged 49, is an executive Director of the Company since May 2022. Mr. Zhang graduated from Sichuan University with a master's degree in business administration, and is an expert member of Shenzhen QFLP Expert Committee. Mr. Zhang has extensive management experience in finance and trading, especially in cross-border financing, cross-border trading and private equity funds industries. Mr. Zhang is the holder of Responsible Officer licences issued by the Hong Kong Securities and Futures Commission to carry on type 4 and 9 regulated activities under the Securities and Futures Ordinance.

Mr. Zhang was the executive vice president of Zhong Bang International Holdings Limited and the general manager of Zhong Bang International Financial Holdings Limited and Interbond Limited from August 2019 to January 2021. He was appointed as the chairman of the project approval committee and market supervisor of Taiping Financial Holdings Company Limited, responsible for reviewing the company's investment project approval and investment management of alternative businesses from July 2016 to March 2019. He also served as the director and deputy general manager of Taiping Financial Holding Equity Investment Fund Management (Shenzhen) Co., Ltd., in charge of fund management from January 2017 to June 2019. In addition, Mr. Zhang was president of Industrial Bank Co., Ltd. Yantian Sub-branch from July 2011 to July 2016, and deputy general manager of business unit of Industrial Bank Co., Ltd. Shenzhen Branch from October 2008 to June 2011.

Mr. Zhang has entered into a service agreement with the Company pursuant to which his initial term of service commences from 5 May 2022 for a term of three years, unless terminated by either party giving to the other not less than one month's notice in writing.

In accordance with the Bye-laws, Mr. Zhang 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. Zhang is currently entitled to a director's fee of HK\$240,000 per annum, which is determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

As at the Latest Practicable Date, each of Mr. Liu, Mr. Man and Mr. Zhang is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

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 Room 2408, Rongchao Economic and Trade Center, No. 4028, Jintian Road, Fuzhong Community, Lianhua Street, Futian District, Shenzhen, PRC on Tuesday, 28 June 2022 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 2021.
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. Liu Xin Chen as an executive director of the Company;
 - (B) Mr. Zhang Rujie as an executive director of the Company;
 - (C) Mr. Man Wai Lun as an independent non-executive director of the Company;
 - (D) 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:
 - (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 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 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;
- (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

NOTICE OF THE AGM

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 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).”

- (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
Liu Xin Chen
Executive Director

2 June 2022

NOTICE OF THE AGM

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 Thursday, 23 June 2022 to Tuesday, 28 June 2022 (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 Wednesday, 22 June 2022.
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.
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. Liu Xin Chen and Mr. Zhang Rujie; independent non-executive directors are Mr. Wong Lap Wai, Mr. Li Guang Jian and Mr. Man Wai Lun.
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.