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**If you are in any doubt** as to any aspect about this supplemental circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in the Company, you should at once hand this supplemental circular together with the enclosed second form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent whom the sale or transfer was effected for transmission to the purchaser or transferee.



MOMENTUM FINANCIAL  
HOLDINGS LIMITED  
正乾金融控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1152)**

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 18 APRIL 2019 IN RELATION TO  
THE RE-ELECTION OF DIRECTORS AT  
THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 18 April 2019 (the “**Circular**”) which contains, *inter alia*, the notice of AGM (the “**Original Notice**”) and the announcement of the Company dated 30 May 2019 in relation to the appointment of directors and change of date of AGM and book closure period (the “**Announcement**”), by which the AGM will be re-scheduled to be held on Thursday, 27 June 2019 at 11:00 a.m. at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. A supplemental notice of the AGM is set out on pages 6 and 7 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it 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 and in any event not less than 48 hours before the scheduled time of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

<b>CONTENTS</b>
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	<i>Page</i>
<b>LETTER FROM THE BOARD</b> .....	1
I. Introduction .....	1
II. Proposed Re-election of the Directors .....	2
III. Supplemental Notice of Annual General Meeting and Second Proxy Form .....	3
IV. Voting By Way of Poll .....	5
V. Recommendation .....	5
<b>SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING</b> .....	6

## 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. Chan Chung Shu (*Chairman*)  
Mr. Ng Hoi  
Mr. Huang Jian

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Mr. Chong Yu Keung

*Headquarter and Principal Place  
of Business in Hong Kong:*

*Independent non-executive directors:*

Mr. Ho Man  
Mr. Yeh Tung Ming  
Mr. Zhang Hua

Room 2407, 24/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

6 June 2019

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 18 APRIL 2019 IN RELATION TO  
THE RE-ELECTION OF DIRECTORS AT  
THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

This supplemental circular should be read together with the circular of the Company dated 18 April 2019 (the “**Circular**”) which contains, *inter alia*, the notice of the AGM (the “**Original Notice**”) and the announcement of the Company dated 30 May 2019 in relation to the appointment of directors and change of date of AGM and book closure period (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Announcement.

The purpose of this supplemental circular is to provide you with further information relating to, *inter alia*, the changes in the resolutions to consider and approve the re-election of retiring Directors and to give you a supplemental notice of the AGM and the Second Proxy Form.

## LETTER FROM THE BOARD

### II. PROPOSED RE-ELECTION OF THE DIRECTORS

Reference is made to the Announcement in relation to, *inter alia*, appointment of an executive Director and a non-executive Director whereby, with effect from 30 May 2019:

- (a) Mr. Huang Jian has been appointed as an executive Director; and
- (b) Mr. Chong Yu Keung has been appointed as a non-executive Director.

Details of such appointment have been set out in the Announcement.

Pursuant to the Bye-laws, Mr. Huang and Mr. Chong will hold office until the next AGM of the Company and will then be subject to re-election. Accordingly, Mr. Huang Jian and Mr. Chong Yu Keung shall retire and, being eligible, offer themselves for re-election at the forthcoming AGM.

The biographical details of Mr. Huang Jian and Mr. Chong Yu Keung are set out below:

#### **Mr. Huang Jian**

Mr. Huang Jian (黃健), aged 45, was appointed as an executive Director of the Company on 30 May 2019. He obtained a Bachelor's degree in Audit from Sun Yat-sen University\* (中山大學) in 1996. He received a Master's degree in International Accounting from the City University of Hong Kong in 2005. He is also a Certified Public Accountant in China. He is a partner of Beijing Yongtuo Certified Public Accountants LLP\* (北京永拓會計師事務所). He has business consulting and accounting audit experience. Currently, he is the Investment Director of J.Q. Pictures Holdings Limited, and an independent director of Guangdong Kingman Group Co., Ltd.\* (廣東金曼集團股份有限公司) (stock code: 400012CH). Since July 2017, Mr. Huang has also been appointed as an independent non-executive Director of Millennium Pacific Group Holdings Limited (the shares of which are listed on GEM of the Stock Exchange) (stock code: 8147).

Mr. Huang has entered into a service agreement with the Company pursuant to which his initial term of service commences from 30 May 2019. Mr. Huang is entitled to receive a director's fee of HK\$240,000 per year which is determined by the Board with reference to the duties and responsibilities undertaken by him as a director of the Company. In accordance with the Bye-laws, Mr. Huang 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. Chong Yu Keung**

Mr. Chong Yu Keung (莊儒強), aged 55, was appointed as a non-executive Director of the Company on 30 May 2019. He holds a Bachelor's degree in E-commerce with over 20 years of financial experience in securities brokerage, investment, corporate finance, wealth

## LETTER FROM THE BOARD

management and private banking. Mr. Chong is the holder of Responsible Officer licences issued by the Hong Kong Securities and Futures Commission to carry on type 1, 4 and 9 regulated activities under the SFO.

Mr. Chong had served various positions in leading financial companies and banks including The Chase Manhattan Bank N.A., Prudential-Bache Securities (HK) Ltd., UBS Warburg, Dryden Securities (HK) Ltd., Fortis Bank, Hong Kong, Forties Wealth Management (HK) Ltd., FT Securities (HK) Ltd. and Standard Chartered Bank Hong Kong. Mr. Chong had served as a director in a number of non-listed financial institutions in the past 10 years. In 2016, Mr. Chong had been an executive director of Glory Flame Holdings Limited (the shares of which are listed on GEM of the Stock Exchange) (stock code: 8059). Since July 2017, Mr. Chong has been a non-executive director of Millennium Pacific Group Holdings Limited (the shares of which are listed on GEM of the Stock Exchange (stock code: 8147)).

Mr. Chong has entered into a letter of appointment with the Company pursuant to which his initial term of service is one year commencing from 30 May 2019 and renewable automatically for successive terms of one year thereafter unless terminated with one month's notice in writing served by either party. Mr. Chong is entitled to receive a director's fee of HK\$240,000 per year which is determined by the Board by reference to the duties and responsibilities undertaken by him as a director of the Company. In accordance with the Bye-laws, Mr. Chong 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.

Save as disclosed above, as at the latest practicable date of this supplemental circular, each of Mr. Huang Jian and Mr. Chong Yu Keung (i) has not held any directorships in any other listed companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO. There is no information relating to Mr. Huang Jian and Mr. Chong Yu Keung that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to their re-election.

### III. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the proxy form (the "**First Proxy Form**") sent together with the Circular do not contain the proposed resolutions in relation to the re-election of Mr. Huang Jian and Mr. Chong Yu Keung as the executive Director and the non-executive Director, respectively, as set out in this supplemental circular, a supplemental notice of the AGM is set out on pages 6 and 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

## LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed Second Proxy Form in accordance with the instructions printed thereon 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 (the "**Share Registrar**") as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM or any adjournment thereof (the "**Closing Time**"). The lodging of the Second Proxy Form will not preclude the Shareholders from attending the AGM and voting in person should he/she so wish. No Shareholder is required under the Listing Rules to abstain from voting at the AGM.

A Shareholder who has not yet lodged the First Proxy Form is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Mr. Huang Jian and Mr. Chong Yu Keung as the executive Director and the non-executive Director, respectively, as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

## LETTER FROM THE BOARD

### IV. VOTING BY WAY OF POLL

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.

### V. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Huang Jian and Mr. Chong Yu Keung as the executive Director and the non-executive Director, respectively, as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular and the Announcement for information relating to the voting arrangement.

By order of the Board  
**Momentum Financial Holdings Limited**  
**Chan Chung Shu**  
*Chairman*

*All terms marked with asterisk "\*" are for identification purpose only*

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



MOMENTUM FINANCIAL  
HOLDINGS LIMITED  
正乾金融控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1152)**

Reference is made to the notice (the “**Original Notice**”) of annual general meeting (the “**AGM**”) of Momentum Financial Holdings Limited (the “**Company**”) dated 18 April 2019 and the announcement of the Company dated 30 May 2019 in relation to the appointment of directors and change of date of AGM and book closure period (the “**Announcement**”), by which the Company convenes an annual general meeting to be held at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 27 June 2019 at 11:00 a.m., and this supplemental notice shall be read together with the Original Notice and the Announcement.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be re-scheduled to be held on Thursday, 27 June 2019 at 11:00 a.m.. Due to the matters as set out in the supplemental circular of the Company dated 6 June 2019 (the “**Supplemental Circular**”), the resolutions no. 2 in the Original Notice should be deleted in its entirety and replaced by the following new resolutions under resolutions no. 2:

- “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. Huang Jian as an executive director of the Company;
  - (B) Mr. Chong Yu Keung as a non-executive director of the Company;
  - (C) Mr. Yeh Tung Ming as an independent non-executive director of the Company;
  - (D) Mr. Zhang Hua as an independent non-executive director of the Company;
  - (E) to authorize the board of directors to fix the directors’ remuneration.”

Apart from the amendments set out above, all the information contained in the Original Notice shall remain to have full force and effect.

By order of the Board  
**Momentum Financial Holdings Limited**  
**Chan Chung Shu**  
*Chairman*

Hong Kong, 6 June 2019



## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (i) The period of closure of the register of members of the Company for the purpose of determining shareholders' entitlements to attend and vote at the forthcoming AGM is Monday, 24 June 2019 to Thursday, 27 June 2019 (both days inclusive), and during such period, no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer forms 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 Friday, 21 June 2019.
- (ii) A second proxy form (the "**Second Proxy Form**") containing the revised ordinary resolutions numbered 2 is enclosed with the Supplemental Circular. Please refer to the section headed "**Supplemental Notice of Annual General Meeting and Second Proxy Form**" on pages 3 and 4 of the Supplemental Circular for arrangements about the completion and submission of the Second Proxy Form.
- (iii) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM and eligibility for attending the AGM, proxy and other relevant matters.
- (iv) Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person should they so wish.