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**CLARIFICATION ANNOUNCEMENT  
AND  
DELAY IN DESPATCH OF CIRCULAR IN RELATION TO  
(1) PROPOSED DEBT RESTRUCTURING INVOLVING  
ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;  
(2) APPLICATION OF WHITEWASH WAIVER; AND  
(3) SPECIAL DEAL IN RELATION TO  
REPAYMENT OF SHAREHOLDER'S LOAN**

Reference is made to the announcement (the “**Announcement**”) dated 8 January 2025 of Momentum Financial Holdings Limited (the “**Company**”) in relation to, among others, the proposed issue of new shares under specific mandate for debt capitalisation and application for whitewash waiver. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As disclosed in the Announcement, the circular containing, among other things, (i) further details of the Debt Restructuring, the Settlement Agreement and the transactions contemplated thereunder, the Specific Mandate, the Special Deal and the Whitewash Waiver; and (ii) a notice of the SGM (the “**Circular**”), will be despatched by the Company to the Shareholders by 12 February 2025.

**CLARIFICATION**

In accordance with Rule 8.2 of the Takeovers Code, the Circular containing, amongst other things, (i) further details of the Debt Restructuring, the Settlement Agreement and the transactions contemplated thereunder, the Specific Mandate, the Special Deal and the Whitewash Waiver; and (ii) a notice of the SGM, are required to be despatched to the Shareholders no later than 21 days of the Announcement (i.e. on or before 29 January 2025, and as 29 January 2025 is not a Business Day, the next Business Day, i.e. on or before 3 February 2025), or such later date as the Executive may consent to.

The Company would like to clarify that, prior to the publication of the Announcement, the Company did not make any application to the Executive pursuant to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Circular to the Shareholders. Due to inadvertent clerical errors, the despatch date of the Circular as disclosed in the Announcement was mistakenly stated as 12 February 2025, instead of 3 February 2025.

Save for the above, all the information in the Announcement remains unchanged.

## **DELAY IN DESPATCH OF CIRCULAR**

As additional time is required to ascertain with its creditors certain information in relation to the outstanding amount and respective accrued interest of the Company's indebtedness to be included in the Circular, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for and the Executive has indicated that it is minded to grant its consent to extend the deadline for the despatch of the Circular to the Shareholders to a date falling on or before 28 February 2025.

Further announcement will be made by the Company when the Circular is despatched.

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

Hong Kong, 3 February 2025

*As at the date of this announcement, the Board comprises one executive Director, Mr. Zhang Rujie and three independent non-executive Directors, namely, Mr. Sin Ka Man, Ms. Liang Lina and Mr. Chen Yifan.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*The English text of this announcement shall prevail over its Chinese text.*