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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)**

## **CLARIFICATION ANNOUNCEMENT IN RELATION TO PROFIT WARNING**

References is made to (i) the announcement of Momentum Financial Holdings Limited (the “**Company**”) dated 4 August 2025 (the “**Announcement**”) in relation to, among other things, proposed debt restructuring involving issue of convertible bonds under specific mandate, and the application of whitewash waiver and special deal in relation to repayment of shareholder’s loan; (ii) the announcement of the Company dated 25 August 2025 in relation to the delay in despatch of the circular in respect to the above transaction; and (iii) the profit warning announcement of the Company dated 26 August 2025 (the “**Profit Warning Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

This clarification announcement is published in accordance with Practice Note 2 of the Takeovers Code. For the purpose of the Takeovers Code, the Profit Warning Announcement is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code.

Since the Profit Warning Announcement is required to be made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO, which requires the Company to issue a profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties in meeting the requirements set out in Rule 10.4 of the Takeovers Code. Accordingly, the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Rule 10.4 and Practice Note 2 of the Takeovers Code, the reports from the Company’s financial advisers and auditors or accountants on the profit forecasts are required to be included in the next document (the “**Next Document**”) to be sent to the shareholders of the Company (the “**Shareholders**”). The Next Document, being the Circular for the Debt Restructuring, the Specific Mandate, the Special Deal and the Whitewash Waiver, is expected to be despatched on or before 8 September 2025. As the unaudited interim results announcement of the Company for the six months ended 30 June 2025 is expected to be published by 29 August 2025, which is envisaged to be prior to the despatch of the Next

Document to be sent to the Shareholders, the requirement of Rule 10 of the Takeovers Code to report on the Profit Warning Announcement is expected to be superseded by the publication of the unaudited interim results of the Company.

The Company confirms that due to inadvertent oversight, the Profit Warning Announcement failed to comply with the requirements under Rule 10 or Practice Note 2 of the Takeovers Code as it did not contain, amongst other things, the appropriate warnings and caution statements as required under the Takeovers Code therein. In addition, the Profit Warning Announcement did not include the responsibility statement as required under Rule 9.3 of the Takeovers code. The Company will carefully observe and comply with other relevant requirements under the Takeovers Code in this regard.

Save as disclosed herein, the contents of the Profit Warning Announcement remain unchanged and shall continue to be valid for all purposes.

**Shareholders and potential investors of the Company should note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Debt Restructuring, the Specific Mandate, the Special Deal and the Whitewash Waiver. There is no assurance that the Debt Restructuring will materialise or eventually be consummated.**

**Shareholders and potential investors of the Company should also exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By Order of the Board  
**Momentum Financial Holdings Limited**  
**Chu Kin Wang Peleus**  
*Executive Director*

Hong Kong, 27 August 2025

*As at the date of this announcement, the Board comprises one executive Director, Mr. Chu Kin Wang Peleus 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 statements in this announcement misleading.*