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**INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING
IN RESPECT OF THE PROPOSED SHARE ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 11 March 2026 (after trading hours), the Company entered into the MOU with the Target Company, pursuant to which the Company intends to subscribe or acquire certain number of shares of the Target Company. Save for certain clauses regarding, among others, confidentiality, effective period, costs and expenses and governing law, the MOU is not legally binding on the Company and the Target Company.

No definitive agreement in relation to the Proposed Share Acquisition has been entered into by the Company as at the date of this announcement. The Board wishes to emphasise that, the Proposed Share Acquisition may or may not proceed. If the Proposed Share Acquisition materialises, it may constitute a notifiable transaction on the part of the Company under Chapter 14 of the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Share Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that on 11 March 2026 (after trading hours), the Company entered into the MOU with the Target Company, pursuant to which the Company intends to subscribe or acquire a total of 2% of the total issued shares of the Target Company.

Date: 11 March 2026

Parties: (i) the Company; and
(ii) the Target Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, and save as aforesaid, the Target Company and their ultimate controlling shareholder(s) are Independent Third Parties.

Consideration

The consideration for the Proposed Share Acquisition will be based on the market valuation of the Target Company at USD150 million. The consideration of the Proposed Share Acquisition shall be USD3 million which shall be satisfied by the allotment and issue of new Consideration Shares upon Completion. The issue price of the Consideration Share shall be the lower of the following: the average closing price for the 20 consecutive trading days prior to the date of signing the MOU, or the average closing price for the 20 consecutive trading days prior to the date of signing the Formal Agreement.

Conditions precedent

The completion of the Proposed Share Acquisition is expected to be conditional upon, among other things, the following conditions precedent:

- (1) the Formal Agreement and other transaction documents have been executed in a form mutually acceptable to both Parties;
- (2) all relevant Parties to the transaction have obtained the necessary approvals required;
- (3) as at the Completion, the 2% shares of the Target Company which are intended to be subscribed or acquired by the Company are free from any legal defects or undisclosed third-party interests, and no events have occurred that would have a material adverse effect on the Target Company's ability to continue as a going concern or complete the Proposed Share Acquisition;
- (4) the Company has provided the Target Company with opinion regarding the legal compliance of the Proposed Share Acquisition;
- (5) other conditions precedent as stipulated under the Formal Agreement.

Due diligence review and the transaction timeline

Within 3 working days after the signing of the MOU, the Company shall commence due diligence review against the Target Company for a period not exceeding 10 working days. Upon the Company being satisfied with the results of the due diligence or the arrangements

for resolving corresponding issues, both Parties shall negotiate the terms of the Formal Agreement. It is expected that the Formal Agreement shall be signed on the date that is 20 working days after the signing of the MOU (if such date falls on a day that is not a working day in the PRC and Hong Kong, the date of signing shall be postponed accordingly). If due diligence results are not produced in a timely manner or any other reasons which cause any inconvenience to the transaction, both Parties may extend the date of signing the Formal Agreement. The Target Company also has the right to conduct due diligence review against the Company. Both parties shall cooperate reasonably for the due diligence exercise.

Validity period

The MOU shall be valid until 30 April 2026. If the Completion does not take place prior to such expiration date, both Parties shall negotiate in good faith to make adjustment to the terms of the Proposed Share Acquisition.

Non-legally binding effect

Save for certain clauses regarding, among others, confidentiality, effective period, costs and expenses and governing law, the MOU is not legally binding on the Company and the Target Company.

REASONS FOR THE PROPOSED SHARE ACQUISITION

The Company is an investment holding company, principally engaged in cross-border business and the provision of finance leasing and consultancy services.

The Target Company is mainly engaged in cross-border collection and local payment solutions, dedicated to providing customized financial solutions for its clients. It is rooted in emerging markets, with key service regions including the Philippines, Malaysia, Thailand, Indonesia, Latin America, and the Middle East, while also covering other countries.

The Company plans to expand its e-commerce products and diversify its business models to enhance the low-cost circulation of funds and provide convenient payment solutions for cross-border e-commerce businesses. The Target Company can offer cross-border e-commerce enterprises a one-stop cross-border payment solution, supporting multiple currencies and payment methods. Therefore, both Parties intend to jointly develop an e-wallet product, share transaction-related resources, and simultaneously conduct a share swap to solidify the foundation of mutual trust and collaboration, thereby building a long-term and stable strategic partnership.

The terms of the MOU were arrived at after arm's length negotiations among the Parties. The Directors consider that the terms of the MOU are fair and reasonable, on normal commercial terms and in the interest of the Company and its Shareholders as a whole. The Directors also consider that the Proposed Share Acquisition is beneficial to the long-term development of the Group and brings strong synergies to the core business of the Group.

No definitive agreement in relation to the Proposed Share Acquisition has been entered into by the Group as at the date of this announcement. The Board wishes to emphasise that the Proposed Share Acquisition may or may not proceed. If the Proposed Share Acquisition materializes, it may constitute a notifiable transaction on the part of the

Company under Chapter 14 of the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Share Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

“Board”	board of Directors
“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)
“Completion”	completion of the Proposed Share Acquisition
“Consideration Share”	the new Shares to be allotted and issued by the Company to the Target Company for the Proposed Share Acquisition pursuant to the Formal Agreement
“Directors”	directors of the Company
“Formal Agreement”	the legally binding formal agreement which may or may not be entered into in relation to the Proposed Share Acquisition
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who is (are) independent from the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the non-legally binding memorandum of understanding dated 11 March 2026 entered into between the Company and the Target Company settling out the preliminary understanding in relation to the Proposed Share Acquisition
“Party(ies)”	party(ies) to the MOU
“PRC”	People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region
“Proposed Share Acquisition”	the proposed acquisition of certain issued share capital of the Target Company as contemplated under the MOU

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the fully paid ordinary shares with a par value of HK\$0.005 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	PayCools Cayman Limited, an Exempted Company incorporated in the Cayman Island with limited liability
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“USD”	United States dollars, the lawful currency for the time being of the United States of America
“%”	per cent.

By order of the Board
Momentum Financial Holdings Limited
Cao Wenbo
Executive Director

Hong Kong, 11 March 2026

As at the date of this announcement, the Board comprises two executive Directors, Mr. Cao Wenbo and Mr. Li Zilun and three independent non-executive Directors, namely, Mr. Sin Ka Man, Ms. Liang Lina and Mr. Chen Yifan.