

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately.**

If you have sold or otherwise transferred, or you sell or otherwise transfer, your entire holding of ordinary shares in Fintech Asia Limited, please send this document, together with the accompanying documents, including the Form of Proxy, at once to the purchaser or transferee or the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares in Fintech Asia Limited, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

**Notice of 2022 Annual General Meeting**

**FINTECH ASIA LIMITED**

Martello Court, Admiral Park, St. Peter Port, Guernsey, GY1 3HB

**Registered in Guernsey with Company Number 69264**

**(Company)**

Notice is hereby given that an annual general meeting ("**AGM**") of the Company will be held at Martello Court, Admiral Park, St. Peter Port, Guernsey GY1 3HB on 24 October 2022 at 10.30 a.m. for the purpose of considering and if thought fit, passing the following resolutions all of which shall be proposed as ordinary resolutions:

**ORDINARY BUSINESS**

**ORDINARY RESOLUTIONS**

1. **THAT** the Company's unaudited accounts for the period from incorporation on 28 May 2021 to 30 June 2022 are adopted.

2. **THAT** the appointment of Crowe UK LLP to continue as auditor of the Company until the conclusion of the next AGM is approved and the directors are authorised to determine their remuneration.
3. **TO** re-elect Mr Oliver Fox as a Director, being eligible and offering himself for re-election, pursuant to Article 20.2 of the Company's articles of association ("**Articles**").
4. **TO** re-elect Mrs Nicola Walker as a Director, being eligible and offering herself for re-election, pursuant to Article 20.2 of the Company's Articles.
5. **TO** re-elect Mr Robert Shepherd as a Director, being eligible and offering himself for re-election, pursuant to Article 20.2 of the Company's Articles
6. **THAT** the board of directors of the Company (the "**Board**" or the "**Directors**", and each "**Director**") be authorised to determine the Directors' remuneration, which for each executive and non-executive Director, provided that no Director shall vote in relation to their own remuneration.

By order of the Board of Directors of **Fintech Asia Limited**

**Oliver Fox**

**Chief Executive Officer**

**Date: 06 October 2022**

## **EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING**

The notes on the following pages give an explanation of the proposed resolutions. All resolutions are proposed as ordinary resolutions. This means that each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

**Resolution 1** – The Company is required by its Articles to lay before the AGM, a copy of the unaudited accounts for the period from incorporation on 28 May 2021 until 30 June 2022.

**Resolution 2** – The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting and to determine the auditor's remuneration. This resolution concerns the re-appointment of Crowe UK LLP, recommended by the Directors), as auditors of the Company and the auditors remuneration.

**Resolutions 3, 4 and 5** – Any person so appointed by the Board shall hold office until the next AGM provided that such appointment must be confirmed by the members, at the next AGM. More information in relation to these Directors is available at the Company's website at <https://fintechasia ltd.com/the-board/>.

**Resolutions 6** – This resolution concerns the authority of the Board, to fix the remuneration of the Directors of the Company.

## **Notes to the notice of Annual General Meeting**

### **Right to attend and vote**

To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company by close of business on 20 October 2022 or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. Votes must be received by 10.30am on 20 October 2022.

### **Proxies Explanation**

1. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his rights to attend and to speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be shareholder of the Company.
2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's Registrar, Link Group at Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the email address: [emma.perriam@intertrustgroup.com](mailto:emma.perriam@intertrustgroup.com) at least 48 hours before the time of the AGM. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Registrars at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.

3. To allow effective constitution of the AGM, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

### **Corporate Representative Explanation**

A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

### **CREST members**

1. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM (and any adjournments thereof) by utilising the procedures described in the CREST manual (the "CREST Manual"). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf.
2. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrar, Link Group (ID RA10) by the latest time for receipt of proxy appointments specified in this notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
3. CREST members and, where applicable, their CREST sponsors or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service

**Total Voting Rights**

As at 5 October 2022 (being the last practicable date prior to the publication of this Notice), the Company's total issued share capital consisted of 19,760,000 ordinary shares of £0.50 each, carrying one vote per share. The Company does not hold any treasury shares.