

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Techfinancials, Inc., you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

TECHFINANCIALS, INC.

(Registered in the British Virgin Islands No. 1535269)

**Proposed cancellation of admission of Ordinary Shares to trading on AIM
Proposed primary listing of the Ordinary Shares on the NEX Growth Market;
and
The Adoption of New Articles of Association**

The Directors, whose names appear in this Document, accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of each of the Directors (who have all taken reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Grant Thornton UK LLP (“Grant Thornton”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company in relation to the matters referred to in this document. The responsibilities of Grant Thornton as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person. Persons receiving this document should note that Grant Thornton will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the arrangements described in this Document. Grant Thornton has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by it for the accuracy of any information or opinion contained in this document or for the omission of any information.

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 11 (inclusive) of this document and which contains, amongst other things, a recommendation that you vote in favour of the resolution to be proposed at the General Meeting.

A General Meeting of the Company (“GM”) is to be held on 10 January 2019 at 10:00 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG. The notice convening the GM is set out at the end of this letter and I am writing to give you more information about the resolution to be considered at the GM.

You will not receive a Form of Proxy or Form of Direction for the General Meeting in the post. Instead, please see the Notes of the Notice for instructions to enable you to vote electronically and how to register to do so, and Depositary Interest Holders will be able to vote in Crest. You will still be able to vote in person at the General Meeting, and may request a hard copy Proxy Form directly from the Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS ^{(1) (2)}

Announcement of proposed Cancellation	18 December 2019
Publication and posting of this document and instructions to enable you to vote electronically or in person	19 December 2019
Latest time and date for receipt of your vote Electronically in respect of the General Meeting	10.00 am on 7 January 2020
Latest time and date for receipt of completed Forms of Proxy in respect of the General Meeting	10.00 am on 8 January 2020
Time and date of the General Meeting	10.00 am on 10 January 2020
Expected last day of dealings in Ordinary Shares on AIM	17 January 2020
Expected time and date of Cancellation ⁽³⁾	7.00 am on 20 January 2020

Notes:

(1) All of the times referred to in this document and the General Meeting Notice refer to London time, unless otherwise stated.

(2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

(3) The Cancellation requires the approval of not less than 75% of the votes cast by Shareholders at the General Meeting.

DIRECTORS AND ADVISERS

Directors

Christopher Bell, Non Executive Chairman

Asaf Lahav, Group Chief Executive Officer, Director

Eitan Yanuv, Non Executive Director

Nominated Adviser

Grant Thornton UK LLP
30 Finsbury Square, London
EC2A 1AG
United Kingdom

NEX Corporate Adviser and AIM Broker

Peterhouse Capital Limited
3rd Floor, 80 Cheapside,
London, EC2V 6EE
United Kingdom

Legal advisers to company as to BVI law

**Harneys, Westwood &
Riegels LLP**
5 New Street Square
London EC4A 3BF
United Kingdom

Registrar

Link Asset Services
PXS 1, 34 Beckenham Road,
Beckenham, Kent, BR3 4TU
United Kingdom

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“**AIM**” means the AIM market operated by the London Stock Exchange;

“**AIM Rules**” or “**AIM Rules for Companies**” means the rules and guidance for companies whose shares are admitted to trading on AIM published by the London Stock Exchange, as amended from time to time;

“**Articles**” means the Company’s articles of association;

“**B2B**” means Business to Business;

“**B2C**” means Business to Consumers;

“**Business Day**” means a day (excluding Saturday, Sunday and public holidays in England and Wales) on which banks are generally open for business in London for the transaction of normal banking business;

“**Cancellation**” means the cancellation of admission of the Ordinary Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to passing of the Cancellation Resolution;

“**Cancellation Resolution**” means Resolution 1 to be proposed at the General Meeting;

“**Company**” or “**TechFinancials**” means TechFinancials, Inc., a company incorporated in British Virgin Islands;

“**CREST**” means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);

“**CREST Regulations**” means the Uncertificated Securities Regulations 2001 (SI2001/3755), as amended;

“**Current Articles**” means the articles of association of the Company as of the date of this Document;

“**Directors**” or “**Board**” means the directors of the Company, whose names are set out in this Document. The Board comprises the directors at any time or the directors present at a duly convened meeting at which a quorum is present or, as the case may be, the directors assembled as a committee of such Board;

“**Disclosure Guidance and Transparency Rules**” means the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of FSMA;

“**Document**” means this document, containing information about the Cancellation, the change of the current Articles and the General Meeting;

“**Form of Proxy**” means a hard copy Proxy Form to be used for vote in person at the General Meeting, a copy of which can be requested directly from the Registrars.

“**FSMA**” means the Financial Services and Markets Act 2000, as amended;

“**General Meeting**” means the General Meeting of the Company convened for 10.00 a.m. on 10 January 2020 and any adjournment thereof, notice of which is set out at Part II of this Document;

“**Grant Thornton**” means Grant Thornton UK LLP;

“**London Stock Exchange**” means London Stock Exchange plc;

“**MiFID II**” means the Market in Financial Instruments Directive 2014;

“**New Articles**” means the new articles of association of the Company to be adopted pursuant to Resolution 2 with such principal changes as summarized in Part II of this Document, a copy of which can be viewed at:

<https://group.techfinancials.com/constitutional-documents/>;

NEX” means the NEX Exchange Growth Market, a market for unlisted securities with a regulatory framework dedicated to the needs of smaller companies;

“**NEX Rules**” means the NEX Exchange Growth Market – Rules for issuers;

“**Notice of General Meeting**” or “**Notice**” means the notice of General Meeting which is set out in Part III of this Document;

“**Ordinary Shares**” means the ordinary shares in the capital of the Company of US\$0.0005 each and “**Ordinary Share**” means any one of them;

“**Peterhouse**” means Peterhouse Capital Limited

“**Registrars**” means Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom;

“**Regulatory Information Service**” has the meaning given to it in the AIM Rules for any of the services approved by the London Stock Exchange for the distribution of AIM announcements and included within the list maintained on the website of the London Stock Exchange;

“**Resolutions**” means the resolutions to be proposed at the General Meeting in the form set out in the Notice of General Meeting;

“**Shareholders**” mean holders of Ordinary Shares from time to time and “**Shareholder**” means any one of them; and

“**United Kingdom**” or “**UK**” means the United Kingdom of Great Britain and Northern Ireland.

PART I

LETTER FROM THE CHAIRMAN OF TECHFINANCIALS, INC.

To the Shareholders of TechFinancials, Inc. and, for information only to options holders.

Directors:

Christopher Bell (Chairman)
Asaf Lahav
Eitan Yanuv

Registered Office:

Craigmuir Chambers,
Road Town, Tortola
VG1110, British
Virgin Islands

18 December 2019

Dear Shareholder,

Proposed cancellation of admission of Ordinary Shares to trading on AIM and sole listing on the NEX Exchange Growth Market and Notice of General Meeting.

1. Introduction

As announced by the Company on 2 December 2019, the Directors have concluded that it is in the best interests of the Company and its Shareholders to cancel the admission of the Ordinary Shares to trading on AIM and remain listed only on NEX. In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange via its nominated advisor of the date of the proposed Cancellation of 20 January 2020.

The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out in Part III of this Document.

The Company is seeking Shareholders' approval for the Cancellation at the General Meeting, which has been convened for 10:00 a.m. on 10 January 2020 at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG. If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 20 January 2020.

The purpose of this Document is to seek Shareholders' approval for the Resolutions, to provide information on the background and reasons for Cancellation and to explain the consequences of the Cancellation, and provide reasons why the Directors unanimously consider the Cancellation, to be in the best interests of the Company and its Shareholders as a whole.

The Notice of the General Meeting is set out in Part III of this Document.

2. Background and reasons for Cancellation

As a result of the continuing regulatory challenges the Company's traditional trading business are facing, the Company has taken the decision to make substantial adjustments to its operating structure and cost base while seeking to develop its newer blockchain based businesses.

As part of these changes the Company has closed the operation of DragonFinancials Ltd. ("**DragonFinancials**") and is no longer operating any B2C activity.

The Company is continuing to support customers of its B2B division. However, this division of the Company has also seen declining revenues which will decline further as a resultant impact from losing the revenues of DragonFinancials, its major customer in the first half of 2019.

In light of its decision to close DragonFinancials and the decline in revenues in its traditional B2B business, the Board has undertaken a review of the benefits of being a quoted company on both AIM and NEX. Following this review, the Board considers that NEX is a more appropriate market given TechFinancials' currently reduced size and its focus on new business streams, as it prepares to move forward with the opportunities it has in the blockchain arena. The Board believes that NEX is a more appropriate market for blockchain companies with low revenues. A sole quotation on NEX would also result in a reduction in total costs of being a public company.

The considerable cost, management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM are, in the Directors' opinion, disproportionate to the benefits to the Company. It is estimated that Cancellation will reduce the Company's recurring administrative costs by £100,000 per annum, and these sums can be better allocated towards growing the business. Consequently, the Board has concluded that the Cancellation is in the best interests of the Company and its Shareholders as a whole.

Following the Cancellation, the Board believes that the Company will benefit from lower costs associated with being traded on NEX. It is therefore proposed to continue to be traded on the NEX, subject to the Shareholders' approval of the Cancellation.

3. Process for, and principal effects of, the Cancellation

Under the AIM Rules, the Company is required to give at least 20 clear Business Days' notice of Cancellation. Additionally, Cancellation will not take effect until at least 5 clear Business Days have passed following the passing of the Cancellation Resolution. If the Cancellation Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 17 January 2020 and that the Cancellation will take effect at 7.00 a.m. on 20 January 2020.

The principal effects of the Cancellation will be that:

- Shareholders will not be able to trade their shares on the AIM market. The shares will continue to be quoted and traded on NEX.; and
- AIM Rules which are applicable to companies whose shares are admitted to trading on AIM will no longer apply and will be replaced by the NEX regime.

It should be noted that both AIM and NEX are SME Growth Markets as defined in MiFID II and that the Company will continue to be subject to the laws and regulations that apply to SME Growth markets.

4. Transactions in the Ordinary Shares prior to and post the proposed Cancellation

a. Prior to Cancellation

Shareholders should note that they are able to trade in the Ordinary Shares on AIM and NEX prior to Cancellation.

b. Post Cancellation

Shareholders should note that they will be able to trade in the Ordinary Shares only on NEX after the Cancellation.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 17 January 2020 and that the effective date of the Cancellation will be 20 January 2020.

5. Strategy and Prospects

The Company will continue to focus and advance with a view to realising value from its investments in the blockchain ventures it is involved in - Footies Limited and Cedex Holdings Limited.

a. Footies

Footies Limited ("**Footies**") is a subsidiary incorporated in the UK in which TechFinancials has an interest of just over 75 per cent. It has been established to develop a digital ticketing and fan engagement solution for sports organizations and venues.

The Company's strategy is to increase Footies' value by closing sales contracts with its first customers.

Approximately a year from inception, the first version of the platform has become available for testing with potential clients. In the past three months, Footies has started approaching potential customers with a 'demo' product.

Footies has now received feedback from potential prospects and consequently will focus its product development on ticket control and integrating engagement. Footies initial sales efforts are focused on mid-size clubs and other types of venues in which knowing and caring for your customers through ticketing control and dedicated app is crucial for the business. The Company will provide Footies an additional credit line by way of a Convertible Loan of up to US\$225k and will provide further updates to the market in due course.

b. Cedex

The Company continues to hold an option to acquire 90 per cent. (the "**Option**") of Cedex Holdings Limited ("**Cedex**") at an aggregate exercise price of approximately £52,000. In the event that the Option is exercised, TechFinancials will hold 97.49% of Cedex' issued share capital (85.92% on a fully diluted basis).

The Company remains positive about its investment in Cedex and will take a decision as to how to maximise the value from its investment in Cedex in 2020, after its proposed Cancellation from AIM and sole listing on NEX and will provide further updates to the market in due course.

In the past year, Cedex has concentrated its business efforts on business development activities in order to create the eco-system for issuing advanced financial instruments based on diamonds as an underlying asset, such as ETP and futures contracts utilizing Cedex' proprietary technology, comprising the DEX algorithm, and the Cedex trading platform.

Cedex' vision is to transform diamonds into a new financial asset class. In parallel, Cedex' board will be looking for other opportunities to commercialise the Cedex technology. The Company will consider selling all or part of its interest in Cedex to a third party if it believes that to be in the best interests of the Company.

6. Process for Cancellation

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out in Part III of this Document contains a special resolution to approve the Cancellation.

Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes that the London Stock Exchange will cancel the admission of its shares to trading on AIM to notify its shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 Business Days prior to such date. In accordance with AIM Rule 41, the Company has, via its Nominated Adviser, notified the London Stock Exchange of the Company's intended date of Cancellation, subject to the Cancellation Resolution being passed at the General Meeting, to cancel the Company's admission of the Ordinary Shares to trading on AIM on 17 January 2020. Accordingly, if the Cancellation Resolution is passed the Cancellation will become effective at 7.00 a.m. on 20 January 2020. If the Cancellation becomes effective, Grant Thornton will cease to be nominated adviser of the Company and the Company will no longer be required to comply with the AIM Rules. Peterhouse will cease acting as the Company's broker for the purposes of the AIM Rules but will continue to be the Company's Corporate Adviser for the purposes of the NEX Rules.

7. General Meeting

The General Meeting will be held at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG at 10:00 a.m. on 10 January 2020.

The Directors are proposing two Resolutions at the General Meeting, each of which will be proposed as a special resolution requiring a majority of 75 per cent. of those voting in person or by proxy. Resolution 1, which is with respect to the Cancellation, is not conditional on any other Resolution.

In addition, the Directors are proposing an amendment to the Articles in order to reflect the delisting from the AIM. Resolution 2 is conditional on the approval of Resolution 1.

8. Action to be taken

You will find enclosed with this Document voting instructions for the General Meeting.

9. Recommendation

The Directors consider that the Cancellation is in the best interests of the Company and its Shareholders as a whole and therefore unanimously recommend that you vote in favour of the Resolutions at the General Meeting, as they intend to do so in respect of their own beneficial holdings, representing approximately 10.77% in aggregate of the issued share capital of the Company.

Yours faithfully,
Christopher Bell

PART II

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Directors are proposing that the following changes are made to the Company's Memorandum and Articles of Association. The proposed changes to the Memorandum and Articles of Association are the subject of Resolution 2, which is conditional on Shareholders passing Resolution 1 at the General Meeting, (approving the Cancellation).

- 1) "Admission Definition" – The "Admission" definition in Section 1 in the Amended and Restated Memorandum of Association of the Company shall be deleted in its entirety and will be replaced by the following definition:

*"**Admission**" means the admission to trading of the Shares on the NEX Exchange Growth Market;"*

- 2) "NEX Exchange" Definition – A new definition will be added to Section 1 in the Amended and Restated Memorandum of Association of the Company, as follows:

*"**Nex Exchange**" means NEX Exchange Growth Market, a market for unlisted securities with a regulatory framework dedicated to the needs of smaller companies;"*

- 3) Regulation 1.5 – Regulation 1.5 in the Amended and Restated Articles of Association of the Company shall be deleted in its entirety and will be replaced by Regulation 1.5, as follows:

*" With effect from Admission, unless and until disapplied by the Shareholders as set forth in regulation 1.6 below (the "**Disapplication**") and then only in accordance with the terms of the Disapplication, the following pre-emptive provisions will apply to any issue of Shares by the Company:*

- (a) *if the Company, at any time, authorises the issuance of any Shares, the Company shall, prior to such issuance, first offer to issue to each Shareholder a pro rata portion of such Shares, based on the number of Shares held by such Shareholders at the time of such issuance (a "**Pre-emptive Rights Shareholder**"), as compared to aggregate number of Shares then outstanding (the "**New Shares**");*
- (b) *in order to exercise their purchase rights hereunder, the Shareholders must, within fifteen (15) days or such longer period of time, if any approved by resolution of Directors (the "**Pre-emptive Acceptance Period**") after receipt of written notice from the Company describing in reasonable detail the Shares, the purchase price thereof and the payment terms, deliver a written notice to the Company describing their election hereunder, which shall specify the number of Shares such Shareholder will subscribe for. The Company shall give the Shareholders no less than twenty (20) days or such longer period of time, if any, approved by resolution of the Directors, notice of the closing of the issuance of such Shares;*
- (c) *all issuances of Shares pursuant to this Regulation 1.5 shall be consummated contemporaneously at the principal offices of the Company on the later of (i) a mutually satisfactory business day within their (30) days after the expiration of the Pre-emptive Acceptance Period, (ii) the fifth business day following the expiration or termination of all waiting periods, if any, required*

by applicable law, or (iii) at such other time and/or place as the Company and the Shareholders may agree. The delivery of certificates or other instruments evidencing such New Shares shall be made by the Company on such date against payment of the purchase price for such Shares together with all other documents which are necessary to effect such issuance; and (d) upon the expiration of the Pre-emptive Acceptance Period, the Company shall be entitled to issue such Shares which the Pre-emptive Rights Shareholders have elected not to subscribe for during the one hundred and twenty (120) days following such expiration on terms and conditions no more favourable to the purchasers thereof than those offered to the Pre-emptive Rights Shareholders. Any Shares issued by the Company to any Person after such one hundred and twenty (120) day period must be reoffered to the Pre-emptive Rights Shareholder pursuant to the terms of this Regulation 1.5."

- 4) Regulation 1.6 – Regulation 1.6 in the Amended and Restated Articles of Association of the Company shall be deleted in its entirety and will be replaced by Regulation 1.6, as follows:

"The Shareholders may authorize the Board, in advance and on an annual basis, to raise funds in an issue on a non-pre-emptive basis, by way of issuance of Shares representing up to 25% of the issued Shares of the Company (from time to time), and further provided, that the Company's general meeting may determine minimum terms and conditions (including price) for such issues, up to a 25% discount of the average mid-market price for the Shares of Company on the NEX Exchange over the 5 trading days prior to the execution of a definitive agreement pursuant to which the Company undertakes to issue shares of the Company."

- 5) Regulation 26(c)(iii) – Regulation 26(c)(iii) in the Amended and Restated Articles of Association of the Company shall be deleted in its entirety and will be replaced by Regulation 26(c)(iii), as follows:

"the transfer results from a sale made through a recognised investment exchange as defined in Cyprus Law or any other investment exchange on which the Company's Shares are normally traded including the NEX Exchange."

PART III

NOTICE OF GENERAL MEETING

TECHFINANCIALS, INC.

Notice is hereby given that a General Meeting of Techfinancials, Inc. will be held on 10 January 2020 at 10:00 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG to consider and, if thought fit, approve the resolutions set out below, which are proposed as special resolutions.

SPECIAL RESOLUTION

1. THAT, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange plc) of the ordinary shares of no par value in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.
2. THAT, subject to and conditional upon Resolution 1 being approved at the General Meeting and the cancellation of the admission of the Company to trading on AIM (the market of that name operated by the London Stock Exchange PLC) (“**Cancellation**”) becoming effective and remaining quoted on the NEX Exchange Growth Market as the sole market on which the Company's shares are traded, and pursuant to Part II contained of this document as submitted to the meeting, to approve the amendment of the Memorandum and Articles of Association with the proposed changes.

Registered Office:
Craigmuir Chambers, Road Town, Tortola
VG1110, British Virgin Islands

By Order of the Board

Asaf Lahav
CEO

18 December 2019

Notes for Shareholders

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company 48 hours before the General Meeting (i.e. by close of business on 8 January 2020) (or if the Meeting is adjourned, in the register of members of the Company 48 hours before the date and time of the adjourned meeting) (the “Meeting”) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

2. Registered members of the Company may vote at the Meeting (whether by show of hands or poll) in person or by proxy or corporate representative. A member may appoint one or more persons as his proxy to attend and vote at the Meeting on his behalf. A proxy need not be a member. Where more than one proxy is appointed the instrument of proxy must specify the number of shares each proxy is entitled to vote.

3. The appointment of a proxy will not affect the right of a member to attend and vote in person at the Meeting or adjourned meeting. A member that is a corporation may appoint a representative to attend and vote on its behalf at the Meeting by delivering evidence of such appointment to the Company's registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 10:00 am on 8 January 2020) or any adjourned meeting.

4. In order to be valid, the proxy appointment (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that authority) must be returned by one of the following methods, in each case so as to arrive no later than 10:00 am on 8 January 2020 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used:

a. in hard copy form by post, by courier or by hand to the company's registrars, Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;

b. via www.signalshares.com by logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC), (which can be found on your share certificate), family name and postcode (if resident in the UK).

Notes for Depositary Interest Holders

1. You will not receive a form of direction for the General Meeting in the post. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

2. In the case of Depositary Interest Holders, a form of direction may be requested and completed in order to instruct Link Market Services Trustees Limited, the Depositary, to vote on the holder's behalf at the Meeting by proxy or, if the Meeting is adjourned, at the adjourned meeting. Requests for a hard copy should be sent to Link Asset Services at PXS 1,34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).

3. To be effective, a valid forms of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later 10:00 am on 7 January 2020) or 72 hours before any adjourned Meeting.

4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

5. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

6. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email by using custodymgmt@linkgroup.co.uk by no later than 10:00 am on 7 January 2020.

All holders

1. The quorum for the General Meeting shall be two or more shareholders present in person or by proxy. If within two hours from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the next business day at the same time and place or to such other time and place as the Directors may determine, and if a quorum is not present at any such adjourned meeting, the meeting shall be dissolved.

2. As of 10 December 2019 the Company's total number of shares in issue is 84,980,979 ordinary shares of US\$0.0005 par value each carrying one vote each. Therefore the total voting rights in the Company as at that date are 84,980,979.

3. A copy of this notice and other information can be found at <https://group.techfinancials.com/financial-calendar/>