

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Part A of this Circular has been reviewed by TA Securities Holdings Berhad, being the Adviser to Fintec Global Berhad for the Proposed Share Capital Reduction (as defined herein).

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only conducted limited review on Part B of this Circular on the Proposed New Shareholders' Mandate (as defined herein).

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



[Registration No. 200701016619 (774628-U)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PART A

PROPOSED REDUCTION OF RM310,000,000 OF THE ISSUED SHARE CAPITAL OF FINTEC GLOBAL BERHAD ("FINTEC" OR THE "COMPANY") PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 ("PROPOSED SHARE CAPITAL REDUCTION")

PART B

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

ADVISER FOR PART A



AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD

[Registration No.: 197301001467 (14948-M)]

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of Fintec Global Berhad will be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on Wednesday, 26 March 2025 at 10.30 a.m., or at any adjournment thereof. The Notice of EGM and Proxy Form are enclosed in this Circular.

If you decide to appoint a proxy or proxies for the EGM, you must complete, sign and return the Proxy Form and deposit it at the office of the Poll Administrator, i.e. ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or email to ir@shareworks.com.my not less than 48 hours before the date and time indicated below or at any adjournment thereof. The completion and lodging of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently wish to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

Last day, date and time for lodging the Proxy Form	: Monday, 24 March 2025, 10.30 a.m.
Date and time of the EGM	: Wednesday, 26 March 2025 at 10.30 a.m.
Broadcast and meeting venue of the EGM	: Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan (online platform: https://rebrand.ly/FintecEGM)

This Circular is dated 21 February 2025

PART A

**LETTER TO THE COMPANY'S SHAREHOLDERS IN RELATION TO THE PROPOSED
SHARE CAPITAL REDUCTION**

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout Part A of this Circular and the accompanying appendix:

Act	:	Companies Act 2016 of Malaysia
Board	:	Board of Directors of Fintec
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to the shareholders of Fintec in relation to the Proposed Share Capital Reduction and Proposed New Shareholders' Mandate dated 21 February 2025
CMSA	:	Capital Markets and Services Act 2007 of Malaysia
Director(s)	:	A director has the meaning given in Section 2(1) of the CMSA, Section 2(1) of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of Fintec, its subsidiary or holding company
EGM	:	Extraordinary General Meeting
EPS	:	Earnings per share
ESOS	:	Employees' share option scheme of the Company which took effect on 25 March 2021 for a period of 5 years until 24 March 2026
ESOS Options	:	Options granted under the ESOS pursuant to the By-laws governing the ESOS that are exercisable into new Fintec Shares
Fintec or Company	:	Fintec Global Berhad
Fintec Group or Group	:	Fintec and its subsidiaries, collectively
Fintec Share(s) or Share(s)	:	Ordinary share(s) in Fintec
FYE	:	Financial year ended/ ending 30 June, as the case may be
ICPS	:	6,647,282 outstanding irredeemable convertible preference shares of the Company amounting to RM15,954,312 which will expire on 4 December 2027. Each ICPS holder is entitled to convert his/her ICPS into 1 new Share at the adjusted conversion price of RM3.30 in any of the following manners: <ul style="list-style-type: none">(i) by surrendering for cancellation 1.375 ICPS (which were issued at the adjusted issue price of RM2.40 each and thus collectively have an aggregate adjusted issue price equivalent to the adjusted conversion price of RM3.30); or(ii) by surrendering for cancellation 1 ICPS and paying RM0.90 in cash (being the difference between the adjusted issue price of the ICPS surrendered of RM2.40 and the adjusted conversion price of RM3.30)
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
LPD	:	23 January 2025, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (Cont'd)

Maximum Scenario	:	Assuming all outstanding ICPS are converted into new Shares prior to the implementation of the Proposed Share Capital Reduction
Minimum Scenario	:	Assuming none of the outstanding ICPS are converted into new Shares prior to the implementation of the Proposed Share Capital Reduction
NA	:	Net assets
Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature
Proposed Share Capital Reduction	:	Proposed reduction of RM310,000,000 of the issued share capital of Fintec pursuant to Section 117 of the Act
RM and sen	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
TA Securities or Adviser	:	TA Securities Holdings Berhad

All references to “**you**” in Part A of this Circular are references to shareholders of Fintec.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

Any reference in Part A of this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment of re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in Part A of this Circular is a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the figures included in Part A of this Circular between the amount stated, actual figures and the totals thereof are due to rounding.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY REPRESENTS ONLY A SUMMARY OF THE PERTINENT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION AS SET OUT IN PART A OF THIS CIRCULAR. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART A OF THIS CIRCULAR AND THE APPENDIX CONTAINED HEREIN IN ITS ENTIRETY FOR FURTHER DETAILS BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

Key information	Description	Reference to the Circular
Brief details of the Proposed Share Capital Reduction	The Proposed Share Capital Reduction entails the reduction of the issued share capital of Fintec pursuant to Section 117 of the Act via the cancellation of the Company's issued share capital of RM310,000,000 which will be used to set-off against the accumulated losses of the Company.	Section 2 of Part A of this Circular
Rationale	The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses. This is expected to enhance both the Company's and the Group's credibility with, among others, its bankers, customers, suppliers and investors.	Section 3 of Part A of this Circular
Approvals required and conditionality	The Proposed Share Capital Reduction is subject to the following approvals being obtained from: (i) shareholders of the Company at the forthcoming EGM; and (ii) any other relevant parties/ authorities, if required. The Proposed Share Capital Reduction is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.	Section 6 of Part A of this Circular
Interests of Directors, major shareholders, and/ or persons connected with them	None of the Directors, major shareholders and/ or persons connected with them has any interest, whether direct or indirect, in the Proposed Share Capital Reduction.	Section 7 of Part A of this Circular
Directors' statement and recommendation	The Board, after having considered all aspects of the Proposed Share Capital Reduction including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at the Company's forthcoming EGM.	Section 8 of Part A of this Circular



FINTEC GLOBAL BERHAD

FINTEC GLOBAL BERHAD
(Registration No. 200701016619 (774628-U))
(Incorporated in Malaysia)

Registered Office:
Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan
Brickfields
50470 Kuala Lumpur

21 February 2025

Board of Directors

Dato' Seri Abdul Azim Bin Mohd Zabidi (*Independent Non-Executive Chairman*)
Ong Tee Kein (*Senior Independent Non-Executive Director*)
Chew Shin Yong, Mark (*Independent Non-Executive Director*)
Ong Siew Min (*Independent Non-Executive Director*)
Tan Sik Eek (*Managing Director / Non-Independent Executive Director*)

To: Shareholders of Fintec Global Berhad

Dear Sir/ Madam,

PROPOSED SHARE CAPITAL REDUCTION

1. INTRODUCTION

On 24 January 2025, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Share Capital Reduction.

Further details of the Proposed Share Capital Reduction are set out in the ensuing sections of Part A of this Circular.

THE PURPOSE OF PART A OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART A OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

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2. DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction entails the reduction of the issued share capital of the Company via the cancellation of the issued share capital which is lost or unrepresented by available assets of RM310,000,000 pursuant to Section 117 of the Act. The corresponding credit of RM310,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company.

As at the LPD, the Company's issued share capital is RM406,885,152 comprising 204,943,622 Shares. The Company does not have any treasury shares as at the LPD. The Company has 6,647,282 outstanding ICPS amounting to RM15,954,312 as at the LPD.

The Company has an existing ESOS which took effect on 25 March 2021 for a period of 5 years until 24 March 2026. There are no outstanding ESOS Options granted but have not been exercised as at the LPD. The Company does not intend to grant any ESOS Options prior to the completion of the Proposed Share Capital Reduction.

For illustration purposes only, the pro forma effects of the Proposed Share Capital Reduction on the Company's as well as the Group's accumulated losses based on the latest audited consolidated financial statements of the Company for the FYE 2024 and the unaudited consolidated financial statements of the Group for the 3-month financial period ended 30 September 2024 are as follows:

	Audited as at 30 June 2024		Unaudited as at 30 September 2024	
	Company RM'000	Group RM'000	Company RM'000	Group RM'000
Accumulated losses	(310,259)	(183,571)	(310,904)	(190,730)
Add: Credit arising from the Proposed Share Capital Reduction	310,000	310,000	310,000	310,000
Less: Estimated expenses for the Proposed Share Capital Reduction	(170)	(170)	(170)	(170)
(Accumulated losses) / Resultant retained earnings	(429)	126,259	(1,074)	119,100

Subject to and subsequent to the approval of the Proposed Share Capital Reduction by the shareholders of Fintec at the forthcoming EGM, the Proposed Share Capital Reduction will be effective when the Registrar of Companies has recorded the information lodged in the appropriate register in accordance with Section 119 of the Act.

For avoidance of doubt, the Proposed Share Capital Reduction will not result in:

- (i) any adjustments to the reference price of the Shares;
- (ii) any changes in the total number of Shares in issue or the number of Shares held by the Company's shareholders;
- (iii) any payment to the Company's shareholders; and
- (iv) any cash outflow or change in the NA of the Group, save for the estimated expenses to be incurred in relation to the Proposed Share Capital Reduction which will be funded through the Group's internally-generated funds.

3. RATIONALE FOR THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses. The reduction of accumulated losses is expected to enhance the credibility of both the Company and the Group with, among others, its bankers, customers, suppliers and investors.

4. EFFECTS OF THE PROPOSED SHARE CAPITAL REDUCTION

4.1 Share capital

The pro forma effects of the Proposed Share Capital Reduction on the issued share capital of the Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	Share capital (RM)	No. of Shares	Share capital (RM)
Issued share capital as at the LPD (excluding treasury shares)	204,943,622	406,885,152	204,943,622	406,885,152
Assuming full conversion of the outstanding ICPS	-	-	⁽¹⁾ 6,647,282	21,936,031
	204,943,622	406,885,152	211,590,904	428,821,183
Reduction of issued share capital pursuant to the Proposed Share Capital Reduction	-	(310,000,000)	-	(310,000,000)
After the Proposed Share Capital Reduction	204,943,622	96,885,152	211,590,904	118,821,183

Note:

- (1) Assuming all outstanding 6,647,282 ICPS are fully converted into new Shares based on the adjusted conversion price of RM3.30 each, by surrendering 1 ICPS (which is issued at an adjusted issue price of RM2.40 each) with additional cash payment of RM0.90 for 1 new Share.

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4.2 NA and gearing

The pro forma effects of the Proposed Share Capital Reduction on the NA and gearing of the Group are as follows:

Minimum Scenario

	Audited as at 30 June 2024 (RM'000)	(I) (1)After subsequent event (RM'000)	(II) After (I) and the Proposed Share Capital Reduction (RM'000)
Share capital	405,033	406,885	(2)96,885
ICPS	16,432	15,954	15,954
Foreign exchange translation reserve	272	272	272
(Accumulated losses) / Retained Earnings	(183,571)	(183,644)	(3)126,186
Shareholders' funds / NA	238,166	239,467	239,297
Non-controlling interests	(3,328)	(3,328)	(3,328)
Total equity	234,838	236,139	235,969
No. of Shares in issue (excluding treasury shares) ('000)	197,878	204,944	204,944
NA per Fintec Share (RM)	1.20	1.17	1.17
Total borrowings (RM'000)	-	-	-
Gearing (times)	-	-	-

Notes:

(1) After accounting for the following:

- issuance of 144,800 new Shares pursuant to the conversion of ICPS at the adjusted conversion price of RM3.30 each, of which the details are summarised as follows:

Listing date	No. of ICPS exercised into new Shares	No. of new Shares issued
4 July 2024	23,100	16,800
1 October 2024	93,500	68,000
25 November 2024	82,500	60,000

- issuance of 5,301,000 new Shares pursuant to the exercise of ESOS Options at the exercise price of RM0.195 each, which were listed on 27 September 2024; and
 - issuance of 1,620,000 new Shares pursuant to the exercise of ESOS Options at the exercise price of RM0.165 each, which were listed on 23 January 2025.
- (2) After cancellation of RM310.00 million from the share capital of the Company to offset the accumulated losses pursuant to the Proposed Share Capital Reduction.
- (3) After setting off RM310.00 million from the accumulated losses of the Company due to cancellation of the Company's issued share capital and deducting estimated expenses of RM0.17 million for the Proposed Share Capital Reduction.

Maximum Scenario

	Audited as at 30 June 2024 (RM'000)	(I) (1)After subsequent event (RM'000)	(II) (2)After (I) and assuming full conversion of the outstanding of ICPS (RM'000)	(III) After (II) and the Proposed Share Capital Reduction (RM'000)
Share capital	405,033	406,885	428,821	⁽³⁾ 118,821
ICPS	16,432	15,954	-	-
Foreign exchange translation reserve	272	272	272	272
(Accumulated losses) / Retained Earnings	(183,571)	(183,644)	(183,644)	⁽⁴⁾ 126,186
Shareholders' equity/ NA	238,166	239,467	245,449	245,279
Non-controlling interests	(3,328)	(3,328)	(3,328)	(3,328)
Total equity	234,838	236,139	242,121	241,951
No. of Shares in issue (excluding treasury shares) ('000)	197,878	204,944	211,591	211,591
NA per Fintec Share (RM)	1.20	1.17	1.16	1.16
Total borrowings (RM'000)	-	-	-	-
Gearing (times)	-	-	-	-

Notes:

- (1) *After accounting for the following:*
- *issuance of 144,800 new Shares pursuant to the conversion of ICPS at the adjusted conversion price of RM3.30 each. Further details (including the listing dates and breakdown of the number of ICPS converted) are set out in Note (1) of the Minimum Scenario under Section 4.2, Part A of this Circular;*
 - *issuance of 5,301,000 new Shares pursuant to the exercise of ESOS Options at the exercise price of RM0.195 each, which were listed on 27 September 2024; and*
 - *issuance of 1,620,000 new Shares pursuant to the exercise of ESOS Options at the exercise price of RM0.165 each, which were listed on 23 January 2025.*
- (2) *Assuming all outstanding 6,647,282 ICPS are fully converted into new Shares based on the adjusted conversion price of RM3.30 each, by surrendering 1 ICPS (which is issued at an adjusted issue price of RM2.40 each) with additional cash payment of RM0.90 for 1 new Share.*
- (3) *After cancellation of RM310.00 million from the share capital of the Company to offset the accumulated losses pursuant to the Proposed Share Capital Reduction.*
- (4) *After setting off RM310.00 million from the accumulated losses of the Company due to cancellation of the Company's issued share capital and deducting estimated expenses of RM0.17 million for the Proposed Share Capital Reduction.*

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4.3 Earnings and EPS

The Proposed Share Capital Reduction will not have any material effect on the Group's earnings and EPS for the FYE 2025.

4.4 Substantial shareholders' shareholding

The Proposed Share Capital Reduction will not have any effect on the substantial shareholders' shareholdings in the Company.

4.5 Convertible securities

As at the LPD, save for the outstanding 6,647,282 ICPS, the Company does not have any outstanding convertible securities. There are no outstanding ESOS Options granted but have not been exercised as at the LPD. The Proposed Share Capital Reduction will not result in any adjustment to the conversion price and the number of outstanding ICPS.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted prices of Fintec Shares for the past 12 months are as follows:

	Highest (RM)	Lowest (RM)
<u>2024</u>		
February	0.010	0.005
March	0.010	0.005
April	0.010	0.005
May	0.240	0.005
June	0.280	0.190
July	0.255	0.205
August	0.215	0.160
September	0.215	0.180
October	0.200	0.170
November	0.185	0.160
December	0.195	0.170
<u>2025</u>		
January	0.185	0.160

The last transacted market price of the Shares on 23 January 2025 (being the last trading date prior to the announcement of the Proposed Share Capital Reduction) was RM0.180 per Share.

The last transacted market price of the Shares on the LPD was RM0.180 per Share.

(Source: Bloomberg)

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6. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Share Capital Reduction is subject to the following approvals being obtained from:

- (i) the shareholders of the Company at an EGM to be convened; and
- (ii) any other relevant parties / authorities, if required.

For the avoidance of doubt, the Proposed Share Capital Reduction is not subject to the approval of the High Court, pursuant to Section 117 of the Act.

The Proposed Share Capital Reduction is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders of the Company and/ or persons connected with them have any interest, whether direct or indirect, in the Proposed Share Capital Reduction.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Share Capital Reduction including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at the Company's forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposed Share Capital Reduction is expected to be completed by the 2nd quarter of 2025. The tentative timetable of events in relation to the Proposed Share Capital Reduction is set out below:

Tentative timeline	Events
26 March 2025	EGM
Mid May 2025	Lodgement of document with the Registrar of Companies for the Proposed Share Capital Reduction
End May 2025	Effective date of the Proposed Share Capital Reduction

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10. EGM

The EGM, the notice of which is enclosed in this Circular, will be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Share Capital Reduction.

Date and time of the EGM	:	Wednesday, 26 March 2025 at 10.30 a.m.
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If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Proxy Form via hardcopy in accordance with the instructions contained therein as soon as possible, so as to arrive at the office of the Poll Administrator, i.e. ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or email to ir@shareworks.com.my not less than 48 hours before the date and time for the EGM as indicated above or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently decide to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

11. FURTHER INFORMATION

You are advised to refer to the attached Appendix I of Part A of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
FINTEC GLOBAL BERHAD

TAN SIK EEK
Managing Director / Non-Independent Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved Part A of this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in Part A of this Circular. The Board confirms that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in Part A of this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Adviser for the Proposed Share Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in Part A of this Circular. TA Securities has confirmed that there is no conflict of interest which exists or is likely to exist in its capacity as the Adviser for the Proposed Share Capital Reduction.

3. MATERIAL CONTRACTS

Save as disclosed below, the Board confirmed that there are no material contracts (not being contracts entered into the ordinary course of business) which have been entered into by the Group within two years immediately preceding the LPD:

- (i) On 28 June 2024, Globetronics Manufacturing Sdn. Bhd. ("**Globetronics**") and Fintec Capital Sdn. Bhd. ("**FCSB**"), a wholly-owned subsidiary of the Company, had entered into a redeemable non-convertible preference shares subscription agreement ("**RNPS Subscription Agreement with Globetronics**") in which Globetronics has agreed to subscribe for 3,000,000 redeemable non-convertible preference shares in FCSB, for a total subscription price of RM3,000,000.00 and FCSB has agreed to issue and allot to Globetronics such redeemable non-convertible preference shares free from all security interest and encumbrance subject to the terms and conditions in the RNPS Subscription Agreement with Globetronics. As at the LPD, RNPS Subscription Agreement with Globetronics has been completed; and
- (ii) On 28 June 2024, ISO Technology Sdn. Bhd. ("**ISO**") and FCSB, had entered into a redeemable non-convertible preference shares subscription agreement ("**RNPS Subscription Agreement with ISO**") in which ISO has agreed to subscribe for 7,000,000 redeemable non-convertible preference shares, for a total subscription price of RM7,000,000.00 and FCSB has agreed to issue and allot to ISO such redeemable non-convertible preference shares free from all security interest and encumbrance subject to the terms and conditions in the RNPS Subscription Agreement with ISO. As at the LPD, the RNPS Subscription Agreement with ISO has been completed.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may materially and adversely affect the financial position or business of the Group and the Board is not aware of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Group.

FURTHER INFORMATION (Cont'd)

5. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**5.1 Material commitments**

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due and enforceable, may have a material impact on the financial position or financial performance of the Group.

5.2 Contingent liabilities

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Registered Office at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur during normal business hours from 9.00 a.m. to 6.00 p.m. Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) the Company's Constitution;
- (ii) the audited consolidated financial statements of the Company for the FYE 2023 and FYE 2024 as well as the latest unaudited financial results of the Group for the 3-month financial period ended 30 September 2024;
- (iii) the letter of consent and conflict of interest as referred to in **Section 2** above; and
- (iv) the material contracts as referred to in **Section 3** above.

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PART B

**LETTER TO THE COMPANY'S SHAREHOLDERS IN RELATION TO THE PROPOSED
NEW SHAREHOLDERS' MANDATE**

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout Part B of this Circular and the accompanying appendix:

ACE Market Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendment that may be made from time to time
Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
Board	:	Board of Directors of Fintec Global Berhad
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Director(s)	:	A director has the meaning given in Section 2(1) of the CMSA, Section 2(1) of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of Fintec, its subsidiary or holding company
EGM	:	Extraordinary General Meeting
Fintec or Company	:	Fintec Global Berhad [Registration No. 200701016619 (774628-U)]
Fintec Group or Group	:	Fintec and its subsidiary companies
Fintec Share(s) or Share(s)	:	Ordinary share(s) of Fintec
Interested Major Shareholder	:	Major Shareholder who is deemed to be a Related Party and is interested in the Proposed New Shareholders' Mandate
Interested Director	:	A Director who is deemed to be a Related Party and is interested in the Proposed New Shareholders' Mandate
Interested Person Connected	:	in relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:- (a) a family member of the Director or Major Shareholder; (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary; (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;

DEFINITIONS (Cont'd)

- (f) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (g) a body corporate which is a related corporation of the Director or Major Shareholder.

LPD : 23 January 2025, being the latest practicable date prior to the printing of this Circular

Major Shareholder : A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:-

- (a) 10% or more of the total number of voting shares in the company; or
- (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the company.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. It also includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder (as defined above) of the Company or any other company which is its subsidiary or holding company.

Mlabs : Mlabs Systems Berhad [Registration No. 200401014724 (653227-V)]

Mlabs Group : Mlabs and its subsidiary companies

NetX : NetX Holdings Berhad [Registration No. 200001030834 (533441-W)]

NetX Group : NetX and its subsidiary companies

Proposal or Proposed New Shareholders' Mandate : Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature

Recurrent Related Party Transaction or RRPT(s) : Recurrent related party transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations and in the ordinary course of business of the company or its subsidiaries

Related Party(ies) : A Director, Major Shareholder and/or persons connected with such Director or Major Shareholder

RM and sen : Ringgit Malaysia and sen respectively

Seacera : Seacera Group Berhad [Registration No. 198701005080 (163751-H)]

Seacera Group : Seacera and its subsidiary companies

All references to “**you**” in Part B of this Circular are references to shareholders of Fintec.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

DEFINITIONS (Cont'd)

Any reference in Part B of this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment or re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in Part B of this Circular is a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the figures included in Part B of this Circular between the amount stated, actual figures and the totals thereof are due to rounding.

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FINTEC

GLOBAL BERHAD

FINTEC GLOBAL BERHAD

[Registration No. 200701016619 (774628-U)]

(Incorporated in Malaysia)

Registered Office:

Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan
Brickfields
50470 Kuala Lumpur

21 February 2025

Board of Directors

Dato' Seri Abdul Azim Bin Mohd Zabidi (*Independent Non-Executive Chairman*)

Ong Tee Kein (*Senior Independent Non-Executive Director*)

Chew Shin Yong, Mark (*Independent Non-Executive Director*)

Ong Siew Min (*Independent Non-Executive Director*)

Tan Sik Eek (*Managing Director / Non-Independent Executive Director*)

To: Shareholders of Fintec Global Berhad

Dear Sir/ Madam,

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

On 10 February 2025, the Board announced that the Company proposes to seek the approval of its shareholders for the Proposed New Shareholders' Mandate at the forthcoming EGM, which will be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on Wednesday, 26 March 2025 at 10.30 a.m.

The purpose of Part B of this Circular is to provide you with relevant details of the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming EGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART B OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

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2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the ACE Market Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the ACE Market Listing Requirements, a listed corporation may seek a shareholders' mandate to enter into RRPT subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the ACE Market Listing Requirements;
- (iii) the listed corporation's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the Interested Directors, Interested Major Shareholders and Interested Person Connected must not vote on the resolution in respect of the related party transaction; and where it involves the interest of an Interested Person Connected, such Persons Connected must not vote on the resolution approving the transaction. An Interested Director or Interested Major Shareholder must also ensure that persons connected with him abstain from voting on the resolution approving the transaction; and
- (v) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in Part B of this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Transactions entered into between a listed corporation (or any of its wholly-owned subsidiary) and its wholly-owned subsidiary are excluded from the requirements of related party transactions of Chapter 10 of the ACE Market Listing Requirements.

Accordingly, the Board proposes to seek the shareholders' approval for the Proposed New Shareholders' Mandate. The Proposed New Shareholders' Mandate will allow Fintec Group, in the normal course of business, enter into the RRPT referred to in Section 2.3, Part B of this Circular with the Related Parties, provided that such transaction is made at arm's length, on Fintec Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and is not to the detriment of the minority shareholders of Fintec.

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2.2 Principal Activities of Fintec Group

The Company is principally engaged in the business of technology incubation, investment holding and manufacturing & sale of rubber gloves, whilst the principal activities of the subsidiaries as at the LPD are as follows:

Name of Companies	Place of Incorporation	Effective Equity Interest (%)	Principal Activities
Asiabio Capital Sdn. Bhd.	Malaysia	100	Investing and trading in quoted securities and related activities.
Asiabio Builders Sdn. Bhd.	Malaysia	100	Activities of holding companies, export and import of variety of goods without any particular specialisation n.e.c. and real estate activities with own or leased property n.e.c.
Artisan Semesta Sdn. Bhd.	Malaysia	100	Manufacturing and trading in agricultural and related products and supplying solar photovoltaic (PV) energy.
Fintec Capital Sdn. Bhd.	Malaysia	100	Engage in providing inter alia general loans, micro and corporate financing services and any other credit services in relation thereto.
Fintec Glove Sdn. Bhd.	Malaysia	100	Manufacturing and trading of personal protective healthcare equipment & rubber gloves machinery and leasing of rubber gloves machinery and ancillary equipment.
Fintec Ventures Sdn. Bhd.	Malaysia	100	Activities of holding companies, export and import of variety of goods without any particular specialisation n.e.c. and real estate activities with own or leased property n.e.c.
Gro Asia Agritechnology Sdn. Bhd.	Malaysia	100	Carrying out research, development, and commercialisation of agriculture and farming technologies.

Principal Activities of Fintec Group (Cont'd)

Name of Companies	Place of Incorporation	Effective Equity Interest (%)	Principal Activities
Hexa Bonanza Sdn. Bhd.	Malaysia	50	Contracting works for biomass technologies and manufacturing of peeled lumber using biomass.
Fintec Global Limited	British Virgin Islands	100	Investing and trading in quoted securities and related activities.
Fintec Global (HK) Limited ("Fintec Global")	Hong Kong	100	Investment and trading.
Subsidiary Company of Fintec Global:-			
Fintec North America LLC	United States of America	60	Medical glove business.
Gold Champagne (HK) Limited	Hong Kong	100	Distribution and trading

2.3 Information on Related Parties and Nature of Transactions

(i) Categories of RRPT(s)

The types of RRPT(s) to be covered by the Proposed New Shareholders' Mandate includes the following:

- (a) Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation including supply of software and hardware, provision of cloud storage and software and hardware maintenance and support services

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) by purchasing solutions on network infrastructure, security management, system design, system integration and installation including supply of software and hardware such as network switches, Wifi access points, network routers and networking monitoring & security solutions; provision of cloud storage and provision of software and hardware maintenance and support services from the Related Parties.

- (b) Provision of management services

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to provide share management services such as property management services, consultancy services or any shared services with the Related Parties.

- (c) Provision of advertising and design services, marketing and promotion events planning

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire advertisement placement and design, marketing and promotion events planning from the Related Parties.

- (d) Purchase of any kind of machinery and equipment

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to purchase any kind of machinery and equipment, including but not limited to, appliances and industrial machinery from the Related Parties.

- (e) Provision of building maintenance and construction, including sales of construction materials

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire building maintenance and construction services, including sales of construction materials from the Related Parties.

- (f) Provide all types of training for the staff and directors

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to provide all types of staff and director trainings from the Related Parties.

- (g) Provision of research and development of mobile applications and software platforms, including its related support & maintenance services

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire research and development of mobile applications and software platforms services from the Related Parties.

- (h) Purchase of household appliances, computer hardware, software and peripherals, including but not limited to multimedia video conferencing system and equipment

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire Information Technology support or maintenance services and sale of household appliances, computer hardware, software and peripherals, including but not limited to multimedia video conferencing system and equipment from the Related Parties.

- (i) Provision of Blockchain & Digital Assets Advisory Services, Fintech Technology Research & Development, High-Frequency & Quant Trading Solutions, Investment Managed Account Services and Software Application Development

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire the abovementioned products and/or services from the Related Parties.

- (j) Provision of Branding, Digital marketing, Online Media Portal, Offline Marketing, Business Event's Organiser and Seminar & Training Organiser

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire the abovementioned products and/or services from the Related Parties.

- (k) Provision of Information Technology support or maintenance services, Network Integration, Performance Optimisation, Data Center Build and Solution, Microsoft Solutions, Collaboration, Cybersecurity, and Cloud Computing & Co-Location

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to acquire the abovementioned products and/or services from the Related Parties. Collaborative solutions cover video and web conferencing, unified communication, and contact centre, infrastructures that enable employees to present, share, engage customers and collaborate in real-time anywhere, on any device.

- (l) Purchase of gloves and its related packaging products

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to purchase gloves and its related packaging products from the Related Parties.

- (m) Sales of Nitrile gloves

In the course of Fintec Group's business, it is anticipated that Fintec Group may enter into RRPT(s) to sell nitrile gloves to the Related Parties.

The inclusion of the abovementioned transactions in the Proposed New Shareholders' Mandate will facilitate such transactions by Fintec Group with the Related Parties that may arise in the normal course of operations of the Group in a more expeditious manner.

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(ii) Classes of Related Parties and Nature of RRPT(s)

The class and nature of transactions of the RRPT(s) to be entered by Fintec Group with the following transacting party are as follows:-

Proposed New Shareholders' Mandate

Related Party transacting with Fintec Group and its Principal Activities	Fintec Group - Transacting Party	Nature of Transaction with Fintec Group	Actual value transacted from the 1 st transaction to the LPD	Estimated aggregate value of transaction for the period from the LPD to forthcoming Eighteen (18 th) Annual General Meeting ("AGM")	Interested Director and Major Shareholders and nature of their relationship with Related Party
NetX Group – Investment holding, research and development of software, system design, integration and installation and provision of information technology services	Fintec Group	Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation including supply of software and hardware, provision of cloud storage, and software and hardware maintenance and support services by NetX Group Purchase of any kind of machinery and equipment, including but not limited to appliances and industrial machinery from NetX Group	RM6,930,792 ⁽ⁱ⁾	RM5,000,000	Fintec is a major shareholder of NetX with a shareholding of 20.68% as at LPD. Mr. Tan Sik Eek is the Managing Director of Fintec.
		Sales of Nitrile gloves to NetX Group	Nil	RM1,000,000	Mr Tan Sik Eek is also a shareholder of Fintec with a shareholding of 0.01%.
		Provision of management services such as property management services, legal services or any shared services to NetX Group	Nil	RM200,000	
		Provision of management services such as property management services, legal services or any shared services by NetX Group	RM8,850	RM200,000	Mr. Tan Sik Eek is also the Executive Director and shareholder of NetX with a direct shareholding of 4.27%.
		Provision of advertising and design services, marketing and promotion events planning by NetX Group	RM95,090	RM3,000,000	

(ii) Classes of Related Parties and Nature of RRPT(s) (Cont'd)

Proposed New Shareholders' Mandate

Related Party transacting with Fintec Group and its Principal Activities	Fintec Group -Transacting Party	Nature of Transaction with Fintec Group	Actual value transacted from the 1 st transaction to the LPD	Estimated aggregate value of transaction for the period from the LPD to forthcoming Eighteen (18 th) AGM	Interested Director and Major Shareholders and nature of their relationship with Related Party
Mlabs Group – Research and developments of mobile applications and software, trading of multimedia video conferencing system and equipment. e-commerce, kitchen appliances, food and beverage, event management, employment sourcing and training services, business management consultancy, trading of household appliances, computer hardware, software and peripherals and film production	Fintec Group	Provide all types of training for the staff and directors by Mlabs Group	RM21,194	RM500,000	Fintec is a shareholder of Mlabs with shareholding of 4.67% as at LPD. Mr. Tan Sik Eek is the Managing Director of Fintec. Mr Tan Sik Eek is also a shareholder of Fintec with a shareholding of 0.01%. Mr Tan Sik Eek is also the Executive Director and shareholder of Mlabs with a direct shareholding of 0.01%.
		Provision of management services such as property management services, legal services or any shared services to Mlabs Group	RM54,600	RM200,000	
		Provision of Branding, Digital marketing, Online Media Portal, Offline Marketing, Business Event's Organiser and Seminar & Training Organiser by Mlabs Group.	RM105,797	RM100,000	
		Purchase of household appliances, computer hardware, software and peripherals, including but not limited to multimedia video conferencing system and equipment by Mlabs Group	RM15,060	RM300,000	
		Sales of Nitrile gloves to Mlabs Group	Nil	RM1,000,000	
		Provision of research and development of mobile applications and software platforms, including its related support & maintenance services by Mlabs Group	RM1,284,594	RM5,000,000	
		Provision of Information Technology support or maintenance services, Network Integration, Performance Optimisation, Data Center Build and Solution, Microsoft Solutions, Collaboration, Cybersecurity, and Cloud Computing & Co-Location by Mlabs Group			

(ii) Classes of Related Parties and Nature of RRPT(s) (Cont'd)

Proposed New Shareholders' Mandate

Related Party transacting with Fintec Group and its Principal Activities	Fintec Group -Transacting Party	Nature of Transaction with Fintec Group	Actual value transacted from the 1 st transaction to the LPD	Estimated aggregate value of transaction for the period from the LPD to forthcoming Eighteen (18 th) AGM	Interested Director and Major Shareholders and nature of their relationship with Related Party
		Provision of Blockchain & Digital Assets Advisory Services, Fintech Technology Research & Development, High-Frequency & Quant Trading Solutions, Investment Managed Account Services and Software Application Development by Mlabs Group			
Seacera Group – Trading of building materials, personal protective equipment products and tiles, construction and property development activities	Fintec Group	Provision of building, plant & machinery maintenance and construction services, including sales of construction materials, plant & machinery by Seacera Group	Nil	RM5,000,000	Fintec is a major shareholder of Seacera with a shareholding of 24.65%. Dato' Seri Abdul Azim Bin Mohd Zabidi is the Independent Non-Executive Chairman of Fintec. He is also the Independent Non-Executive Chairman of Seacera.
		Purchase of gloves and its related packaging products from Seacera Group.	RM311,025	RM1,000,000	
		Sales of Nitrile gloves to Seacera Group	Nil	RM1,000,000	

Notes: (i) The value of transaction amounting to RM4,964,070 had been announced on 30 November 2021.

(ii) The aggregate percentage ratio of the abovementioned transactions from their respective 1st transaction to the LPD is less than 5%.

The above transactions are necessary for Fintec Group's day-to-day operations and are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detrimental of the minority shareholders of Fintec Group.

The basis of arriving at the estimated value as indicated above is based on value transacted during the financial year ended 30 June 2024 as well as latest available information relating to these transactions. The estimated value of these transactions may vary and be subjected to changes.

2.4 Amount Due and Owing to Fintec Group by Related Parties

As part of the Fintec Group's credit management practices, periodic reviews will be carried to ensure that all amounts owing by the Related Parties are paid within the credit period.

There were no amounts due to Fintec Group from the Related Parties pursuant to the RRPTs that exceeded the credit period.

2.5 Review Procedures for the RRPT(s)

The Group has established the following procedures to ensure that the RRPT(s) is undertaken on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) Ensure the transactions are conducted at arm's length basis and on normal commercial terms consistent with the Company's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.
- (ii) The Audit Committee will review all the RRPT(s). The Audit Committee shall have the right of access to information on the Related Parties and is entitled to the services of an independent adviser, if required, in the discharge of their duties.
- (iii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products or services and/or quantities.

In the event where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated third parties or where there are certain requirements for the Group to source from related parties, the transaction price will be based on prevailing market rates, business practices and policies, applicable industry norms and taking into consideration the urgency and efficiency of the quality and delivery of the products and/or services to be provided to ensure that the transaction is not detrimental to the Group. The Audit Committee, in its review of RRPT procedures, may, as it deems fit and appropriate, request additional information pertaining to the transaction from independent sources or advisers.

- (iv) All records pertaining to the RRPT(s) will be analysed and reviewed by the Management of the Group. The Management of the Group will report to the Audit Committee on the status of the RRPT(s) transacted on a quarterly basis.

- (v) The Board and the Audit Committee shall have overall responsibility for the determination of the procedures for reviewing all RRPT(s). Should Audit Committee be of the view that the guidelines and/or procedures stated in this section of Part B of this Circular are inadequate to ensure that (i) the RRPT(s) will be conducted at arm's length and on normal commercial terms and (ii) such transaction are not prejudicial to the interests of the minority shareholders, the Company will obtain a fresh shareholders' mandate based on new guidelines and procedures.
- (vi) Disclosure will be made in the Annual Report of the Company of the breakdown of the actual aggregate value of transactions conducted as required under Rule 3.1.5 of the Guidance Note 8 of the ACE Market Listing Requirements during the financial year. Disclosure will also be made in the Annual Reports for subsequent financial years during which the shareholders' mandate remains in force.
- (vii) Where any Director has an interest (direct or indirect) in any RRPT(s), such Director (or his alternate, where applicable) shall abstain from deliberation and voting on the matter.
- (viii) Where any member of the Audit Committee is interested in any transaction, that member shall abstain from deliberation and voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such transactions.

2.6 Threshold for Authority

All RRPT(s) are subject to the approval of the appropriate levels of authority as follows, subject to the provisions in the ACE Market Listing Requirements and/or the Act, where necessary:-

- (a) the RRPT which is below RM1.0 million in value or 1% of net assets of the latest audited consolidated financial statements (whichever is higher) for each transaction is subject to the approval of the Managing Director; or
- (b) the RRPT which is equal or in excess of RM1.0 million or 1% of net assets of the latest audited consolidated financial statements (whichever is higher) shall be reviewed and approved by the Audit Committee and the Board before the transaction is entered into.

In compliance with Rule 10.09(1)(a) of the ACE Market Listing Requirements, Fintec Group shall immediately announce a RRPT(s) where:

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more, or
- (ii) the percentage ratio of such RRPT(s) is 1% or more,

whichever is the higher.

2.7 Statement by the Audit Committee

The Audit Committee has reviewed the procedures set out in the Section 2.5 above and is of the view that the said procedures are sufficient to ensure that the RRPT(s) is conducted on arm's length basis, on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders. Any member of the Audit Committee who is interested in any RRPT(s) shall not be involved in the review of the RRPT(s).

The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The Audit Committee's review procedures will be conducted on a quarterly basis together with the review of quarterly results, or such frequency as the Audit Committee considers appropriate having regard to the value and the frequency of the RRPT(s).

2.8 Disclosure of RRPT(s)

Disclosure will be made in accordance with the Guidance Note 8 of the ACE Market Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year, including amongst others, the following information:

- (i) the types of RRPT(s) made; and
- (ii) the names of the Related Parties involved in each type of the RRPT(s) made and their relationships with Fintec Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed New Shareholders' Mandate has been obtained.

3. RATIONALE FOR THE PROPOSED NEW SHAREHOLDERS' MANDATE

The RRPT(s) envisaged under the Proposed New Shareholders' Mandate is in the ordinary course of business of Fintec Group. It is a recurring transaction of revenue or trading nature which is likely to occur with some degree of frequency and arise at any time and from time to time. The transaction may be constrained by the time-sensitive nature and confidentiality of such transaction, and it may be impractical to seek shareholders' approval on a case by case basis before entering into such RRPT(s). As such, the Board is seeking a shareholders' mandate pursuant to Rule 10.09 of the ACE Market Listing Requirements for the RRPT(s) described herein to allow the Group to enter into such recurrent transactions made on an arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the minority shareholders.

By obtaining the Proposed New Shareholders' Mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT(s) occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Related Parties who are involved in the RRPT(s) have long-standing relationship with Fintec Group and where applicable have proven their reliability. The RRPT(s) entered into by Fintec Group as detailed in Section 2.3, Part B of this Circular will meet Fintec Group's business needs at the best possible terms and in the best interest of Fintec Group.

4. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will have no effect on the issued and paid-up share capital and Substantial Shareholder's shareholdings of Fintec and it is also not expected to have any material effect on the net assets per share and earnings per share of the Fintec Group.

5. VALIDITY PERIOD FOR THE PROPOSED NEW SHAREHOLDERS' MANDATE

The authority to be conferred pursuant to the Proposed New Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution at the forthcoming EGM and shall continue to be in force until:

- a) the conclusion of the next AGM of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

Thereafter, shareholders' approval will be sought for the renewal of such mandate at each subsequent AGM subject to a satisfactory review by the Audit Committee of its continued application to RRPT(s).

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND PERSONS CONNECTED TO THEM

The direct and indirect interests of the Directors and Major Shareholders of Fintec as at the LPD are as follows:

Name	Nationality	Shareholdings			
		Direct	%	Indirect	%
Tan Sik Eek	Malaysian	22,222	0.011	-	-
Dato' Seri Abdul Azim Bin Mohd Zabidi	Malaysian	-	-	-	-

Note:

* Calculated based on 204,943,622 ordinary shares as at LPD.

Mr Tan Sik Eek, who is a Director and shareholder, is deemed interested in the Proposed New Shareholders' Mandate, has abstained and will abstain from Board deliberations and voting in respect of his direct and/or indirect shareholdings at the relevant Board meeting on the Proposed New Shareholders' Mandate, and will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution pertaining to the Proposed New Shareholders' Mandate at the EGM.

He has also undertaken to ensure that persons connected to him will abstain from voting on the resolution deliberating or approving the Proposed New Shareholders' Mandate at the forthcoming EGM.

Dato' Seri Abdul Azim Bin Mohd Zabidi, who is a Director, is deemed interested in the Proposed New Shareholders' Mandate, has abstained and will abstain from Board deliberations and voting in respect of his direct and/or indirect shareholdings at the relevant Board meeting on the Proposed New Shareholders' Mandate, and will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution pertaining to the Proposed New Shareholders' Mandate at the EGM.

He has also undertaken to ensure that persons connected to him will abstain from voting on the resolution deliberating or approving the Proposed New Shareholders' Mandate at the forthcoming EGM.

Save as disclosed in Part B of this Circular, none of the Directors and/or Major Shareholders of Fintec or persons connected to them has any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

The Board (save for Mr Tan Sik Eek and Dato' Seri Abdul Azim Bin Mohd Zabidi) having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of Fintec Group. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming EGM.

The interested directors have abstained from giving such recommendation.

8. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to approval being obtained from our shareholders at the forthcoming EGM.

9. EGM

The EGM, the notice of which is enclosed in this Circular, will be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed New Shareholders' Mandate.

Date and time of the EGM	:	Wednesday, 26 March 2025 at 10.30 a.m.
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If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Proxy Form via hardcopy in accordance with the instructions contained therein as soon as possible, so as to arrive at the office of the Poll Administrator, i.e. ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or email to ir@shareworks.com.my not less than 48 hours before the date and time for the EGM as indicated above or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently decide to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

10. FURTHER INFORMATION

You are advised to refer to the attached Appendix I of Part B of this Circular for further information.

Yours faithfully,
On behalf of the Board of Directors
FINTEC GLOBAL BERHAD

TAN SIK EEK
Managing Director / Non-Independent Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved Part B of this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in Part B of this Circular. The Board confirms that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in Part B of this Circular false or misleading.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may materially and adversely affect the financial position or business of the Group and the Board is not aware of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Group.

3. MATERIAL CONTRACTS

Save as disclosed below, the Board confirmed that there are no material contracts (not being contracts entered into the ordinary course of business) which have been entered into by the Group within two years immediately preceding the LPD:

- (i) On 28 June 2024, Globetronics Manufacturing Sdn. Bhd. ("**Globetronics**") and Fintec Capital Sdn. Bhd. ("**FCSB**"), a wholly-owned subsidiary of the Company, had entered into a redeemable non-convertible preference shares subscription agreement ("**RNPS Subscription Agreement with Globetronics**") in which Globetronics has agreed to subscribe for 3,000,000 redeemable non-convertible preference shares in FCSB, for a total subscription price of RM3,000,000.00 and FCSB has agreed to issue and allot to Globetronics such redeemable non-convertible preference shares free from all security interest and encumbrance subject to the terms and conditions in the RNPS Subscription Agreement with Globetronics. As at the LPD, RNPS Subscription Agreement with Globetronics has been completed; and
- (ii) On 28 June 2024, ISO Technology Sdn. Bhd. ("**ISO**") and FCSB, had entered into a redeemable non-convertible preference shares subscription agreement ("**RNPS Subscription Agreement with ISO**") in which ISO has agreed to subscribe for 7,000,000 redeemable non-convertible preference shares, for a total subscription price of RM7,000,000.00 and FCSB has agreed to issue and allot to ISO such redeemable non-convertible preference shares free from all security interest and encumbrance subject to the terms and conditions in the RNPS Subscription Agreement with ISO. As at the LPD, the RNPS Subscription Agreement with ISO has been completed.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due and enforceable, may have a material impact on the financial position or financial performance of the Group.

4.2 Contingent liabilities

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

FURTHER INFORMATION (Cont'd)

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Registered Office at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur during normal business hours from 9.00 a.m. to 6.00 p.m. Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) the Company's Constitution;
- (ii) the audited consolidated financial statements of the Company for the FYE 2023 and FYE 2024 as well as the latest unaudited financial results of the Group for the 3-month financial period ended 30 September 2024; and
- (iii) the material contracts referred to in Section 3 above.

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FINTEC

GLOBAL BERHAD

FINTEC GLOBAL BERHAD
[Registration No. 200701016619 (774628-U)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Fintec Global Berhad (“**Fintec**” or the “**Company**”) will be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on Wednesday, 26 March 2025 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF RM310,000,000 OF THE ISSUED SHARE CAPITAL OF FINTEC GLOBAL BERHAD PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT**, subject to the approvals of all relevant regulatory authorities and/or parties being obtained where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of the Company which is lost or unrepresented by available assets of RM310,000,000 pursuant to Section 117 of the Companies Act 2016. The corresponding credit of RM310,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction.”

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT**, subject always to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions as specified in Part B, Section 2.3 of the Circular to Shareholders dated 21 February 2025, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on arm’s length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

- (b) the expiration of the period within which the next AGM after that date is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

BY ORDER OF THE BOARD

NG SALLY (MAICSA 7060343 / SSM PC NO. 202008002702)
GOH XIN YEE (MAICSA 7077870 / SSM PC NO. 202008000375)

Company Secretaries

Kuala Lumpur

Date: 21 February 2025

Notes:

1. Please refer to the Administrative Notes for the procedures to register and participate in the hybrid meeting.
2. The Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 19 March 2025. Only depositor whose name appears on the Record of Depositors as at 19 March 2025 shall be entitled to attend, participate, speak and vote at this meeting.
3. Each member entitled to attend and vote in person may appoint not more than two (2) proxies to attend, speak and vote in its stead but his attendance shall automatically revoke the proxy's authority.
4. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy. Where a Member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of such Securities Account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
8. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting, i.e. before 10.30 a.m., Monday, 24 March 2025, or at any adjourned thereof.



FINTEC

GLOBAL BERHAD

FINTEC GLOBAL BERHAD

[Registration No. 200701016619 (774628-U)]
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.																				
No. of shares held																				

I/We _____
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Registration No./ Passport No. _____)

of _____
(FULL ADDRESS)

(Contact No. _____ and Email Address _____)

being a member/members of **FINTEC GLOBAL BERHAD** ("**Company**"), hereby appoint

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		
Contact No.	Email Address	

and/ or failing him/ her

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		
Contact No.	Email Address	

or failing him/ her*, the CHAIRMAN OF THE MEETING as my/ our* proxy to vote for me/ us* on my/ our* behalf at the Extraordinary General Meeting of the Company to be conducted on a hybrid mode at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and virtually through live streaming and online remote participation and voting facilities operated by InsHub Sdn. Bhd. via <https://rebrand.ly/FintecEGM> on Wednesday, 26 March 2025, at 10.30 a.m. or at any adjournment thereof.

My / our proxy is to vote as indicated below:

Resolutions		For	Against
Special Resolution	Proposed Share Capital Reduction		
Ordinary Resolution	Proposed New Shareholders' Mandate		

Please indicate with "X" in the appropriate space how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on the resolutions, the proxy shall vote as he thinks fit or, at his discretion, abstain from voting.

Dated this _____ day of _____ 2025.

*Signature of Member(s) / Common Seal of Shareholder

* Delete if not applicable

Notes:

1. Please refer to the Administrative Notes for the procedures to register and participate in the hybrid meeting.
2. The Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 19 March 2025. Only depositor whose name appears on the Record of Depositors as at 19 March 2025 shall be entitled to attend, participate, speak and vote at this meeting.
3. Each member entitled to attend and vote in person may appoint not more than two (2) proxies to attend, speak and vote in its stead but his attendance shall automatically revoke the proxy's authority.
4. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy. Where a Member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of such Securities Account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
8. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting, i.e. before 10.30 a.m., Monday, 24 March 2025, or at any adjourned thereof.

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THE POLL ADMINISTRATOR OF
FINTEC GLOBAL BERHAD
[Registration No. 200701016619 (774628-U)]

c/o SHAREWORKS SDN. BHD.
2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

AFFIX
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