THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser, or any other person authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities or if you are not in the United Kingdom, you should immediately consult another appropriately authorised independent professional adviser.

This Document comprises a prospectus relating to Bowen Fintech Plc ("**Company**") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("**FCA**") made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

The Directors and the Proposed Directors, whose names and functions appear on page 36 of this Document, and the Company, with its registered office located at 71-75 Shelton Street, Covent Garden, London WC2H 9JQ, United Kingdom, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors, the Proposed Directors and the Company, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import. Certain information in relation to the Enlarged Group and the Concert Party has been incorporated by reference into this Document. You should refer to the part of this Document headed "Relevant Documentation and Incorporation by Reference".

This prospectus has been approved by the FCA, as competent authority under Regulation (EU) 2017/1129 as it forms part of retained direct EU legislation (as defined in the European Union (Withdrawal) Act 2018, as amended) ("**UK Prospectus Regulation**"). The FCA only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the issuer that is, or of the quality of the securities that are, the subject of this Document. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.

If you sell or have sold or otherwise transferred all of your existing ordinary shares of £0.01 each in the capital of the Company ("**Existing Ordinary Shares**"), please send this Document, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer is/was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred part only of your holding of Existing Ordinary Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Admission to the Official List of the Existing Ordinary Shares and to trading on the London Stock Exchange's Main Market for listed securities was suspended on 22 December 2023 pending the announcement by the Company (which was released shortly thereafter) that it had entered into a non-legally binding memorandum of understanding to acquire 93.49 of the issued share capital of Minnadeooyasan-Hanbai Co. Ltd., which constitutes a Reverse Takeover under the UK Listing Rules ("**UKLR**"). In accordance with the UK Listing Rules Instrument 2024 (FCA 2024/23), with effect from 29 July 2024, the Listing Rules will be replaced by the UKLR under which companies with a Standard Listing or in-flight applicants (as defined in UKLR TP 1.1R) will be mapped to the Equity Shares (transition) category or be treated as an applicant for listing in Equity Shares (transition) category unless they are eligible for admission to a different category under the UKLR. It is expected that in accordance with the UKLR the FCA will cancel the existing listing in the Existing Ordinary Shares immediately before 8.00 a.m. on 19 August 2024. Applications will be made to the FCA for the readmission of the Existing Ordinary Shares and for the admission of the new Ordinary Shares of £0.01 each in the capital of the Company issued pursuant to the Acquisition ("**Consideration Shares**") to the Equity Shares (transition) category of the Official List under Chapter 22 of the UKLR and to trading on the Main Market for listed securities of London Stock Exchange Group Plc ("**London Stock Exchange**") (together, "**Admission**"). It is expected that Admission will become effective, and that unconditional dealings in the Existing Ordinary Shares and the Consideration Shares will commence, at 8.00 a.m. on 19 August 2024 (or such later date as may be agreed by the Company and Cairn Financial Advisers LLP, being not later than 5.00 p.m. on 30 September 2024) (whereupon an announcement will be made by the Company to a Regulatory Information Service). Please see the section of this Document headed "Consequences of a Listing in the Equity Shares (transition) category" on pages 30 to 31 for further information in relation to the listing categories of the Ordinary Shares on the Official List currently anticipated by the Directors.

BOWEN FINTECH PLC

(to be renamed MOH Nippon Plc)

(Incorporated in England and Wales under company number 13349097 *with Legal Entity Identifier 213800LD3K77KC1EVD56)*

Acquisition of 97.41 per cent. of the issued share capital of Minnadeooyasan-Hanbai Co. Ltd

Issue of 229,779,093 Consideration Shares

Notice of General Meeting and approval of waiver of obligations under Rule 9 of The Takeover Code

and

Admission of the Enlarged Issued Share Capital to the Equity Shares (transition) category of the Official List under Chapter 22 of the UKLR and to trading on the London Stock Exchange's Main Market for listed securities

Financial Adviser

Cairn Financial Advisers LLP

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS DRAWN TO THE LETTER FROM THE CHAIRMAN OF THE COMPANY WHICH IS SET OUT IN "PART I – LETTER FROM THE CHAIRMAN OF THE COMPANY". YOU SHOULD READ THE WHOLE OF THIS DOCUMENT AND ANY DOCUMENTS INCORPORATED HEREIN BY REFERENCE. SHAREHOLDERS AND ANY OTHER PERSON CONTEMPLATING THE ACQUISITION OF NEW ORDINARY SHARES SHOULD REFER TO THE SECTION OF THIS DOCUMENT ENTITLED "RISK FACTORS" BEGINNING ON PAGE 11 OF THIS DOCUMENT FOR A DESCRIPTION OF CERTAIN IMPORTANT FACTORS, RISKS AND UNCERTAINTIES THAT MAY AFFECT THE ENLARGED GROUP'S BUSINESS AND THE ORDINARY SHARES AND WHICH SHOULD BE TAKEN INTO ACCOUNT WHEN CONSIDERING WHETHER OR NOT TO ACQUIRE ANY SHARES. THE INFORMATION IN THIS DOCUMENT HAS SOLELY BEEN PREPARED FOR THE PURPOSES OF ADMISSION AND IS NOT INTENDED TO BE RELIED UPON BY ANY SUBSEQUENT PURCHASERS OF ORDINARY SHARES AND ACCORDINGLY NO DUTY OF CARE IS ACCEPTED IN RELATION TO THEM.

A notice convening the General Meeting to be held at the offices of Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA on 16 August 2024 at 11.00 a.m. is set out at the end of this Document. A Form of Proxy for use in connection with the General Meeting is enclosed with this Document. Whether or not you intend to attend the General Meeting in person, you are asked to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it so as to be received by Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, as soon as possible, and in any event, by no later than 11.00 a.m. on 14 August 2024. You may also submit your proxy electronically by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions using the user name and access code which are located on the top of the Form of Proxy. If you hold Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Share Registrars (CREST participant ID 7RA36), so that it is received by no later than 11.00 a.m. on 14 August 2024. The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you wish to do so and are so entitled.

No statement in this Document, or incorporated by reference into this Document, is intended as a profit forecast or profit estimate for any period and no statement in this Document, or incorporated by reference into this Document, should be interpreted to mean that the earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for the Company.

Investors should only rely on the information contained in this Document and contained in the relevant sections of any documents incorporated into this Document by reference. No person has been authorised to give any information or make any representations other than those contained in this Document and the relevant sections of any document incorporated by reference and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Board or Cairn Financial Advisers LLP. The Company will comply with its obligation to publish supplementary prospectuses containing further updated information required by law or by any regulatory authority but assumes no further obligation to publish additional information.

Cairn Financial Advisers LLP, which is authorised and regulated in the United Kingdom by the FCA in the conduct of investment business, is acting as financial adviser exclusively for the Company and is not acting for any other person (including any recipient of this Document) in connection with the Admission and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cairn Financial Advisers LLP or for providing advice in relation to the contents of this Document or any transaction, matter or arrangement referred to in it.

Cairn Financial Advisers LLP is not making any representation, express or implied, as to the contents of this Document, for which the Company, the Directors and the Proposed Directors are solely responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by Cairn Financial Advisers LLP for the accuracy of any information or opinions contained in this Document or for any omission of information, for which the Company, the Directors and the Proposed Directors are solely responsible. The information contained in this Document has been prepared solely for the purpose of Admission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them. Cairn Financial Advisers LLP does not seek to limit or exclude its responsibilities and liabilities which may arise under FSMA or the regulatory regime established thereunder.

The Consideration Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the Ordinary Share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

This Document does not constitute an offer to sell, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada, or the Republic of South Africa.

Except pursuant to an exemption from, or in a transaction that is not subject to the registration requirements of the Securities Act, the Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, and this Document may not be distributed by any means including electronic transmission within, into, in or from the United States (or to or for the account or benefit of persons in the United States), Australia, the Republic of South Africa, Canada, or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. There will be no public offer in the United States.

The distribution of this Document in or into jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document has been prepared to comply with requirements of English law, the UKLR, the Prospectus Regulation Rules and the rules of the London Stock Exchange and information disclosed may not be the same as that which would have been disclosed if this Document had been prepared in accordance with the laws of jurisdictions outside England.

None of the Ordinary Shares have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merit of the offer of the Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

Applications will be made for the Existing Ordinary Shares to be readmitted and for the Consideration Shares to be admitted to the Equity Shares (transition) category of the Official List under Chapter 22 of the UKLR. A listing in the Equity Shares (transition) category will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with a listing in the Equity Shares (commercial companies) category on the Official List, which are subject to additional obligations under the UKLR.

This prospectus is dated 31 July 2024.

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SUMMARY

Section A - Introduction and Warnings

THIS SUMMARY HAS BEEN PREPARED IN ACCORDANCE WITH ARTICLE 7 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF RETAINED DIRECT EU LEGISLATION AS DEFINED IN THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED ("UK PROSPECTUS REGULATION") AND SHOULD BE READ AS AN INTRODUCTION TO THE PROSPECTUS. ANY DECISION TO INVEST IN THE SECURITIES SHOULD BE BASED ON CONSIDERATION OF THE PROSPECTUS AS A WHOLE BY THE INVESTOR. AN INVESTOR ACQUIRING ORDINARY SHARES MAY LOSE ALL OR PART OF THEIR INVESTED CAPITAL.

Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or where it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

Name of Securities	Ordinary Shares
International Securities Identification Number (ISIN)	GB00BMYX7295
Issuer Name	The legal and commercial name of the issuer is Bowen Fintech Plc.
Issuer Contact Details	Bowen Fintech Plc. 71-75 Shelton Street, Covent Garden, London WC2H 9JQ, United Kingdom. Bowen Fintech Plc's telephone number is +44 (0)204 582 3500.
Issuer LEI	*213800LD3K77KC1EVD56*
Competent Authority and contact details	This prospectus has been approved by the FCA, as competent authority under the UK Prospectus Regulation, with its head office at 12 Endeavour Square, London E20 1JN and telephone number being +44 (0)20 7066 1000, in accordance with the UK Prospectus Regulation. The FCA only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer that is, or of the quality of the securities that are, the subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.
Date of approval of prospectus	31 July 2024

Section B – Key Information on the Issuer

Who is the issuer of the securities?

Domicile and legal form	Bowen Fintech Plc (the "**Company**") was incorporated as a public limited company on 21 April 2021 with registration number 13349097 with its registered office situated in England and Wales. The Company operates under the Companies Act 2006 (the "**Act**"). The Company is domiciled in the United Kingdom and is subject to The City Code on Takeovers and Mergers.
LEI	*213800LD3K77KC1EVD56*
Country of incorporation	England and Wales
Jurisdiction of incorporation and operation	English law
Principal activities	As at the date of this prospectus, the Company does not have any operations or principal activities, no products are sold nor are any services performed by the Company. The Company does not operate or compete in any specific market and the Company has no subsidiaries. The Company was set up to pursue opportunities to acquire businesses in the technology innovations market with a primary focus on companies that are relevant to the financial services sector. The first acquisition which the Company is undertaking is 97.41 per cent., of the issued share capital of Minnadeooyasan-Hanbai Co. Ltd ("**MOH**") by way of a reverse takeover pursuant to UKLR 13.4 (to the extent applicable) (the "**Acquisition**"). MOH is an established and profitable crowdfunding services platform in Japan and solution provider for local investors seeking returns from investment into real estate. MOH was founded in August 1998 by Mr Kenichi Yanase and was originally involved in investing and managing smaller commercial and residential units in Japan. In 2007, MOH commenced crowdfunding services for real estate development projects purchased, held and managed by a related entity, Toshi-Souken Invest Fund Inc. ("**TSIF**"). Both TSIF and MOH are owned by Kyosei Bank Co., Ltd ("**KBC**"), an entity which is in turn wholly owned by Mr Kenichi Yanase. In relation to its crowdfunding activities, MOH itself does not receive or manage any investor funds but acts as a crowdfunding services provider. MOH has its head office in Tokyo and is regulated in Japan under the Act on Specified Joint Real Estate Ventures (1994) ("**FTK Act**"). MOH may also co-manage the development of real estate projects and has more recently started to invest directly (through land purchase and development activities) into technology-driven commercial projects, such as cold-chain logistics facilities which will then also be sold on to TSIF. Following completion of the Acquisition, the directors of the Company (the "**Board**" **or** "**Directors**") intend to adopt a strategy to continue to grow and develop the existing operations of MOH, increasing its client base and developing its cold-chain logistics business internationally using the Board's network, with a view to generating value for its shareholders. This strategy may involve additional complementary acquisitions of other businesses in the same or related sectors alongside organic growth.

Major shareholders

Major shareholders (3 per cent. or more) of the Company before and immediately following Admission are set out below:

Name	*Existing Ordinary Shares held immediately prior to Admission*	*Percentage of Existing Ordinary Shares held immediately prior to Admission (%)*	*Ordinary Shares held on Admission*	*Percentage of enlarged share capital on Admission*
Cornerstone Financial Holdings Ltd	16,500,000	30.00%	16,500,000	5.79%
Mr Liang Tong	14,000,000	25.45%	14,000,000	4.92%
Ms Yanan Wu	13,950,000	25.36%	13,950,000	4.90%
KBC*	–	–	229,779,093	80.69%

*Note 1: KBC is wholly owned by Mr Kenichi Yanase.

Controlling shareholder, if any

At the date of Admission, Mr Kenichi Yanase, through his wholly owned company KBC will be the largest shareholder of the Company. Mr Kenichi Yanase, through KBC will control the exercise of voting rights in respect of approximately 80.69 per cent. of the issued share capital of the Company as it will be on Admission.

Key managing directors

On Admission the key managing directors will be:

Mr Hoken Yanase (*Chief Executive Officer*)

Mr Hiromitsu Sakai *(Chief Operating Officer)*

Mr Frankie Leung (*Chief Financial Officer*)

Statutory Auditors

The statutory auditors of the Company are RPG Crouch Chapman LLP with registered office at 40 Gracechurch Street, London EC3V 0BT

What is the key financial information regarding the issuer?

Key financial information for the Enlarged Group is set out below.

Company and MOH – Summary income statements

Company

Statements of comprehensive income	*Period ended 30 April 2022 (£'000) Audited*	*Year ended 30 April 2023 (£'000) Audited*	*6 months ended 31 October 2023 (£'000) Unaudited*
Administrative expenses	(65)	(160)	(45)
Share based payments charge	–	(88)	–
Operating loss	(65)	(248)	(45)
Taxation	–	–	–
Loss after tax	(65)	(248)	(45)
Total comprehensive loss for the period	(65)	(248)	(45)

MOH

Statements of comprehensive income	*Year ended 31 March 2021 (M'JPY) Audited*	*Year ended 31 March 2022 (M'JPY) Audited*	*Year ended 31 March 2023 (M'JPY) Audited*	*6 months ended 30 September 2022 (M'JPY) Unaudited*	*6 months ended 30 September 2023 (M'JPY) Unaudited*
Revenue	2,777	4,827	5,587	2,532	4,930
Operating profit	131	1,615	731	445	2,156
Income tax	1	605	196	156	664
Profit for the period and total comprehensive profit for the period attributable to the equity owners	130	1,010	535	289	1,492

Company and MOH – Summary balance sheets

Company

Statements of financial position of the Company	*At 30 April 2022 (£'000) Audited*	*At 30 April 2023 (£'000) Audited*	*At 31 October 2023 (£'000) Unaudited*
Total assets	9	1,740	1,649
Total liabilities	(24)	(63)	(17)
Net assets/(liabilities)	(15)	1,677	1,632

MOH

Statements of Financial position	*At 31 March 2021 (M'JPY) Audited*	*At 31 March 2022 (M'JPY) Audited*	*At 31 March 2023 (M'JPY) Audited*	*At 30 September 2022 (M'JPY) Unaudited*	*At 30 September 2023 (M'JPY) Unaudited*
Non-current assets	85	770	1,865	1,763	1,860
Current assets	2,308	3,536	2,965	4,243	4,923
Total liabilities	(437)	(1,340)	(1,329)	(2,751)	(1,790)
Total equity	1,956	2,966	3,501	3,255	4,993

Company and MOH – Summary cash flow statement

Company

Statements of cash flows	*Period ended 30 April 2022 (£'000) Audited*	*Year ended At 30 April 2023 (£'000) Audited*	*6 months ended 31 October 2023 (£'000) Unaudited*
Net cash flows from operating activities	(56)	(116)	(141)
Net cash flows from investing activities	–	–	–
Net cash flows from (used in) financing activities	65	1,837	–
Net increase (decrease) in cash and cash equivalents	9	1,721	(141)
Cash and cash equivalents at the beginning of the period	–	9	1,730
Cash and cash equivalents at the end of the period	9	1,730	1,589

MOH

Statements of cash flows	*Year ended 31 March 2021 (M'JPY) Audited*	*Year ended 31 March 2022 (M'JPY) Audited*	*Year ended 31 March 2023 (M'JPY) Audited*	*6 months ended 30 September 2022 (M'JPY) Unaudited*	*6 months ended 30 September 2023 (M'JPY) Unaudited*
Net cash flows from operating activities	21	3,662	(1,521)	(1,959)	1,758
Net cash flows from (used in) investing activities	(6)	(705)	(1,103)	(1,002)	2
Net cash flows from financing activities	–	–	–	–	–
Net increase (decrease) in cash and cash equivalents	15	2,957	(2,624)	(2,961)	1,760
Foreign exchange differences	–	–	–	–	–
Cash and cash equivalents at the beginning of the period	1	16	2,973	2,973	349
Cash and cash equivalents at the end of the period	16	2,973	349	12	2,109

Save in relation to the Company entering into the Acquisition agreement with MOH and KBC on 30 July 2024 pursuant to which the Company will acquire 97.41 per cent. of the issued share capital of MOH for a total consideration of £34,47 million to be satisfied by the issue and allotment of 229,779,093 Ordinary Shares as consideration ("**Consideration Shares**"), since 31 October 2023 in relation to the Company and 30 September 2023 in relation to MOH, being the end of the last financial period for which financial information has been published for each entity, until the date of this document, there has been no significant change in the financial position or financial performance of the Company or MOH respectively.

Unaudited pro forma financial information

Set out below is an unaudited pro forma aggregated statement of net assets and an unaudited pro forma aggregated statement of comprehensive net income of the Company (together the "**Pro Forma Financial Information**"). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effect on the financial information of the Company presented on the basis of the accounting policies that will be adopted by the Company in preparing its next published financial statements, had the acquisition of MOH and the admission to the Equity Shares (transition) category of the Official List of the FCA ("**Official List**") (under Chapter 22 of the UKLR published by the FCA under section 73A of the Financial Services and Markets Act 2000) and to trading on the London Stock Exchange Group Plc's Main Market for listed securities ("**Main Market**") ("**Admission**") taken place at 31 October 2023 in respect of the pro forma aggregated statement of net assets. The unaudited pro forma aggregated statement of comprehensive net income aggregates the income statement of the Company for the year ended 30 April 2023 with the income statement of MOH for the year ended 31 March 2023. The Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation. As such, the Pro Forma Financial Information does not represent the Company's actual financial position.

Unaudited Pro Forma Aggregated Statement of Net Assets

	Company At 31 October 2023 £'000 Note 1	*Company At 31 October 2023 JPY m Note 2*	*MOH At 30 September 2023 JPY m Note 3*	*Admission JPY m Note 4*	*Pro forma Enlarged Group At 31 October 2023 JPY m*
Non-current assets					
Property, plant, equipment and software, net	–	–	17	–	17
Contribution	–	–	–	–	–
Guarantee deposits	–	–	1,802	–	1,802
Membership rights	–	–	9	–	9
Lease asset	–	–	32	–	32
Total non-current assets	–	–	1,860	–	1,860
Current assets					
Advance payments	–	–	28	–	28
Amounts due from group companies	–	–	2,413	–	2,413
Prepaid expenses	60	11	126	–	137
Other Deposits	–	–	247	–	247
Cash and cash equivalents	1,589	292	2,109	(166)	2,235
Total current assets	1,649	303	4,923	(166)	5,060
Total assets	1,649	303	6,783	(166)	6,920
Current liabilities					
Accounts payable	9	2	636	–	638
Sales tax payable	–	–	165	–	165
Income tax payable	–	–	813	–	813
Accruals	8	1	–	–	1
Amounts due to group companies	–	–	131	–	131
Short-term lease liability	–	–	13	–	13
Total current liabilities	17	3	1,758	–	1,761
Non-current liabilities					
Long-term lease liability	–	–	19	–	19
Deferred tax liabilities	–	–	13	–	13
Total non-current liabilities	–	–	32	–	32
Total liabilities	17	3	1,790	–	1,793
Net assets/(liabilities)	1,632	300	4,993	(166)	5,127

Notes:

Note 1 The net assets of the Company have been extracted without adjustment from the unaudited historical financial information incorporated by reference into Part VI of this document.

Note 2 The Company's net assets have been translated into Japanese Yen using the Sterling exchange rate at 31 October 2023.

Note 3 The net assets of MOH have been extracted without adjustment from the unaudited historical financial information of MOH for the six months ended 30 September 2023.

Note 4 The adjustments related to the Company's Admission reflect the Acquisition, reflecting expenses of JPY 166 million c. £900,000 and illustrate the financial position of the Company as if the Admission had occurred on 31 October 2023.

Note 5 No account of any trading has been taken subsequent to 31 October 2023 in respect of the Company, and subsequent to 30 September 2023 in respect of MOH.

Unaudited pro forma aggregated statement of comprehensive net income

The unaudited pro forma aggregated statement of comprehensive net income is presented on the basis described above, and as explained in the accompanying notes.

	Company Year to 30 April 2023 £'000 Note 1	*Company Year to 30 April 2023 JPY m Note 2*	*MOH Year to 31 March 2023 JPY m Note 3*	*Admission JPY m Note 4*	*Pro forma Enlarged Group Year to 30 April 2023 JPY m*
Continuing operations					
Revenue	–	–	5,587	–	5,587
Cost of sales	–	–	–	–	–
Gross profit	–	–	5,587	–	5,587
Administrative expenses	(160)	(27)	(4,902)	–	(4,929)
Share based payment charge	(88)	(15)	–	–	(15)
Profit/(loss) from operations	(248)	(42)	685	–	643
Other income	–	–	46		46
Net finance costs	–	–	–	–	–
Profit/(loss) before tax expense	(248)	(42)	731	–	689
Taxation	–	–	(196)	–	(196)
Net profit/(loss) and comprehensive income/(loss) for the period	(248)	(42)	535	–	493

Notes:

Note 1 The aggregated statement of comprehensive net income of the Company for the year ended 30 April 2023 has been extracted without adjustment from the historical financial information incorporate by reference into Part VI of this document.

Note 2 The Company's aggregated net income and expenditure have been translated into Japanese Yen using the Sterling exchange rate at 30 April 2023.

Note 3 The aggregated statement of comprehensive net income of MOH for the year ended 31 March 2023 has been extracted without adjustment from the audited accounts of MOH.

Note 4 No adjustments have been made to the pro forma consolidated income statement related to the Company's Admission and the Acquisition. The estimated expenses of JPY 166 million (£900,000) have been adjusted in the pro forma consolidated statement of net assets.

Note 5 No account of any trading has been taken subsequent to 30 April 2023 in respect of the Company, and from 31 March 2023 in respect of MOH.

What are the key risks that are specific to the issuer?

The Directors and the proposed directors of the Company ("**Proposed Directors**") consider that the following are the key risks specific to the Group as enlarged by MOH ("**Enlarged Group**"):

- The Acquisition remains subject to the approval of shareholders of the Company ("**Shareholders**").
- Any administrative dispositions or disciplinary actions imposed on MOH and/or TSIF in the future could result in fines, longer suspensions or sanctions which could materially adversely impact the Enlarged Group's business and financial results.
- The Company will be dependent on Mr Hoken Yanase and Mr Hiromitsu Sakai who possess the critical insight for the operation and development of the Enlarged Group to conduct its business and maintain its regulatory licences.
- The Enlarged Group's financial results could be adversely affected by changes in foreign currency exchange rates.
- The contract between MOH, TSIF and TSIB, which governs the relationship between the parties and therefore the revenue stream of MOH ("**Joint Business Agreement**"), and future contracts may be controlled by related parties.
- MOH is reliant on TSIF continuing to purchase real estate and other services from MOH which represents all of its revenue stream.
- On Admission, Mr Kenichi Yanase will be the controlling Shareholder of the Enlarged Group and may have influence over the Enlarged Group's management and operations. His interests may differ from or conflict with those of other existing or future Shareholders.
- MOH currently holds a licence from the Governor of Tokyo under the FTK Act, to conduct business as an agent or intermediary for the purposes of facilitating the pooling of capital, via a joint venture vehicle, where returns generated from real estate activity are then distributed to participants. Any change in the law and regulations affecting the Enlarged Group may have a material adverse effect on the ability of the Enlarged Group to carry on its business and on the value of the Ordinary Shares.

Section C – Key information on the securities

What are the main features of the securities?

Type, class and ISIN of securities	The securities the subject of the Admission are ordinary shares of £0.01 each with ISIN GB00BMYX7295.
Currency, denomination and par value of securities	The Ordinary Shares are denominated in Pounds Sterling with a par value of £0.01 each.
Number of securities issued	The Company has 55,000,000 Ordinary Shares in issue as at the date of this document ("**Existing Ordinary Shares**") and 229,779,093 Ordinary Shares will be issued as consideration pursuant to the agreement entered into by the Company, KBC and MOH in relation to the Acquisition, conditional on Admission (together the "**Enlarged Issued Share Capital**").

Rights attached to the securities	Shareholders have the right to receive notice of and to attend and vote at any meetings of Shareholders. Each Shareholder entitled to attend and being present in person or by proxy at a meeting will, upon a show of hands, have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share held by such Shareholder. The Consideration Shares will rank *pari passu* with the Existing Ordinary Shares including the right to receive all dividends and other distributions made, paid or declared after the date of the issue of the Consideration Shares. Subject to the Act, on a winding-up of the Company the assets of the Company available for distribution shall be distributed, provided there are sufficient assets available, first to the holders of Ordinary Shares in an amount up to 1p per Ordinary Share in respect of each fully paid up Ordinary Share. If, following these distributions to holders of Ordinary Shares there are any assets of the Company still available, they shall be distributed to the holders of Ordinary Shares *pro rata* to the number of such fully paid up Ordinary Shares held (by each holder as the case may be) relative to the total number of issued and fully paid up Ordinary Shares.
Seniority of the securities in the event of insolvency	On Admission, the Company will only have one class of shares, being the Ordinary Shares, which rank *pari passu* on insolvency.
Details of any restrictions on free transferability of the securities	The Ordinary Shares are freely transferable and there are no restrictions on their transfer.
Dividend or pay out policy, if any	The Company does not intend to pay dividends in the near future as any earnings during such time are expected to be retained for use in business operations.

Where will the securities be traded?

The securities are subject to an application for admission to trading on a regulated market.

Market(s) on which the securities will be traded, if any	London Stock Exchange Group Plc's ("**LSE**") Main Market.

What are the key risks that are specific to the securities?

The Directors and the Proposed Directors consider that the following are the key risks specific to the Ordinary Shares:

- Ordinary Shares may not be suitable for short-term investment.
- The Company is applying for a listing in the Equity Shares (transition) category of the Enlarged Issued Share Capital to the Official List. As a result, the Shareholders will be afforded a lower level of regulatory protection than that afforded to investors in a company with a listing in the Equity Shares (commercial companies) category.
- The price of Ordinary Shares may be subject to wide fluctuations.
- The ability of overseas Shareholders to bring actions or enforce judgments against the Company, the Directors or the Proposed Directors may be limited.
- KBC will hold approximately 80.69 per cent. of the Enlarged Issued Share Capital of the Company following Admission. As KBC will hold a large proportion of the Ordinary Shares this is likely to affect the liquidity of the Ordinary Shares in the Company which may result in Shareholders not being able to easily dispose of their Ordinary Shares. Shareholders in jurisdictions outside of the United Kingdom may not be able to participate in future equity offerings.

Section D – Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

General terms and conditions of the offer	The Company is not making an offer of securities to the public pursuant to this prospectus.

Expected timetable of the offer

Publication of this document	**31 July 2024**
Latest time and date for receipt of forms of proxy for the General Meeting of the Company	**11:00 am on 14 August 2024**
Record Date of the General Meeting	**14 August 2024**
General Meeting of the Company	**11:00 am on 16 August 2024**
Completion of the Acquisition and issue of the Consideration Shares	**19 August 2024**
Existing Ordinary Shares cease trading on the Main Market	**19 August 2024**
Cancellation, Admission and commencement of unconditional dealings of the Enlarged Issued Share Capital	**8:00 a.m. on 19 August 2024**
Crediting of Consideration Shares to be held in uncertificated form to CREST accounts	**8:00 a.m. on 19 August 2024**
Despatch of definitive share certificates for Consideration Shares in certificated form	**Within 14 days of Admission**

All references to time in this document are to London time unless otherwise stated.

Each of the above dates and times are subject to change at the absolute discretion of the Company and Cairn Financial Advisers LLP.

Details of the admission to trading on a regulated market, if any	The Existing Ordinary Shares were listed on the standard segment of the Official List prior to the Implementation Date and admitted to trading on the LSE's Main Market. The Existing Ordinary Shares have been mapped to the Equity Shares (shell companies) category since the Implementation Date. As the Acquisition constitutes a Reverse Takeover, upon completion of the Acquisition ("**Completion**"), the listing of the Existing Ordinary Shares on the Official List will be cancelled. Further applications will be made to the FCA and to the London Stock Exchange for the Existing Ordinary Shares and the Consideration Shares to be re-admitted and admitted (respectively) to the Equity Shares (transition) category of the Official List. Completion of the Acquisition will be subject to Admission occurring. If the Admission does not proceed, the Acquisition will not occur. Completion will become effective at Admission which is currently expected to take place at 8.00 a.m. on 19 August 2024 (whereupon an announcement will be made by the Company to a Regulatory Information Service). No application has been made or is

	currently intended to be made for the Ordinary Shares to be listed or admitted to trading on any other exchange.
Amount and percentage of dilution resulting from the offer	The Company is not making an offer of securities to the public pursuant to this document. The Consideration Shares represent approximately 80.69 per cent. of the Enlarged Issued Share Capital. The issue of the Consideration Shares will result in the Existing Ordinary Shares held immediately prior to Admission being diluted so as to constitute approximately 19.31 per cent. of the Enlarged Issued Share Capital.
Estimate of total expenses of the issue and/or offer	The total costs (including fees and commissions) (exclusive of applicable VAT) payable by the Enlarged Group in connection with the Acquisition and the Admission are estimated to amount to approximately £0.9 million.
Details and amount of estimated expenses charged to the investor	None

Why is this prospectus being produced?

Reasons for offer and admission to trading on a regulated market	This prospectus is being produced pursuant to the Prospectus Regulation Rules in connection with the application to be made by the Company for the Existing Ordinary Shares to be readmitted and the Consideration Shares to be admitted to the Equity Shares (transition) category of the Official List (under Chapter 22 of the UKLR) and to trading on the Main Market following the Acquisition, which, given it is deemed to be a Reverse Takeover, will result in the cancellation of admission to the Official List and to trading on the Main Market of the Company's Existing Ordinary Shares.
Estimated amount of Net Proceeds	No cash proceeds are being generated by the Admission.
Confirmation of whether the offer underwritten on a firm commitment basis, including details of any uncovered portion	The Company is not making an offer of securities to the public pursuant to this prospectus.
Most material conflicts of interest pertaining to the offer or admission to trading, if any	Save as set out below, there are no material conflicts of interest pertaining to the Acquisition or Admission. Mr Hoken Yanase is the son of Mr Kenichi Yanase who directly controls KBC and indirectly controls Toshi-Souken Invest Bank Inc ("**TSIB**"), a subsidiary company of KBC and TSIF, the other parties to the Joint Business Agreement. Mr Hoken Yanase will, as part of the executive team, be required to negotiate certain terms of the Joint Business Agreement against TSIB and TSIF in the best interests of the Enlarged Group, which may potentially be against the interests of his family. The Company has put in place a 'Related Parties Committee', comprising a majority of independent directors, to consider any material issues of conflict that may arise in respect of related parties.

RISK FACTORS

Any investment in the Ordinary Shares is subject to a number of risks. The investment detailed in this Document may not be suitable for all its recipients and involves a significant degree of risk. Before making an investment decision, prospective investors are advised to consult an investment adviser authorised under the Financial Services and Markets Act 2000 who specialises in investments of the kind described in this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them. Before deciding whether to invest in Ordinary Shares, prospective investors should carefully consider the risks described below together with all other information contained in this Document. In this section, references to the "Company" or the "Group" shall also, where the context admits be deemed to include a reference to the "Enlarged Group".

The risks referred to below are those risks the Company, the Directors and the Proposed Directors consider to be the material risks relating to the Enlarged Group. The risk factors described below are not an exhaustive list or explanation of all risks which prospective investors may face when making an investment in the Ordinary Shares and should be used as guidance only. Additional risks and uncertainties relating to the Enlarged Group that are not currently known to the Directors or the Proposed Directors, or that are currently deemed immaterial, may also have an adverse effect on the Enlarged Group's business. If this occurs the price of the Ordinary Shares may decline, and investors could lose all or part of their investment.

Prospective investors should note that the risks relating to the Enlarged Group, its industry and the Ordinary Shares summarised in the section of this Document headed "Summary" are the risks that the Company believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Enlarged Group faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Document headed "Summary" but also, among other things, the risks and uncertainties described below.

1. RISKS RELATING TO THE COMPANY

The Acquisition remains subject to the approval of Shareholders of the Resolutions proposed at the General Meeting.

As at the date of this Document, the Acquisition remains conditional on approval by the Shareholders of the Resolutions to be proposed at the General Meeting of the Company. In the event that the Resolutions are not approved, the Acquisition will not complete. In such circumstances, the Company will remain a company in the Equity Shares (shell companies) category (to which it has been mapped since the Implementation Date) and will, as an in-flight applicant (as defined in UKLR TP1.1R), have one year from the Implementation Date to complete the application process for readmission of the Ordinary Shares to the Equity Shares (transition) category either simultaneously with completion of an acquisition or as soon thereafter as is possible, provided that the Company satisfies the eligibility requirements in LR14.2 of the Listing Rules (as it applied before the Implementation Date) and that there is no material change to the Company's overall business proposition. There is no guarantee that the Company can continue to benefit from the transitional provisions under the UKLR TP1.5R as an in-flight applicant nor that any application for admission to listing would be granted by the FCA within one year from the Implementation Date.

In circumstances where the Company's application to readmission of the Ordinary Shares to the Equity Shares (transition) category lapses, the Board may put proposals to Shareholders to wind-up the Company. In the event that it is resolved that the Company be liquidated, there can be no assurance as to the particular amount or value of the remaining assets at the time of any such distribution, either as a result of costs from this and any further unsuccessful acquisitions or from other factors, including disputes or legal claims which the Company is required to pay out, the cost of the liquidation and the dissolution process, applicable tax liabilities or amounts due to third party creditors. Upon distribution of assets on a liquidation, such costs and expenses may result in investors receiving less than the price they paid for their Ordinary Shares.

Dependency on key individuals.

The Company will be dependent on key persons to conduct the business of the Enlarged Group and maintain its regulatory licences. The Enlarged Group's key employees will consist of Mr Hoken Yanase and Mr Hiromitsu Sakai who together possess the critical insight for the operation and development of the Enlarged Group. There is a risk that a loss of one or more key employees would have material adverse consequences for the Enlarged Group's business, operations and financial results.

It may be difficult to find experienced and suitable personnel to fill key positions. The Enlarged Group will be dependent on the principal members of its Board and management team, the loss of whose services could materially and adversely affect the Enlarged Group and might impede the achievements of its objectives. There can be no assurance that the Enlarged Group will be able to engage sufficiently qualified persons on a timely basis or retain its key personnel. Any growth in the business may place a significant strain on the Enlarged Group's management. Competition exists between companies for such qualified personnel. If such competition intensifies between the Enlarged Group and other market players in the industry, the Enlarged Group may not be able to attract new, or retain its existing, key personnel on conditions that are economically acceptable. In addition, the recruitment of key personnel can be a costly process, both financially and in terms of time. The failure to attract and retain such personnel could materially adversely affect the Enlarged Group's business, financial condition, prospects and ability to achieve growth.

The Enlarged Group's financial results could be adversely affected by changes in foreign currency exchange rates.

MOH is based in Japan and reports in Japanese Yen. Any returns, and the value of any investment in the Enlarged Group, may therefore be materially affected by exchange rate fluctuations, local exchange control, limited liquidity of the relevant foreign exchange markets, the convertibility of the currencies in question and/or other factors, each of which could negatively affect the Company's cash flow, financial condition and results of operations.

As a result of the Acquisition the Company will be impacted by global economic trends which may pose additional risks to the Company.

Factors such as inflation, interest rates, legislative changes, political decisions, industrial disruption both domestically in Japan and globally, may have an impact on the Enlarged Group's operating costs or the ability to attract investors to invest in real estate projects. Any of the Enlarged Group's potential future income, any asset values and the Ordinary Shares can be affected by these factors and in particular by the market price for any real estate that the Enlarged Group may sell now or in the future which could negatively impact the Enlarged Group's revenues and financial results.

Dividend payments on the Ordinary Shares are not guaranteed.

To date, the Company has not declared or paid any dividends on the Ordinary Shares. The Company's current intention is to retain earnings, if any, to finance the operation and expansion of the Enlarged Group's business and does not expect to declare or pay any cash dividends in the foreseeable future. To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends following (but not before) the Acquisition, at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law, but expects to be principally reliant upon dividends received in respect of shares held in its operating subsidiaries in order to do so. Payments of such dividends will be dependent on the availability of any dividends or other distributions from such subsidiaries, which in turn depends on several factors including successful management of the Enlarged Group's business operations, interest costs and taxes. If operating costs and long-term interest rates increase and/or the business of the Enlarged Group does not perform in line with the expectations of the Directors and the Proposed Directors, the Company may not be able to meet future dividend expectations and the level of income or the prospect of income and capital growth will be reduced accordingly. Should this occur, it is unlikely that Shareholders will receive any immediate returns on their investment in the Ordinary Shares, unless they sell them for a price higher than they paid for them. As such, the Ordinary Shares may not be viewed as an attractive investment as compared to the shares of other companies which declare dividends on a regular basis. This may deter investors that seek dividend paying shares acquiring the Ordinary Shares or lead to such Shareholders selling their Ordinary Shares, which in turn may lead to a drop in the price of Ordinary Shares and mean that less capital is available to the Company in the future. This could negatively impact the Enlarged Group's overall financial position.

Future funding requirements.

Whilst the Group has sufficient funding available for at least the next 12 months from Admission, the Company may, in the future, need to raise additional funding to further progress its growth strategy and to take advantage of potential opportunities. No assurance can be given that any such additional funding will be available or, if available, that it will be available on terms that are favourable to the Company or Shareholders. If the Company is unable to obtain additional funding as required, it may be unable to fulfil its strategy or grow the business.

2. RISKS RELATING TO MOH'S BUSINESS AND THE INDUSTRY IN WHICH IT OPERATES, INCLUDING TAXATION AND REGULATORY CHANGES

Previous violation of the FTK Act by MOH and TSIF resulting in an instruction order or disciplinary action.

MOH and TSIF have, on occasion, been subject to an instruction order and/or disciplinary action due to technical breaches of the FTK Act. On 17 June 2024, MOH and TSIF received a disposition to partially suspend their business operations for a period of 30 days, to 20 July 2024 in the case of MOH and to 17 July 2024 in the case of TSIF. This breach of the FTK Act related to a very small parcel of land within the Narita project development (referred to as the 'Narita No.16 series') which was, due to a clerical error by TSIF, mistakenly marketed by MOH as falling within the Narita City's development permit. Notwithstanding that investors were advised of the replacement of the parcel of land with one which did fall within the Narita City's development permit and that the investors did not suffer any financial loss, each of the relevant businesses of MOH and TSIF were suspended for not providing accurate information to such investors at the time of marketing in July 2023. MOH ceased to be suspended following expiry of the suspension period. Whilst MOH is of the view that it has submitted all documentation and reports to the Governor of Tokyo to comply with the instructions and requirements of the Governor of Tokyo following the suspension, the Governor of Tokyo may require further amendments or steps to be taken by MOH following the review of such documentation which is currently in process.If it is considered that the instructions have not been complied with fully, it is possible that MOH will be required to update its documentation or provide further information to the Governor of Tokyo. Any ongoing failure or refusal to comply with such additional requests could lead to a further suspension which would have a material adverse effect on the Enlarged Group's business and financial results.

Other breaches have included a failure to give an explanation to participants in advance when placing a revolving mortgage on real estate property and giving inappropriate explanations in the document which references important matters and the silent partnership agreement (being the form of contract entered into by investors with TSIF who do not have any active involvement in the management of the real estate asset). Consequently, MOH was ordered by the Governor of Tokyo to suspend its business for 30 days on 22 August 2012, and TSIF was ordered by the Governor of Osaka Prefecture to suspend its business for 60 days on 28 August 2012 and on 29 May 2013 respectively.

Further, although MOH has taken measures to prevent the reoccurrence of violation of the FTK Act and has reported the implementation of such measures to the Governor of Tokyo, there is no guarantee that MOH and/or TSIF will not face any administrative dispositions or disciplinary actions in the future. To date, whilst none of the historic business suspensions have caused MOH's business to be materially adversely impacted, any administrative dispositions or disciplinary actions in the future could result in reputational damage as well as fines, longer suspensions or sanctions or even revocation of the licence under which MOH and/or TSIF operate which could materially adversely impact the Enlarged Group's business and financial results. In addition, investors may choose to redeem their investment from the funds as a result of MOH and/or TSIF being subject to disciplinary actions, which could prevent MOH and/or TSIF from continuing to develop projects and as a result have a materially adverse effect on the Enlarged Group's business and financial result.

The Joint Business Agreement and future contracts may be controlled by related parties.

Mr Kenichi Yanase is the shareholder of KBC which as at the date of this Document owns approximately 97.41 per cent. of MOH and is also the parent company of TSIB and the indirect parent of TSIF. On Admission KBC will own approximately 80.69 per cent. of the Company. MOH, TSIB and TSIF are all parties to the Joint Business Agreement pursuant to which certain pricing of projects and other related matters are negotiated on a project-by-project basis. In addition, Mr Kenichi Yanase is the father of Mr Hoken Yanase who is an executive director of the Company. The above circumstances mean Mr Kenichi Yanase is potentially able to influence the negotiations in respect of each project governed by the Joint Business Agreement and any future contracts entered into between the parties. While the Company will not enter

into any such related party transaction without the approval of the Related Parties Committee, it is possible that the entering into of such an agreement might raise conflicts of interest between the Company and the Directors. Further, potential acquisitions may, to the extent any such target is connected to a Director, give rise to potential or actual conflicts of interest, which the Company will have to properly consider and manage.

As a result, the Company has sought to address the conflicts in various ways:

The Company has appointed Mr Nigel Collins as an additional independent Non-Executive Director with effect from Admission and together with Mr Allan Rowley and Mr Aamir Quraishi, the other independent Non-Executive Directors of the Company, shall monitor and manage such conflicts of interests and to ensure that the terms of the Joint Business Agreement and any future contracts with TSIB and/or TSIF or Mr Kenichi Yanase are negotiated and agreed on an arm's length basis. In addition, a relationship agreement has been entered into between Mr Kenichi Yanase, KBC, the Company and the Financial Adviser to ensure that the Enlarged Group is able to carry on its business independently of Mr Kenichi Yanase's direct or indirect influence and to regulate the relationship between them on an arm's length and normal commercial basis.

Notwithstanding the above approach, there can be no guarantee that all risks associated with conflicts or potential conflicts of interests have been fully eliminated following the Acquisition, and there can be no guarantee that conflicts of interest and the associated risks will not arise in the future.

Dependency on one key client.

MOH seeks to contract with investee clients wishing to raise funds for technology driven properties. To date, MOH has conducted all of its fundraising for a single client, TSIF, which is an indirect subsidiary of KBC. MOH is therefore reliant on TSIF continuing to purchase real estate and other services from MOH which represents 100 per cent. of MOH's revenue stream. In addition, TSIF could potentially be a competitor of MOH, although to date it has not carried out any services in competition with MOH. TSIF is authorised by the Governor of Osaka to carry out Item 2 Work under the FTK Act and can therefore carry out the same fundraising services as MOH should it choose to. TSIF also owns an application which allows investors to invest in real estate assets, although the investment per investor is currently set at a maximum of JPY 1 million (c. £5,250).

Until such time as MOH is able to contract with other clients and diversify its revenue streams, in the event that TSIF were to suffer any financial difficulties, regulatory issues or any other issue that prevents it from performing its contractual commitments with MOH or, decide to carry out Item 2 Work itself in competition with MOH, then MOH's business model would be negatively impacted causing MOH to suffer a material loss in revenue.

The regulatory environment surrounding the crowdfunding industry is susceptible to change and the regulation in respect of the crowdfunding industry is continuously evolving.

MOH currently holds a licence from the Governor of Tokyo under the FTK Act, to conduct business as an agent or intermediary for the purposes of facilitating the pooling of capital, via a joint venture vehicle, where returns generated from real estate activity are then distributed to participants. MOH acts as a crowdfunding services provider. The regulatory environment surrounding the crowdfunding industry is susceptible to change and the regulation in respect of the crowdfunding industry is continuously evolving. Any change in the laws and/or regulations affecting the Enlarged Group may have a material adverse effect on the ability of the Enlarged Group to carry on its business and on the value of the Ordinary Shares. In particular, regulatory changes could necessitate a change in the manner in which MOH contracts with TSIF and TSIB (in order to be compliant), increased compliance costs, the prohibition of certain types of products or a decrease in the value of the Ordinary Shares. In addition, the interpretation of existing legislation or regulation may change or may prove different than anticipated when applied to the Enlarged Group's business model. Compliance with such requirements and/or loss of the necessary approvals under the FTK Act could incur additional costs for the Enlarged Group, and failure to do so could result in civil or criminal violations of existing laws and regulations in respect of appropriate regulatory permissions, permitted conduct, or, in other areas of the business, may in certain respects call for clarification or interpretive guidance in respect of existing laws and regulations.

In addition, the Enlarged Group could fail to obtain regulatory authorisation in a jurisdiction where it wishes to operate in the future, which could prevent the Enlarged Group from maintaining or expanding its business.

Any of these risks could have a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

The Enlarged Group may be unable to attract new investee companies or investors or retain current investee companies or investors.

The Enlarged Group's profitability and growth depend on increasing the quantity and value of its investee company and investor base in a cost-effective manner. MOH spends significant financial resources on marketing, including expenditure on digital advertising and traditional media outlets. However, there can be no guarantee that these efforts will be successful, and any inability to attract or retain investee companies and/or investors, in a cost-effective manner, or at all, could have a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

Risk of damage to reputation and negative publicity.

The Enlarged Group's ability to attract further investment and to participate in acquisitions (including obtaining financing for new acquisitions) is dependent on the Company maintaining a good reputation. Any perceived, actual or alleged mismanagement or failure to satisfy the Enlarged Group's responsibilities, or the negative publicity resulting from such activities or the allegation by a third party of such activities (whether well founded or not) associated with the Enlarged Group, could have a material adverse effect on the ability of the Company to attract further investment, participate in acquisitions and obtain financing for new acquisitions, which could have a material adverse effect on the financial condition, results or operations of the Company.

The Japanese government can invoke its sovereignty against the Company's interests.

The Directors' and the Proposed Directors' view is that Japan provides a favourable and supportive environment to carry out crowdfunding services. However, provision of such services is subject to local regulations and as a result is open to broad risks emanating from a change in government intentions and other future uncertainties that are social, economic, regulatory and political. MOH may find its activities severely restricted by government action including revocation of its licence if the Japanese government deems this appropriate from the standpoint of the national interest. Such an event would materially impair MOH's ability to continue to provide its services and be severely damaging to the business of the Enlarged Group. Whilst it is not anticipated that this may occur in the immediate future any changes to the current manner in which MOH is permitted to operate its licence could significantly impact the Enlarged Group's business and financial results.

Previous violation of the FTK Act by MOH and TSIF resulting in administrative disposition or disciplinary action.

MOH and TSIF had been subject to administrative disposition and/or disciplinary action due to violation of the FTK Act previously, which included, among other things, failure to give an explanation to participants in advance when placing a revolving mortgage on real estate property and giving inappropriate explanation on important matters and the silent partnership agreement (being the form of contract entered into by investors with TSIF who do not have any active involvement in the management of the real estate asset). Consequently, MOH was ordered by the Governor of Tokyo to suspend its business for 30 days on 22 August 2012, and TSIF was ordered by the Governor of Osaka Prefecture to suspend its business for 60 days on 28 August 2012 and on 29 May 2013 respectively.

Although MOH has taken measures to prevent the reoccurrence of violation of the FTK Act and has reported the implementation of such measures to the Governor of Tokyo, there is no guarantee that MOH will not face any administrative dispositions or disciplinary actions in the future. Any administrative dispositions or disciplinary actions in the future could result in fines or sanctions which could materially adversely impact the Enlarged Group's business and financial results.

MOH relies on its technology and must keep pace with rapid technological changes as well as changes in its clients' requirements and preferences, including platform design and functionality.

MOH needs to continuously develop and redesign its technology in order to remain competitive. If MOH's competitors develop more advanced technologies, the Enlarged Group may be required to devote substantial resources to the development of more advanced technologies to remain competitive. In doing so, MOH faces an ongoing risk that failures may occur which result in service interruptions or other negative consequences. Any disruption or corruption of MOH's technology or its inability to remain technologically competitive in the industry could have a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

MOH faces significant competition.

The crowdfunding business in which MOH operates is very competitive, involving a large number of market participants. The financial success of companies within the markets in which MOH operates may attract new competitors to the industry, such as banks, software development companies, providers of online financial information, stock exchanges and others. Certain competitors or potential competitors of MOH may have greater financial, marketing, technological and personnel resources than the Enlarged Group possesses, or they may be subject to substantially less regulatory oversight and control than the Enlarged Group. These factors may enable them to:

- develop new products that compete with those of MOH;
- increase their market share through acquisitions of other competitors or organic growth;
- price their products and services more competitively or aggressively;
- provide a more comprehensive and efficient platform, including on mobile devices;
- more effectively market, promote and sell their products and services;
- better leverage existing relationships with clients and partners or exploit better recognised brand names to market and sell their services; and
- carry out their business strategies more quickly and effectively than MOH.

The Enlarged Group's ability to maintain and enhance its competitiveness and respond to existing or new competitors will have a direct impact on the results of its operations. In addition, even if existing or new entrants do not significantly erode MOH's trading volume, MOH may be required to change its pricing policy significantly to attract new investee companies and investors to remain competitive and, as a result, its profitability may be pressured by prices on similar products quoted by competitors, which could have a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

The performance of the Enlarged Group's business is directly linked to general economic conditions and global geopolitical conditions, which may adversely affect the Enlarged Group's business, financial condition, results of operations and prospects.

Several macroeconomic factors have an impact on the crowdfunding industry in which MOH operates.

The trade wars between China and the United States have increased tariffs on imports from China to the United States and exports from the United States to China as well as other restrictions on trade between these two countries, on which the Japanese economy highly depends. This may in turn result in a reduction of available capital from potential investors to dedicate to crowdfunding or other means of investment generally.

Inflation rates have recently increased significantly globally, including in Europe and the United Kingdom. Actions taken by central banks and other state actors to combat rising inflation rates, such as recent increases in interest rates by the United States Federal Reserve, the European Central Bank and the Bank of England as well as the expectation of gradual movement by the Bank of Japan in raising interest rates above zero, could further undermine economic growth, contribute to regional or global economic recessions, cause declines in investment and consumer confidence, and increase borrowing costs, among other effects, each of which could materially adversely impact the Enlarged Group's business and financial results.

Provision of funds by investors on crowdfunding can be discretionary and competes with other options of investments. As the macroeconomic environment remains challenging, this could affect the demand for MOH's services and solutions. The inflationary environment, combined with a continued increase in interest rates, may continue in the long term and make investment in the crowdfunding industry less attractive to investors. Disruption to the global capital or credit markets or the public perception that any of these events may occur could deter investors from making investment in MOH's crowdfunding services and solutions, thus resulting in declining customer demand, and significantly impacting the Enlarged Group's near-term growth rates.

Litigation and claims by employees.

Upon completion of the Acquisition, the Company may be subject to complaints or claims from employees and other workers or personnel relating to the acquired business, with or without merit, which may arise from time to time. MOH employs a number of employees in different positions of seniority. An employer that

continuously employs 10 or more workers must prepare employment rules covering a number of matters and must submit those employment rules with the relevant government agency. The same applies if the employer makes any such changes to those terms, for example, determining, calculating, and paying wages, increases in wages, dismissal and provisions for health and safety. These requirements are complex and, for example, defining the category of employee or officer and/or the amount that they should be paid and whether overtime applies. Whilst the Directors and the Proposed Directors believe that MOH has taken reasonable care to ensure compliance with the Labour Standards Act (Japan) and the Industrial Safety and Health Act (Japan), there is no certainty that any such claims or complaints will not be material and that any settlements, awards or legal expenses associated with defending or appealing against any decisions in respect of any such complaints or claims will not have a material adverse effect on the Company's operating results or financial condition. The Enlarged Group's business may be materially adversely affected if the employees, workers or personnel of MOH are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards. The Company and/or MOH may need to finance legal proceedings or claims, penalties or fines which are bought against the Company and/or MOH, potentially exposing the Company to significant costs which could have a material adverse effect on the Company's operating results or financial condition.

Data privacy compliance breaches or failure to protect confidential information could harm the Enlarged Group's reputation and expose the Enlarged Group to litigation or other legal or regulatory actions.

The Enlarged Group is subject to a number of laws relating to privacy and data protection, including General Data Protection Regulation (Regulation (EU) 2016/679) as it forms part of retained direct EU legislation as defined in the European Union (Withdrawal) Act 2018, as amended ("**GDPR**"), the United Kingdom's Data Protection Act 2018 and certain other relevant non-EEA data protection and privacy laws. Such laws govern the Enlarged Group's ability to collect, use and transfer personal data relating to employees, investors and others. The Enlarged Group relies on third-party service providers and its own employees to collect and process personal data and to maintain its databases. Therefore, the Enlarged Group is exposed to the risk that such data could be wrongfully appropriated, lost or disclosed, damaged or processed in breach of privacy or data protection laws, including the GDPR. Breach of such privacy or data protection laws could result in large fines or penalties being imposed upon the Enlarged Group, which could have a material adverse effect on the Enlarged Group's financial condition.

The secure transmission of confidential information over the internet and the security of the Enlarged Group's systems are essential in maintaining client confidence and ensuring compliance with data privacy legislation. If the Enlarged Group or any of its third-party suppliers fails to transmit client information and payment details online securely, or if they otherwise fail to protect client privacy in online transactions, or if third parties obtain and/or reveal the Enlarged Group's confidential information, the Enlarged Group may lose clients and potential clients may be deterred from using the Enlarged Group's products. In addition, there can be no assurance that the Enlarged Group's systems will not be subject to disruption by cybercriminals or other security breaches, which could expose the Enlarged Group to liability and could have a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

Adverse decisions of regulators, including tax authorities, or changes in tax treaties, laws, rules or interpretations thereof, could adversely affect the Enlarged Group's overall tax burden along with its financial position.

The Enlarged Group is exposed to risks related to taxation in the countries in which it operates or may operate in the future and consequently will need to ensure that the Enlarged Group is compliant with the tax registration requirements and tax filing requirements in not only the UK but also in Japan. The Enlarged Group organises its commercial and financial activities on the basis of various and complex legal and regulatory requirements where it operates, particularly with regards to taxation. There can be no certainty that the current taxation regime in the UK or Japan, within which the Enlarged Group operates or may operate in the future, will remain in force or that the current levels of corporation taxation will remain unchanged. Changes in laws or regulations in the countries in which the Enlarged Group operates, or may in the future operate, could adversely affect the calculation of the Enlarged Group's overall tax burden along with its financial position.

Taxation of returns from assets located outside of the UK may reduce any net return to investors.

MOH is a Japanese incorporated company. Therefore any return the Company receives from MOH may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by investors from a shareholding in the Company, rendering the Ordinary Shares less attractive to foreign investors and thereby limiting the Enlarged Group's ability to raise capital in the future to support its operations, resulting in an adverse material effect on the performance of its business.

Changes in laws or regulations in the UK and/or Japan governing the Enlarged Group's operations may adversely affect the Enlarged Group's business.

Given that MOH is incorporated in and has operations in Japan, the Enlarged Group's operations will, upon completion of the Acquisition, be subject to risks associated with operating in Japan, in addition to the legal and regulatory requirements applicable to companies whose shares are admitted to trading on the Main Market (including the UKLR, the UK Prospectus Regulation, the Prospectus Regulation Rules, the Disclosure and Transparency Rules, and the Market Abuse Regulation). In particular, MOH is subject to the continuing obligations imposed under the FTK Act which aims to govern FTKs, protect the interests of investors and contribute to the sound development of Specified Joint Real Estate Ventures as an asset class. If there is any change to the FTK Act, MOH may be subject to more restrictions in maintaining its business licence, in addition to the current reporting and filing obligations under the FTK Act.

Furthermore, the Foreign Exchange and Foreign Trade Act ("**FEFTA**"), which has been subject to further amendments in recent years, obliges foreign investors to make a notification filing where there is an acquisition of an unlisted company (or in certain cases listed companies) in potentially sensitive sectors in Japan, which range from nuclear power and IT to agriculture and marine transport. Should there be any further amendments to the FEFTA, for example, expansion of the scope of restricted business sectors, the Company may be required to make the notification filing after completion of the Acquisition.

If any such changes are implemented they may restrict the manner in which MOH is permitted to carry on its business which could have a material adverse effect on the performance of the business.

The laws and regulations affecting the Enlarged Group are constantly evolving and any changes in such laws and regulations in Japan and/or in the UK, including any policies that prevent or provide additional hurdles to cross-border activity and any adverse regulatory developments in the crowdfunding sector, may have a material adverse effect on the ability of the Enlarged Group to carry on its business (for example, if in the future, regulatory consents are introduced in Japan for certain operations to be listed on foreign exchanges). Any such changes could have a material adverse effect on the performance of the Enlarged Group, the Company's earnings and any returns to Shareholders.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner.

The Company has structured its Group to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Enlarged Group's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter any post-tax returns for Shareholders (or Shareholders in certain jurisdictions). Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on any post tax returns for Shareholders.

Damage to the Enlarged Group's reputation and the reputation of the industry could harm the Enlarged Group's business.

Damage to the reputation of the Enlarged Group and its industry, as perceived by clients, investors, counterparties and industry regulators, could lead to negative publicity, loss of income, litigation, regulatory or legislative action (including the loss or suspension of operating licences), loss of existing and potential business, reduced workforce morale and difficulties in recruiting talent. The reputation of the Enlarged Group

and its industry could be harmed in many different ways, including by the Enlarged Group's or other industry participants' actual or perceived regulatory, risk management, governance or technology failures, breaches of client data, inappropriate or unethical behaviour or association with controversial activities, markets or market participants. Events have occurred in the past that attracted negative publicity to the Enlarged Group's industry, and any such event in the future that adversely affects the reputation of the industry, the Enlarged Group or other market participants could result in a material adverse effect on the Enlarged Group's business, prospects, financial condition and results of operations.

3. RISKS RELATING TO THE COMPANY'S RELATIONSHIP WITH MAJOR SHAREHOLDERS, THE DIRECTORS AND CONFLICTS OF INTEREST

Relationship with Mr Kenichi Yanase.

At the date of Admission, Mr Kenichi Yanase through owning 100 per cent. of KBC and therefore his indirect holding of Ordinary Shares, will control the exercise of voting rights in respect of approximately 80.69 per cent. of the Enlarged Issued Share Capital. Additionally, there are Shared Services Agreements each dated 29 May 2024 in place between MOH and TSIB and MOH and TSIF, under which MOH pays each of TSIB and TSIF a fee for office space and certain insurance cover respectively. TSIF and TSIB are both subsidiaries of KBC. Should Mr Kenichi Yanase choose to divest of his shareholding, which he beneficially owns through KBC, or either TSIF or TSIB terminates the Shared Services Agreement which they have entered into respectively there is a risk that the share price would be adversely affected and the overall success of the Enlarged Group negatively impacted.

Mr Kenichi Yanase will have a significant interest in, and will continue to exert substantial influence over the Company, and, at times, his interest may differ from or conflict with those of other existing or future Shareholders.

Accordingly, the Relationship Agreement has been entered into between Mr Kenichi Yanase, KBC, the Company and the Financial Adviser to ensure that the Enlarged Group is able to carry on its business independently and to regulate the relationship between them on an arm's length and normal commercial basis. The Relationship Agreement has been entered into voluntarily. The entering into of the Relationship Agreement does not guarantee that the Enlarged Group will be able to ensure that it will at all times be capable of carrying on business independently of Mr Kenichi Yanase and/or KBC and that all transactions and arrangements between the Company, Mr Kenichi Yanase and KBC are carried out at arm's length and on normal commercial terms. Although the Relationship Agreement is entered into to prevent Mr Kenichi Yanase from abusing his significant influence over the Enlarged Group, the interests of Mr Kenichi Yanase and/or KBC may not be the same as the interests of minority Shareholders or investors in the Company and they may each make decisions which may have an adverse effect on investments in Ordinary Shares and or the business operations of the Enlarged Group.

KBC has also agreed to be locked-in pursuant to the Lock-In Agreement.

Certain of the Directors and Proposed Directors will allocate their time between the Enlarged Group and their other business interests, leading to potential conflicts of interest in their determination as to how much time to devote to the Enlarged Group's affairs, which could have a negative impact on the Enlarged Group's ability to deliver its strategy.

Whilst the Directors and the Proposed Directors are not limited in any way (other than by their normal duties as company directors) by way of their involvement with the Company from acting in the management or conduct of the affairs of any other company, Mr Quraishi, Mr Collins and Mr Rowley intend to commit an amount of time to the Company that would be standard for a non-executive director working in the sector. Mr Quraishi, Mr Collins and Mr Rowley intend to dedicate sufficient time to the Company as necessary to meet its objectives and each of them proposes to manage their time such that they are fully able to fulfil their duties as directors to the Company and their board duties in respect of their other business interests. If Mr Quraishi's, Mr Collins' and Mr Rowley's other business opportunities require them to devote more amounts of time to such affairs, however, this could limit the time that they are able to spend on the Company's business, which, amongst other matters, could have a negative impact on the Company's ability to carry out the strategy for the Enlarged Group. There can be no assurance that Mr Quraishi, Mr Collins and Mr Rowley will be able to dedicate sufficient time to the Company as necessary, which could have a material adverse effect on the Enlarged Group's business, financial condition and results of operations.

Sale of Ordinary Shares held by KBC.

KBC has given lock-in undertakings that, save in certain circumstances, it will not, until six months following Admission, dispose of the legal or beneficial ownership of, or any other interest in, Ordinary Shares held by it ("**Lock-in Period**"). In addition, KBC has undertaken to the Company and the Financial Adviser that it will not, and will use all reasonable endeavours to procure that any associated party (including Mr Kenichi Yanase) will not dispose of any interest in any Ordinary Shares other than in accordance with the reasonable requirements of the Financial Adviser (or if applicable any new broker or financial adviser appointed by the Company) so as to ensure an orderly market for the issued share capital of the Company for the period of six months following the Lock-in Period.

Other Shareholders not subject to lock-in arrangements and, following the expiry of the Lock-in Period (or earlier in the event of a waiver of the provisions of the lock-in), Shareholders who are otherwise subject to lock-in arrangements, may sell their Ordinary Shares in the public or private market and the Company may undertake a public or private offering of Ordinary Shares. The Company cannot predict what effect, if any, future sales or issues of Ordinary Shares will have on the market price of the Ordinary Shares. If Shareholders were to sell, or the Company was to issue a substantial number of Ordinary Shares in the public market, the market price of the Ordinary Shares could be materially adversely affected. Sales by Shareholders could also make it more difficult for the Company to issue equity securities in the future at a time and value that it deems appropriate.

The sale of a significant number of Ordinary Shares in the public market, or the perception that such sales may occur, could materially adversely affect the market price of the Ordinary Shares.

Minority shareholders in MOH may not be able to realise returns on their investment and may face difficulties in protecting their interests.

Upon Completion, the Company will become a controlling shareholder of MOH, holding 97.41 per cent. of the issued share capital of MOH. The minority shareholders of MOH, holding the remaining shares, may face difficulties in realising returns on their investment due to the absence of an open market for trading the shares in MOH, which is a private company and will remain a private company following Admission. In addition, given the absence of a shareholders' agreement or contract of a similar kind, the minority shareholders of MOH are not able to rely on any contractual minority rights in the event of any disputes between the shareholders or MOH Directors. As such, any minority shareholders do not have a prescribed manner in which they are able to sell their shares in MOH and realise their investment.

4. RISKS RELATING TO THE ORDINARY SHARES

Realisation of investment and liquidity.

Admission to the Equity Shares (transition) category of the Official List and to trading on the Main Market should not be taken as implying that there will always be a liquid market in the Ordinary Shares. In addition, KBC will hold approximately 80.69 per cent. of the Enlarged Issued Share Capital. As KBC will hold a large proportion of the Ordinary Shares, this is likely to affect the liquidity of the Ordinary Shares in the Company which may result in Shareholders not being able to easily dispose of their Ordinary Shares.

Investors should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore not recover the full value of their original investment. The price at which investors may dispose of their Ordinary Shares may be influenced by a number of factors, some of which may pertain to the Company and others of which are extraneous. On any disposal investors may realise less than the original amount invested.

Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the price of the Ordinary Shares on Admission.

A listing in the Equity Shares (transition) category of the Ordinary Shares affords Shareholders a lower level of regulatory protection than a listing in the Equity Shares (commercial companies) category.

A listing in the Equity Shares (transition) category affords Shareholders a lower level of regulatory protection than that afforded to investors in a company with a listing in the Equity Shares (commercial companies) category, which is subject to additional obligations under the UKLR. A listing in the Equity Shares (transition) category will not permit the Company to gain a FTSE indexation, which may impact the valuation of the Ordinary Shares.

Shareholders should note that Chapter 7 of the UKLR does not apply to the Company and, as such, the Company is not required to seek Shareholder approval for an acquisition under this Chapter (although it may be required to do so for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons).

There is currently a limited market for the Ordinary Shares. An active market for the Ordinary Shares may not develop, which would adversely affect the price of the Ordinary Shares.

The Company has been trading on the Main Market of the London Stock Exchange for less than two years. However, as the Company was established as a SPAC, during that time there has been no trading business, therefore investors cannot benefit from information about prior market history when making their decision to invest. The price of the Ordinary Shares following completion of the Acquisition and Admission may vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Enlarged Group's general business condition, and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange, it cannot assure investors that it will always do so.

The Company is subject to continuing obligations requirements under the UKLR, Prospectus Regulation Rules and DTRs, and may incur additional legal, accounting and other expenses to ensure compliance with these obligations.

The Company is committed to establishing and maintaining adequate procedures, systems and controls to enable it to comply with the requirements of its continuing obligations under the UKLR, Prospectus Regulation Rules and DTRs. The Enlarged Group will need to incur costs to comply with its ongoing obligations to which it is subject which was not the case for MOH prior to Admission. Notwithstanding that the Company has established such procedures, systems and controls, if there were to be any material breach of the regulatory obligations following Admission, it could give rise to sanctions or censure, financial penalties and, potentially, have a material adverse impact on the Company's financial condition or prospects.

The listing of the Company's securities may be cancelled if the Company no longer satisfies its continuing obligations under the UKLR, which include that a sufficient number of Ordinary Shares are in public hands, as defined in the UKLR, at all times.

Fluctuations and volatility in the price of Ordinary Shares.

Stock markets have from time-to-time experienced severe price and volume fluctuations, a recurrence of which could adversely affect the market price for the Ordinary Shares. The market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, some specific to the Enlarged Group and some which affect listed companies generally, including variations in the operating results of the Enlarged Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, general economic, political or regulatory conditions, overall market or sector sentiment, legislative changes in the Enlarged Group's sector and other events and factors outside of the Enlarged Group's control.

The ability of Overseas Shareholders to bring actions or enforce judgments against the Company, the Directors or the Proposed Directors may be limited.

The ability of an Overseas Shareholder to bring an action against the Company may be limited under law. The Company is a public limited company incorporated in England and Wales. The rights of holders of Ordinary Shares are set out in the Articles and are governed by English law. These rights may differ from the

rights of shareholders in non-UK corporations. An Overseas Shareholder may not be able to enforce a judgment against any of the Directors, the Proposed Directors and executive officers. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil or commercial matters or any judgments under the securities law of countries other than the UK against the Directors or the Proposed Directors who are residents of the UK or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors or the Proposed Directors in any original action based solely on foreign securities laws brought against the Company or the Directors or the Proposed Directors in a court of competent jurisdiction in England or other countries. Furthermore, English law currently limits significantly the circumstances under which shareholders may bring derivative actions. Under English law, in most cases, only the Company may be the proper plaintiff for the purposes of maintaining proceedings in respect of wrongful acts committed against it and, generally, neither an individual shareholder, nor any group of shareholders, has any right of action in such circumstances.

The Equity Shares (transition) category is closed to new applicants

Upon Admission, the Enlarged Issued Share Capital of the Company will be admitted to the Equity Shares (transition) category of the Official List. Companies whose shares are admitted to the Equity Shares (transition) category will continue to be subject to the same continuing obligations as applied to issuers in the Standard Segment prior to the Implementation Date. They can apply to transfer to the Equity Shares (commercial companies) category, the shell companies category or the secondary listing category as relevant when and if they are ready and eligible to do so using a modified transfer process. The modified transfer process would include an eligibility assessment focused on the requirements additional to those applicable to issuers in the Standard Segment. A sponsor must be appointed to undertake a targeted sponsor service who will need to confirm that it has not identified any adverse information that would lead it to conclude the issuer would not be able to comply with its obligations under the UKLR and the Disclosure and Transparency Rules. Although the eligibility assessment will focus on additional obligations, there can be no guarantee that the Company will be eligible to transfer to one of the other listing categories and therefore the Company could remain in the Equity Shares (transition) category indefinitely.

The FCA have stated that the Equity Shares (transition) category would have no end date at the point of implementation and no deadline for issuers to transfer out of the category, but instead they would keep it under review. Whilst the FCA will consult if and when they consider removing this category and have confirmed that they would also provide sufficient time for any remaining issuers to consider their options, there is a risk that the Company could remain in the Equity Shares (transition) category because it is not eligible to transfer to another listing category, which is then ultimately wound down, in which case the Company may have no option but to de-list or seek admission to an alternative market.

A future acquisition may be classified as a Reverse Takeover and the Company may not be able to have its Ordinary Shares readmitted to the Official List

Companies in the Equity Shares (transition) category will not be eligible for re-admission to this category on completion of a Reverse Takeover. In the event that a Reverse Takeover takes place in the future, the Company will need to reapply for admission of the Ordinary Shares to listing and trading. There can be no guarantee that the Company would satisfy the eligibility criteria for listing applicable to the Company at the time. If the resultant enlarged group had a market capitalisation of less than £30 million upon completion of a Reverse Takeover, the Company would not be eligible for readmission to the Official List and to trading on the Main Market of the London Stock Exchange. In such circumstances, the Company would have to seek admission onto another market or de-list. This could have a material adverse effect on the continued development or growth of the Enlarged Group, and Shareholders may be unable to dispose of interests in Ordinary Shares and realise capital in their investment in Ordinary Shares at a time they desire or at all.

Shareholders in jurisdictions outside of the United Kingdom may not be able to participate in future equity offerings.

The Articles provide for pre-emption rights to be granted to Shareholders in the Company, unless such rights are disapplied by a Shareholder resolution. However, securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Shareholders in future offerings. In particular, Shareholders in the United States may not be entitled to exercise these rights, unless either the Ordinary Shares and any other securities that are offered and sold are registered under the Securities Act, or the Ordinary Shares and such other securities are offered pursuant to an exemption from, or in a transaction not subject to, the

registration requirements of the Securities Act. The Company cannot assure prospective investors that any exemption from such overseas securities law requirements would be available to enable US or other Shareholders to exercise their pre-emption rights or, if available, that the Company will use any such exemption.

The risk factors listed above set out the material risks and uncertainties currently known to the Directors and the Proposed Directors but do not necessarily comprise all of the risks to which the Enlarged Group is exposed or all those associated with an investment in the Company. In particular, the Enlarged Group's performance is likely to be affected by changes in the market and/or economic conditions and in legal, accounting, regulatory and tax requirements. There may be additional risks that the Directors and/or the Proposed Directors do not currently consider to be material or of which they are currently unaware.

If any of the risks referred to above materialise, the Enlarged Group's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its Ordinary Shares could decline and investors may lose all or part of their investment.

IMPORTANT INFORMATION

In deciding whether or not to purchase Ordinary Shares, prospective investors should rely only on their own examination of the Company and/or the financial and other information contained in this Document.

Prospective investors must not treat the contents of this Document or any subsequent communications from the Company or any of its respective Affiliates, officers, Directors, Proposed Directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

Prospective investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been so authorised. Without prejudice to the Company's obligations under the FSMA, Prospectus Regulation Rules, UKLR and Disclosure and Transparency Rules, neither the delivery of this Document nor any subscription made pursuant to it will, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information in it is correct as at any time subsequent to its date.

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Regulation Rules and has been approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules. No arrangement has however been made with the competent authority in any member state of the EEA (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation to subscribe for or the solicitation of an offer to buy or subscribe for, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the UK into whose possession this Document comes are required by the Company to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of this Document under, the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or any other consent and observing any other formality prescribed in such territory.

No action has been taken or will be taken in any jurisdiction by the Company or the Directors or the Proposed Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required, nor has any such action being taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Document nor any other offering material or advertisement in connection with the Ordinary Shares or Admission may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdictions. Any failure to comply with this restriction may constitute a violation of the securities laws of any such jurisdiction. Neither the Company nor any of the Directors or Proposed Directors accept any responsibility for any violation of any of these restrictions by any other person.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objectives will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles, which prospective investors should review.

FORWARD-LOOKING STATEMENTS

Some of the statements under "Summary", "Risk Factors", Part I – "Letter from the Chairman of the Company", Part VI – "Financial Information of the Company", Part VII "Financial Information of MOH" and elsewhere in this Document include forward-looking statements which reflect the Company's or, as appropriate, the Directors' and the Proposed Directors' current views, interpretations, beliefs or expectations with respect to the Enlarged Group's financial performance, business strategy and plans and objectives of management for future operations. These statements include forward-looking statements both with respect to the Enlarged Group and the sector and industry in which the Enlarged Group operates. Statements which include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue", "estimate", "future", "opportunity", "potential" or, in each case, their negatives, and similar statements of a future or forward-looking nature identify forward-looking statements.

All forward-looking statements address matters that involve risks and uncertainties because they relate to events that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. Accordingly, there are or will be important factors that could cause the Enlarged Group's actual results, prospects and performance to differ materially from those indicated in these statements. In addition, even if the Enlarged Group's actual results, prospects and performance are consistent with the forward-looking statements contained in this Document, those results may not be indicative of results in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to implement effective growth strategies for the Enlarged Group's business;
- the Company's ability to ascertain the merits or risks of the operations of the Enlarged Group's business;
- changes in economic conditions generally (and specifically in the UK market);
- impairments in the value of the Enlarged Group's assets;
- the availability and cost of equity or debt capital for future transactions;
- changes in interest rates and currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such changes and fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Risks and uncertainties which are material and known to the Directors or the Proposed Directors are listed in the section of this Document headed "Risk Factors", which should be read in conjunction with the other cautionary statements that are included in this Document.

Any forward-looking statements in this Document reflect the Company's, or as appropriate, the Directors' or the Proposed Directors' current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Enlarged Group's future business, results of operations, financial conditions and growth strategy. For the avoidance of doubt, nothing in this paragraph qualifies the working capital statement set out in paragraph 11 of Part X of this Document.

These forward-looking statements speak only as of the date of this Document. Subject to any obligations under the Prospectus Regulation Rules, the Market Abuse Regulation, the UKLR and the Disclosure and Transparency Rules and except as required by the FCA, the London Stock Exchange, the Takeover Code or applicable law and regulations, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All

subsequent written and oral forward-looking statements attributable to the Enlarged Group or individuals acting on behalf of the Enlarged Group are expressly qualified in their entirety by this paragraph. Prospective investors should specifically consider the factors identified in this Document, which could cause actual results to differ, before making an investment decision.

NOTICE TO ALL SHAREHOLDERS AND NO INCORPORATION OF WEBSITE TERMS

Copies of this Document will be available on the Company's website, www.mohnippon.com from the date of this Document until the date which is one month from the date of Admission. Except to the extent expressly set out in this Document, neither the content of the Company's website or any other website nor the content of any website accessible from hyperlinks on the Company's website or any other website is incorporated into, or forms part of, this Document.

THIRD-PARTY INFORMATION

This Document contains information about the markets in which the Enlarge Group operates and other information concerning its operations and markets as well as the jurisdictions in which it operates. Unless stated otherwise, such information is based on the Company's assessment of several different sources, including statistics and information from external industry or market reports, market surveys, publicly available information, and commercial publications.

Where information contained in this Document has been sourced from a third-party, the Company, the Directors and the Proposed Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third-party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The information includes publicly available historical market data and industry expectations, including the size of the market in which the Enlarged Group operates.

The material sources of third-party information, on which basis this Document has been prepared, are listed, where relevant, in this Document.

The accuracy and completeness of industry and market publications is not guaranteed and has not been verified by the Company. Market information and market statistics, by nature, are forward-looking and subject to uncertainty, could be interpreted subjectively and are not necessarily reflective of actual or future market conditions. Potential investors should be aware that the financial information, market information, forecasts and estimated market information contained in this prospectus, or incorporated by reference into this prospectus, do not necessarily constitute reliable indicators of the Company's future results. The contents of the Company's website or any third-party websites referred to herein do not constitute part of this Document.

DEFINED TERMS

Except for certain names of natural persons and legal entities and capitalised terms that need no further explanation, the capitalised terms and general technical terms used in this Document, including capitalised abbreviations, are defined or explained in Part XI: "Definitions" of this Document.

CURRENCY AND PRESENTATION OF FINANCIAL INFORMATION

All financial amounts are presented in Great British Pound Sterling ("**GBP**" or "**£**") unless otherwise indicated.

Unless otherwise indicated, all references in this Document to "GBP", "£", "Pounds Sterling", "pounds", "Sterling", "pence" or "p" are to the lawful currency of the United Kingdom; all references to "$", "US$" or "US Dollars" are to the lawful currency of the US; all references to "€" or "Euro" are to the lawful currency of the Euro zone countries; and all references to "JPY" or "Yen" or "Japanese Yen" are to the lawful currency of Japan.

Certain financial information and other information has been rounded to make the information easily comprehensible to the reader. Accordingly, the figures contained in certain columns may not tally with the total amount specified.

NOTICE TO US SHAREHOLDERS AND SHAREHOLDERS IN CERTAIN RESTRICTED JURISDICTIONS

The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the US or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or the accuracy or adequacy of this Document. Any representation to the contrary is a criminal offence in the US.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, New Zealand, Japan or the Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, the Ordinary Shares may not be taken up, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, and this Document may not be distributed by any means including electronic transmission within, into, in or from, the United States, Australia, Canada, New Zealand, Japan or the Republic of South Africa or to for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, New Zealand, Japan or the Republic of South Africa.

Acquirers of the Ordinary Shares may not offer to sell, pledge or otherwise transfer the Ordinary Shares in the United States, or to any US Person as defined in Regulation S under the Securities Act, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the Ordinary Shares under the Securities Act.

The ability of an Overseas Shareholder to bring an action against the Company may be limited under law. The rights of holders of Ordinary Shares are governed by English law and by the Articles. These rights differ from the rights of shareholders in typical US corporations and some other non-UK corporations.

NOTICE TO EEA SHAREHOLDERS

In relation to each member state of the EEA (each a "**relevant member state**") with effect from and including the date on which the Prospectus Regulation came into force in the relevant member state ("**relevant date**"), no Ordinary Shares have been offered or will be offered to the public in that relevant member state prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in the relevant member state, all in accordance with the Prospectus Regulation, except that with effect from and including the relevant date, offers of Ordinary Shares may be made to the public in that relevant member state at any time:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose main activity is to invest in financial instruments;

(b) to any legal entity which has two or more of: (i) a total balance sheet of more than €20m; (ii) an annual turnover of more than €40m; and (iii) own funds of €2m as shown in its last annual or consolidated accounts;

(c) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) in such relevant member state; or

(d) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purpose of these provisions, the expression an "offer to the public" in relation to any Ordinary Shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of any Ordinary Shares to be offered so as to enable an investor to decide to purchase any Ordinary Shares, as the same may be varied in that relevant member state.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 5(1) of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Ordinary Shares acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their resale to, persons in

circumstances which may give rise to an offer of any Ordinary Shares to the public other than their offer or resale in a relevant member state to qualified investors as so defined or in circumstances in which the prior consent of the Company has been obtained to each such proposed offer or resale. Each of the Company and its respective Affiliates, and others, will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

NOTICE TO OVERSEAS SHAREHOLDERS

An Overseas Shareholder may not be able to enforce a judgment against any of the Directors, the Proposed Directors or executive officers of the Company. The Company is incorporated under the laws of England and Wales. Both of the Directors and two of the Proposed Directors are residents of the United Kingdom and three of the Proposed Directors are residents of Japan. Consequently, it may not be possible for an Overseas Shareholder to effect service of process upon the Directors or Proposed Directors or executive officers within the Overseas Shareholder's country of residence or to enforce against the Directors, the Proposed Directors or executive officers judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil or commercial matters or any judgments under the securities laws of countries other than the UK against the Directors, the Proposed Directors or executive officers who are residents of the United Kingdom or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors, the Proposed Directors or executive officers in any original action based solely on the foreign securities laws brought against the Company the Directors, the Proposed Directors or executive officers in a court of competent jurisdiction in England or other countries.

DATA PROTECTION

The Company may delegate certain administrative functions to third-parties and will require such third-parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third-party, functionary or agent appointed by the Company) for the following purposes:

(a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering or anti-terrorism procedures;

(b) carrying out the business of the Enlarged Group and the administering of interests in the Company;

(c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and

(d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate, it may be necessary for the Enlarged Group (or any third-party, functionary or agent appointed by the Company) to:

(a) disclose personal data to third-party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and

(b) transfer personal data outside of the UK to countries or territories which do not offer the same level of protection for the rights or freedoms of prospective investors as the United Kingdom.

If the Enlarged Group (or any third-party, functionary or agent appointed by the Company) discloses personal data to such a third-party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third-party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third-party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

GOVERNING LAW

Unless otherwise stated, statements made in this Document are based on the law and practice currently in force in England and Wales and are subject to changes in such laws.

VALIDITY OF PROSPECTUS

This Document was approved as a prospectus on 31 July 2024 and is valid for a period of one year from that date. This Document will therefore cease to be valid as a prospectus on 31 July 2025. Should a significant new factor occur, or material mistake or inaccuracy be identified during the validity period, the Company would be required to issue a supplement in accordance with the Prospectus Regulation Rules. After the period of validity has expired, the Company is no longer under an obligation to issue such a supplement.

CONSEQUENCES OF A LISTING IN THE EQUITY SHARES (TRANSITION) CATEGORY

Application will be made for the Enlarged Issued Share Capital to be admitted to the Equity Shares (transition) category of the Official List pursuant to Chapter 22 of the UKLR, which sets out the requirements for companies listed on the Equity Shares (transition) category, and for such Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities. The Listing Principles 1 and 2 set out in Chapter 2 of the UKLR also apply to the Company.

However, while the Company has a listing in the Equity Shares (transition) category, it is not required to comply with the provisions of, among other things:

- Chapter 4 of the UKLR regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the UKLR in connection with certain matters. The Company has not and does not intend to appoint a sponsor in connection with the Admission. Companies listed on the Equity Shares (transition) category will not be required to appoint a sponsor unless they wish to transfer their listing to a category which requires the appointment of a sponsor including the Equity Shares (commercial companies) category;
- Chapter 6 of the UKLR relating to the continuing obligations for companies admitted to the Equity Shares (commercial companies) category, which therefore does not apply to the Company;
- Chapter 7 of the UKLR relating to significant transactions;
- Chapter 8 of the UKLR regarding related party transactions;
- Chapter 9 of the UKLR regarding further issues of shares and dealing in own securities by companies admitted to the Equity Shares (commercial companies) category. However, any dealings in the Company's securities are subject to other general restrictions, including those set out in the Market Abuse Regulation;
- Chapter 10 of the UKLR regarding the form and content of circulars to be sent to shareholders of companies admitted to the Equity Shares (commercial companies) category; and
- the UK Corporate Governance Code.

Companies with a listing in the Equity Shares (transition) category are not eligible for inclusion in the UK series of FTSE indices.

There are, however, a number of continuing obligations set out in Chapter 22 of the UKLR that are applicable to the Company. These include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through the document viewing facility and related notification to a Regulatory Information Service;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the UKLR and the Disclosure and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- the making of Regulatory Information Service notifications in relation to a range of debt and equity capital issues; and
- at least 10 per cent. of the Ordinary Shares being held in public hands.

In addition, as a company whose securities are admitted to trading on a regulated market, the Company is required to comply with the Market Abuse Regulation and the Disclosure and Transparency Rules.

The Company notes that in case of an acquisition, the reverse takeover provisions set out in UKLR 22.3 may be triggered and the Company will comply with those provisions. If the Company undertakes a Reverse Takeover, the Company's listing in the Equity Shares (transition) category will be cancelled and the Company will need to apply for a listing in a different category of the Official List or a listing on another appropriate securities market or stock exchange. The Company may have its listing suspended in the event of a Reverse Takeover.

It should be noted that the FCA does not have the authority to (and does not) monitor the Company's compliance with any of the UKLR which the Company has indicated that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this Document are themselves misleading, false or deceptive.

RELEVANT DOCUMENTATION AND INCORPORATION BY REFERENCE

The table below sets out the information which is incorporated by reference in this Document, to ensure Shareholders and others are aware of all information which is necessary to enable Shareholders and others to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Enlarged Group and the rights attaching to the Ordinary Shares.

Information incorporated by reference into this Document	**Destination of incorporation**	**Hyperlink**	**Page number in this Document**
The unaudited accounts of KBC for the year ended 31 March 2023 which are available from KBC's website	Entire document	https://www.kyosei-bank.co.jp/assets/pdf/Kyosei-Bank-Co_Ltd-2023FY_Accounts.pdf	82
The Company's unaudited interim financial statements for the six months ended 31 October 2023	Pages 5 to 11 inclusive	https://mohnippon.com/wp-content/uploads/2024/05/Interim-Report-2024.pdf#page=6	89
The Company's report and audited financial statements for the period ended 30 April 2022	Pages 11 to 22 inclusive	https://mohnippon.com/wp-content/uploads/2024/05/Annual-Report-2022.pdf#page=11	88
The Company's report and audited financial statements for the year ended 30 April 2023	Pages 13 to 33 inclusive	https://mohnippon.com/wp-content/uploads/2024/05/Bowen-Fintech-Annual-Report-2023.pdf#page=14	88

It should be noted that, except as set out above, no other part of the Company's unaudited interim financial statements for the six months ended 31 October 2023 or the Company's report and audited financial statements for the period to 30 April 2022 and the year ended 30 April 2023 is incorporated by reference into this Document. The parts of the Company's unaudited interim financial statements for the six months ended 31 October 2023 and the Company's report and audited financial statements for the period to 30 April 2022 and the year ended 30 April 2023 that are not incorporated by reference are either not relevant for the investor (pursuant to article 28.4 of Commission Regulation (EC) No 809/2004 of 29 April 2004) or are covered in another part of this Document.

It should be noted that, except as set out above, no other part of KBC's unaudited accounts for the year ended 31 March 2023 is incorporated by reference into this Document. The parts of KBC's unaudited accounts for the year ended 31 March 2023 that are not incorporated by reference are either not relevant for the investor (pursuant to article 28.4 of Commission Regulation (EC) No 809/2004 of 29 April 2004) or are covered in another part of this Document.

A Shareholder, person with information rights, or other person to whom this Document is sent may request a copy of the information incorporated by reference into this Document in hard copy form. A hard copy will not be sent to that person unless requested. To request a hard copy please contact the investor relations adviser to the Company, Gracechurch Group, at 48 Gracechurch Street, London, EC3V 0EJ on +44 (0) 204 582 3500.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	31 July 2024
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00 a.m. on 14 August 2024
Record Date of the General Meeting	14 August 2024
General Meeting	11.00 a.m. on 16 August 2024
Completion of the Acquisition and issue of the Consideration Shares	19 August 2024
Existing Ordinary Shares cease trading on the Main Market	19 August 2024
Cancellation, Admission and commencement of unconditional dealings of the Enlarged Issued Share Capital	8.00 a.m. on 19 August 2024
Crediting of Consideration Shares to be held in uncertificated form to CREST accounts	8.00 a.m. on 19 August 2024
Despatch of definitive share certificates for Consideration Shares in certificated form	Within 14 days of Admission

All references to time in this Document are to London time unless otherwise stated.

Each of the above dates and times are subject to change at the absolute discretion of the Company and Cairn Financial Advisers LLP.

ADMISSION STATISTICS

Number of Existing Ordinary Shares	55,000,000
Number of Consideration Shares	229,779,093
Enlarged Issued Share Capital in issue following the issue of the Consideration Shares and Admission	284,779,093
Percentage of Enlarged Issued Share Capital represented by Consideration Shares, all of which will be held by KBC	approximately 80.69 per cent.
Estimated expenses of the Acquisition and Admission payable by the Enlarged Group (exclusive of applicable VAT)	£0.9 million
Expected market capitalisation of the Company on Admission (calculated by reference to the deemed issue price of the Consideration Shares being £0.15 per Consideration Share)	£42,716,864

DEALING CODES AND WEBSITE

The dealing codes for the Ordinary Shares and the Company's website are as follows:

ISIN	GB00BMYX7295
SEDOL	BMYX729
TIDM as at the date of this Document	BWN
TIDM as at Admission	MOH
LEI	213800LD3K77KC1EVD56
Website	www.mohnippon.com

Exchange rate used throughout this Document unless otherwise stated: 190.53 JPY: £1 GBP

DIRECTORS, PROPOSED DIRECTORS, SECRETARY AND ADVISERS

Directors	Mr Aamir Ali Quraishi (*Non-Executive Chairman*) Mr Allan John Rowley (*Non-Executive Director*)
Proposed Directors	Mr Hoken Yanase (*Chief Executive Officer*) Mr Hiromitsu Sakai *(Chief Operating Officer)* Mr Tak Chee (Frankie) Leung (*Chief Financial Officer*) Mr Nigel Andrew Collins (*Non-Executive Director*) Mr Kazuo Ichimura (*Non-Executive Director)*
Founders	Mr Aamir Ali Quraishi Mr Shanchun Huang Mr Weicheng Pan
Company Secretary	Trakehner Cosec Limited Rushers Cross Farm Rushers Cross Mayfield, TN20 6PX
Registered office and business address of the Directors and Proposed Directors	71-75 Shelton Street Covent Garden London, WC2H 9JQ Telephone: +44 (0)204 582 3500
Financial Adviser and Rule 3 Adviser under the Takeover Code	Cairn Financial Advisers LLP 9th Floor 107 Cheapside London, EC2V 6DN
Solicitors to the Company as to English law	Reynolds Porter Chamberlain LLP Tower Bridge House London, E1W 1AA
Solicitors to MOH as to Japanese law	Verybest Law Offices MFPR Roppongi Azabudai Bldg. 11F 1-8-7 Roppongi Minato-ku Tokyo 106-0032 Japan
Solicitors to the Financial Adviser	DMH Stallard LLP 6 New St Square New Fetter Lane London, EC4A 3BF
Reporting accountants of the Company	MacIntyre Hudson LLP (of which MHA is a trading name) Moorgate House 201 Silbury Boulevard Milton Keynes, MK9 1LZ
Auditors of the Company	RPG Crouch Chapman LLP 40 Gracechurch Street London, EC3V 0BT

Auditors of MOH prior to Admission	AKASAKA・KAIO Certified Public Accountants Joint Firm 307 Ichigaya Hoso Building 4-1-5 Kudan-kita Chiyoda-Ku Tokyo
Bankers	Revolut Ltd 7 Westferry Circus London, E14 4HD
Registrar	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey, GU9 7XX
Investor relations	Gracechurch Group 48 Gracechurch Street London, EC3V 0EJ

PART I

LETTER FROM THE CHAIRMAN OF THE COMPANY

To the holders of Existing Ordinary Shares

Dear Shareholder, 31 July 2024

Proposed Acquisition of MOH

1. Introduction

The Company was established as a special purpose acquisition company with the intention to pursue opportunities to acquire businesses in the technology innovations market. It was admitted to the Official List and to trading on the Main Market on 31 October 2022. The Company's focus was on companies which own products or applications that are relevant to the financial services sector, although applications relevant to other sectors were also to be considered.

On 22 December 2023, the Company announced that it had entered into non-legally binding heads of terms to acquire 93.49 per cent. of the issued share capital of MOH from KBC. As a result, the Company was granted a temporary suspension of the listing on the Official List of the FCA of its Ordinary Shares and its trading on the Main Market until such time as it publishes a prospectus in relation to the Acquisition.

Since entering into the non-legally binding heads of terms, KBC has increased its ownership of MOH to 97.41 per cent. of the issued share capital by acquiring shares from other shareholders of MOH. On 30 July 2024, the Company entered into the Acquisition Agreement, pursuant to which it has conditionally agreed to acquire 97.41 per cent. of the issued share capital of MOH from KBC for a total consideration of £34,466,864, to be satisfied by the issue and allotment of 229,779,093 Consideration Shares at a deemed issue price of £0.15 per Ordinary Share.

The Acquisition will constitute a Reverse Takeover under the UKLR as it will result in a fundamental change in the business and management of the Company. The Acquisition is conditional, *inter alia*, upon Admission and the approval by Existing Shareholders of the Resolutions at the Company's General Meeting to be held on 16 August 2024, notice of which is set out at the end of this Document.

The purpose of this Document is to explain the background to and reasons for the Acquisition and to demonstrate how it aligns with the Company's strategy and why the Directors believe that the Acquisition is in the best interests of the Company and its Shareholders as a whole.

This Document also seeks the approval of Independent Shareholders of a Rule 9 Waiver, which the Takeover Panel has agreed to give subject to such Shareholder approval of the obligation that would otherwise arise under Rule 9 of the Takeover Code for the Concert Party to make a mandatory offer for the entire issued and to be issued share capital of the Company as a result of the issue of the Consideration Shares to KBC. The approval of the Resolutions to be proposed at the General Meeting by Shareholders (and the Independent Shareholders in relation to Resolution 1) is required to enable the Acquisition to proceed. Further information on the application of Rule 9 of the Takeover Code in respect of the Acquisition is set out in Part V of this Document.

2. Background to and reasons for the Acquisition

The Company was incorporated in England and Wales on 21 April 2021 as a public company with limited liability under the Act and with registered number 13349097. The Company was set up as a SPAC to pursue opportunities to acquire businesses in the technology innovations market with a particular focus on companies which own products or applications that are relevant to the financial services sector, although applications relevant to other sectors were also to be considered. Since its IPO on 31 October 2022, the Board has been seeking to fulfil the Company's acquisition strategy with the aim of identifying target companies which, in its opinion, have potential for long-term growth and which will enhance Shareholder value.

As such, a key focus for the Board was to identify target businesses where: (a) management had a track record of creating shareholder value; (b) the team had deep industry knowledge and relationships; (c) there was potential for long term growth; and (d) there were attractive competitive dynamics.

During the process of considering a number of target companies, it became clear to the Board that the UK capital markets were experiencing challenging times. As a result, the Directors thought it prudent to consider only businesses that had strong balance sheets, were profitable and cash generating and which were not in immediate need of new capital.

The Directors believe that the business of MOH meets a number of the objectives set out in the Company's IPO Prospectus.

MOH is an established and profitable crowdfunding services platform in Japan and solution provider for local investors seeking returns from investment into real estate. MOH was founded in August 1998 by Mr Kenichi Yanase and was originally involved in investing and managing smaller commercial and residential units in Japan. In 2007, it commenced crowdfunding services for land development projects which it managed and commercialised itself. MOH itself does not receive or manage any investor funds in relation to crowdfunding, but acts purely as a crowdfunding services provider. MOH has its head office in Tokyo and is regulated in Japan under the FTK Act.

During the period from 2007 to 2023, MOH successfully solicited investments from almost 40,000 individual investors in Japan and raised capital of approximately JPY 277 billion (c. £1.45 billion) through crowdfunding. As at the date of this Document MOH has 20 employees as well as 3 MOH Directors and one corporate auditor.

As at the date of this Document, MOH is a 97.41 per cent. owned subsidiary of KBC (a privately held corporation in Japan wholly owned by Mr Kenichi Yanase), with the remaining 2.59 per cent. held by a number of smaller private individuals. The Company is acquiring the entire shareholding in MOH held by KBC.

In summary, TSIB (a member of the KBC Group) secures land parcels in Japan as development opportunities and after undertaking planning and obtaining necessary approvals will sell on permitted tranches for development to TSIF, which acts as a property holding and management company. Construction of the land is performed by external contractors organised by TSIB and/or MOH following the sale of the commercialised land to TSIF. In some instances, MOH will also jointly purchase, commercialise and develop the real estate together with TSIB and, where resources allow, MOH may itself in the future, solely acquire the land for commercialisation and development and onward sale to TSIF. This is likely to be the case in connection with cold-chain logistic projects using the FrostiX technology, HybridIce. To date, MOH has provided crowdfunding services solely to TSIF. KBC also owns 100 per cent. of TSIB, which itself owns 100 per cent. of TSIF.

Like MOH, TSIF is regulated under the FTK Act but is also licenced to receive client monies and operates a number of fund products under several specific real estate development projects. The funds secured from investors by TSIF are used to acquire and commercialise the permitted tranche of land from TSIB and/or MOH and the rental income received by TSIF, once a property is leased, is distributed to investors.

The land transfer price paid by TSIF will include the estimated costs of the Commercialisation Work performed by TSIB and / or MOH as well as construction costs outsourced by TSIB and/or MOH to finalise the project and any ancillary fees and expenses incurred and expected to be incurred.

To date, MOH has not provided services to other third parties but instead has focused on supporting the growing pipeline of projects generated within the KBC Group. This also provides MOH with a proprietary pipeline of projects for crowdfunding opportunities, commercialisation and development. TSIF has granted an exclusive sales right whereby TSIF is to purchase such real estate projects only from TSIB and MOH and not from any other party.

In addition to traditional real estate asset classes such as residential and commercial, MOH has previously crowdfunded for the revitalisation of traditional agricultural-type farms, the refurbishment of state-of-the-art medical facilities and the revival of traditional cultural parks. MOH has also more recently started to invest directly (through land purchase and development activities) into technology-driven commercial projects, such as cold-chain logistics facilities which will then also be sold onto TSIF.

MOH intends to diversify and expand its interest in cold-chain logistics facilities in the ASEAN countries and beyond in the future as part of its growth strategy.

MOH generates its revenue from three work streams: (1) fees related to crowdfunding services provided; (2) the sale, commercialisation and development of real estate performed jointly with TSIB for which MOH receives a certain proportion of the profits generated; and (3) projects acquired, developed and sold to TSIF where MOH solely purchases and develops the project for which it receives all of the profit. In the case of (3), MOH does not receive income from streams (1) and (2) above.

For the year ended 31 March 2023 (audited), MOH reported an operating profit of JPY 731 million (c. £3.8 million) on revenues of JPY 5.6 billion (c. £29.3 million). For the unaudited six-month period to 30 September 2023, MOH reported an operating profit of JPY 2.2 billion (c. £11.3 million) on revenues of JPY 4.9 billion (c. £25.9 million). Unaudited net assets as at 30 September 2023 were JPY 5.0 billion (c. £26.2 million).

The Directors and the Proposed Directors believe that the Acquisition and Admission will enhance the MOH brand and profile both in Japan and internationally, enable access to additional real estate portfolios internationally, thus diversifying risk, and provide access to fresh equity capital in the future to accelerate its growth strategy, particularly in the area of technology-related real estate such as cold-chain logistics.

MOH operates within the FTK market, commonly referred to as the real estate crowdfunding market in Japan. The FTK market size was approximately JPY 271.5 billion (c. £1.43 billion) in 2022. It has been increasing at a compound annual growth rate of 18 per cent. over the past 28 years from approximately JPY 2.9 billion (c. £15.2 million) in 1995. Between 2020 to 2022, it grew at a compound annual growth rate of approximately 20 per cent. showing signs of continued growth[1]. The MOH management estimates that it had a market share of approximately 70 per cent. of the FTK market in Japan in 2023.

Given the current status of the Company as a SPAC, the Acquisition will be earnings enhancing from the outset. The Directors believe that the Acquisition will also continue to be value enhancing for Shareholders given the expected growth of the market sector in which MOH operates.

The Acquisition, which remains conditional on Admission and Shareholder approval, was approved by the Board on 30 July 2024. If Shareholder approval is not granted or the Admission does not proceed, the Acquisition will not occur.

3. Acquisition structure

Following Admission, the Enlarged Group will comprise the Company and MOH. The Company will act as the holding company of the Enlarged Group and MOH will be a directly and 97.41 per cent. owned subsidiary of the Company.

4. The Acquisition Agreement

The Acquisition Agreement was entered into between the Company, MOH and KBC on 30 July 2024. Pursuant to the Acquisition Agreement, the Company has conditionally agreed to acquire 97.41 per cent. of the issued share capital of MOH from KBC for a total consideration of approximately £34.5 million to be satisfied by the issue and allotment of the Consideration Shares at a deemed issue price of £0.15 per Ordinary Share on Admission.

The Consideration Shares will rank *pari passu* in all respects with the Ordinary Shares in issue at Admission. If the Admission does not proceed, the Acquisition will not occur.

On Admission, KBC, which is wholly owned by Mr Kenichi Yanase, will hold approximately 80.69 per cent. of the Enlarged Issued Share Capital.

1. Source: Ministry of Land, Infrastructure, Transport and Tourism.

Completion of the Acquisition is subject to satisfaction of certain conditions precedent including:

(a) the Panel granting the waiver of the obligation of the Concert Party to make a mandatory offer for the Company under Rule 9 of the Takeover Code as a result of the issue of the Consideration Shares to KBC;

(b) the passing at the General Meeting, without material amendment, of the Resolutions necessary to approve, implement and effect the Acquisition, being Resolutions:

  (i) taken on a poll by the Independent Shareholders, to approve the waiver by the Takeover Panel of the obligation of the Concert Party to make an offer for the Company under Rule 9 of the Takeover Code arising as a result of the issue of the Consideration Shares; and

  (ii) to authorise the Directors to allot the Consideration Shares;

(c) no material adverse change having occurred in the operations, assets, position (financial, trading or otherwise), profits or prospects of MOH and/or its business;

(d) no material breach of the interim covenants given by KBC in the period between the signing date of the Acquisition Agreement and Completion; and

(e) Admission occurring.

In addition, amongst other standard provisions, the Acquisition Agreement contains:

(a) various warranties typical in a transaction of this nature in favour of the Company, regarding (amongst other matters) the business, assets and financial information of MOH from KBC;

(b) obligations on the directors of KBC to maintain trading of MOH in the ordinary course in the period between the date of the Acquisition Agreement and Admission; and

(c) various warranties from the Company as to capacity, title, litigation, insolvency and the due issue and allotment of the Consideration Shares.

Subject to Admission and all conditions having been satisfied or waived as appropriate, the Acquisition is expected to complete on 19 August 2024, being the date of anticipated Admission.

The Acquisition Agreement is governed by the laws of England and Wales.

5. Strategy and plans for future growth

Following completion of the Acquisition, it is the intention of the Company to pursue and grow the business of MOH. As such the growth strategy of the Company will be as follows:

(a) to continue to capitalise on the growth of the crowdfunding sector in Japan with the provision of real estate investment opportunities to investors in collaboration with TSIF and TSIB through its proprietary pipeline. Development plans are already underway for future projects including logistics infrastructure, a state-of-the-art medical centre, a cultural park and an entertainment hotel; and

(b) as a stand-alone business, MOH intends to establish an industrial real estate cold-chain logistics business using an innovative freezing technology, HybridIce, owned by FrostiX which is a KBC Group company,

further details of which are provided in Part III of this Document.

6. The Takeover Code

Completion of the Acquisition is conditional upon the approval of all Resolutions tabled at the General Meeting of the Company. The Resolutions to be tabled at the General Meeting include the Rule 9 Waiver to be approved by Independent Shareholders voting on a poll.

The Company is subject to the provisions of the Takeover Code and, as a result, the Shareholders are entitled to the benefit of takeover protection under the Takeover Code, further details of which are set out in paragraph 17 of Part X of this Document. Without the Rule 9 Waiver, the issue of the Consideration Shares would require the Concert Party to make a general offer for the entire issued and to be issued share capital of the Company, not already held by it (a mandatory offer). The Panel has agreed with the Company to grant

such a waiver subject to and conditional upon the passing of the Waiver Resolution at the General Meeting of the Company's Independent Shareholders to be held on 16 August 2024.

7. Admission and cancellation

The Company has now published this Prospectus, which has been approved by the FCA. Assuming that Shareholders approve the Resolutions to be proposed at the General Meeting, applications will be made to the FCA for the readmission of the Existing Ordinary Shares and for the admission of the Consideration Shares to the Official List and to trading on the Main Market of the London Stock Exchange. It is anticipated that the existing listing on the Official List and trading in the Existing Ordinary Shares on the Main Market of the London Stock Exchange, will be cancelled immediately before 8.00 a.m. on 19 August 2024 and that the Admission will become effective, and that unconditional dealings in the Existing Ordinary Shares and the Consideration Shares will commence, at 8.00 a.m. on 19 August 2024 (or such later date as may be agreed by the Company and Cairn Financial Advisers LLP, being not later than 5.00 p.m. on 30 September 2024).

In accordance with UKLR 22.2.2, the Company and the Directors have ensured that on Admission the Company shall have sufficient shares in public hands (10 per cent.) as defined in the UKLR.

8. General Meeting

You will find at the end of this Document the Notice of General Meeting. The General Meeting is to be held at the offices of Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA at 11.00 a.m. on 16 August 2024. At the General Meeting, the following Resolutions will be proposed to, *inter alia*, implement the Acquisition:

Resolution 1: To approve the waiver by the Takeover Panel of the obligation on any member of the Concert Party to make a general offer that would otherwise arise as a result of the issue of the Consideration Shares to KBC which is wholly owned by Mr Kenichi Yanase. In order to comply with the Takeover Code, the waiver under Rule 9 of the Takeover Code will be taken on a poll to be passed by more than 50 per cent. of votes cast by the Independent Shareholders present and voting at the General Meeting in person or by proxy and therefore no members of the Concert Party will vote on the waiver.

Resolution 2: To approve an increase of the Directors' authority to allot shares or grant rights to subscribe for, or convert any security into shares, in respect of new Ordinary Shares up to an aggregate nominal amount of £2,297,793 such that it is sufficient to issue the Consideration Shares, plus additional shares up to a nominal amount of £142,500 ("**Additional Shares**") (representing approximately 5 per cent. of the Enlarged Issued Share Capital). This authority shall expire at the conclusion of the next annual general meeting, or if earlier, fifteen (15) months from the date of passing the Resolution.

Resolution 3: To approve the dis-application of pre-emption rights that would otherwise apply to allotments of shares for cash. This Resolution will disapply the statutory pre-emption rights in respect of a rights issue or otherwise pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems, which, for example, might arise with overseas shareholders or entitlements to fractions, and otherwise in respect of equity securities up to an aggregate nominal amount of £142,500 (representing approximately 5 per cent. of the Enlarged Issued Share Capital). This authority shall expire at the conclusion of the next annual general meeting, or if earlier, fifteen (15) months from the date of passing the Resolution.

Resolution 4: To remove Crowe U.K. LLP as auditors of the Company, and to appoint RPG Crouch Chapman LLP as auditors of the Company to hold office with effect from 20 June 2024 to the conclusion of the next meeting at which accounts are laid before the Company following their appointment at a remuneration to be determined by the Directors.

Resolution 1 will be proposed as an Ordinary Resolution to the Independent Shareholders to be held on a poll, and Resolution 2 and Resolution 4 shall be proposed as Ordinary Resolutions.

Resolution 3 shall be proposed as a Special Resolution.

9. Action to be taken

A Form of Proxy is enclosed for use by Existing Shareholders at the General Meeting. Whether or not Existing Shareholders intend to be present at the General Meeting, they are asked to complete, sign and return the Form of Proxy by post or by hand to the Registrar, as soon as possible and in any event not later than 11.00 a.m. on 14 August 2024.

10. Recommendation

The Board, having been so advised by Cairn, consider that the Acquisition and the Resolutions are fair and reasonable and in the best interests of the Existing Shareholders and the Company as a whole. In providing advice to the Board Cairn has taken into account the Board's commercial assessments. Accordingly, the Directors unanimously recommend Existing Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

The Board believes that the Acquisition will give the Company exposure to the growing land development and commercialisation business in Japan and internationally as well as having a secure revenue stream from its historic expertise of crowdfunding for group companies. The Directors believe that the business of MOH meets a number of the objectives which they initially set out in the Company's IPO Prospectus including having a strong balance sheet and a profitable and cash generative business which is not in need of external capital for growth.

On completion of the Acquisition, the Company will continue to operate out of the UK as a holding Company to MOH. Given the Company does not have any employees as at the date of this Document the Acquisition will not impact any employment rights within the Company.

The approval of Resolution 2 includes the authority to issue up to approximately 5 per cent. of the Enlarged Issued Share Capital. This will give the Board certain flexibility to raise further capital for the Company following the Acquisition in line with the strategy of the Enlarged Group.

11. Further information

SHAREHOLDERS SHOULD READ THE WHOLE OF THIS DOCUMENT, WHICH PROVIDES ADDITIONAL INFORMATION ON THE COMPANY, MOH AND THE ACQUISITION AGREEMENT AND SHOULD NOT RELY ON SUMMARIES OF, OR INDIVIDUAL PARTS ONLY OF, THIS DOCUMENT.

Yours faithfully,

Mr Aamir Ali Quraishi
Non-Executive Chairman

PART II

INFORMATION ON AND OPERATING AND FINANCIAL REVIEW OF THE COMPANY

1. Background of Bowen Fintech Plc

The Company was incorporated in England and Wales on 21 April 2021 as a public company with limited liability under the Act with registered number 13349097.

The Company was set up to pursue opportunities to acquire businesses in the technology innovations market with a particular focus on companies which own products or applications that are relevant to the financial services sector. However, it would also evaluate opportunities with applications relevant to other industry sectors.

The Company was admitted to listing on the Official List by way of a Standard Listing in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's Main Market for listed securities on 31 October 2022. The Company raised net proceeds of £1,781,000 on IPO.

On 22 December 2023, the Company announced that it had entered into non-legally binding heads of terms to acquire 93.49 per cent. of the issued share capital of MOH, shortly prior to which the Company was granted a temporary suspension of the listing on the Official List of the FCA of its Ordinary Shares and its trading on the Main Market until such time as it publishes a prospectus in relation to the Acquisition. Since then KBC has acquired an additional 3.92 per cent. of the shares in MOH from other shareholders prior to the signing of the Acquisition Agreement.

On 30 July 2024, the Company entered into the Acquisition Agreement pursuant to which it has agreed to acquire 97.41 per cent. of the issued share capital of MOH, from KBC, for a total consideration of approximately £34.5 million to be satisfied by the issue and allotment of the Consideration Shares at a deemed issue price of £0.15 per Ordinary Share conditional on Admission. Further terms, and reasons for the Acquisition, are set out in Part I – "Letter from the Chairman of the Company" of this Document, and paragraph 10.2 of Part X of this Document.

Save as set out in this Document, the Company has not entered into any significant transactions or financial commitments.

The Company owns no assets other than cash on bank deposit representing sums subscribed by Shareholders on IPO for Existing Ordinary Shares.

2. Objectives and strategy

Following Completion, the objective of the Company will be to operate the Enlarged Group and implement the strategy of MOH detailed in paragraph 9 of Part III of this Document, with a view to generating value for its Shareholders through development and growth.

3. Dividend Policy

To the extent the Company intends to pay dividends on the Ordinary Shares, it will only pay such dividends at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law. In the short to medium term, the Company expects to retain any profits generated by the Enlarged Group for growth and for its business operations.

The Company has not paid any dividends since incorporation.

4. Liquidity and capital resources

Sources of cash and liquidity

To date, the Company has been funded by the net proceeds of £1.78 million which it raised through the issue of 50 million Ordinary Shares at IPO. Since IPO the Company has used approximately £350,000 of

these funds on working capital, seeking a suitable acquisition target and on due diligence. The remaining funds have been held as cash in the Company's bank account and remain available for deployment for the Enlarged Group following Completion.

A summary of the Company's cash inflows and outflows for the period covered by the historical financial information is set out below:

Consolidated statements of cash flows

	Period ended 30 April 2022 (£'000) Audited	*Year ended 30 April 2023 (£'000) Audited*	*6 months ended 31 October 2023 (£'000) Unaudited*
Net cash flows from operating activities	(56)	(116)	(141)
Net cash flows from investing activities	–	–	–
Net cash flows from financing activities	65	1,837	–
Net increase (decrease) in cash and cash equivalents	9	1,721	(141)
Cash and cash equivalents at the beginning of the period	–	9	1,730
Cash and cash equivalents at the end of the period	9	1,730	1,589

There are no restrictions on the use of the Company's capital resources that have materially affected, or could materially affect, directly or indirectly, the Company's operations.

The Company may raise additional capital following expiry of 12 months from the date of this Document, for example, in connection with the long term growth strategy of the Enlarged Group or for growth by acquisition. Such capital is expected to be raised through share issues (such as rights issues, open offers or private placings) or borrowings.

As at the date of this Document, the Company has no borrowings. On Admission, the Enlarged Group will not have any debt instruments in place.

Any debt financing that may be utilised by the Company and/or the Enlarged Group in the future will incur additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

Future working capital for the Enlarged Group in the medium to longer term will primarily depend on the financial performance of MOH.

Treasury policies and objectives

The Company is not exposed to any significant interest rate or foreign exchange risks and therefore it does not require any formal hedging policies to be in place. However, following Completion, the Enlarged Group will be exposed to foreign exchange rate risks between Pound Sterling and Japanese Yen. Given that 100 per cent. of MOH's revenues and expenses are currently in Yen and that MOH will be the only operating business of the Enlarged Group, the Directors do not foresee exchange rate risks to be material, with only the listing and corporate administration costs being retained in GBP. However, if such exposure does become material in the future the Board will consider implementing an appropriate hedging policy.

Ongoing costs and expenses

The Company's ongoing costs will be limited to those typical of a holding company with a listing in the Equity Shares (transition) category. It is anticipated that any cash generated by the Enlarged Group will be used as appropriate for working capital and to grow the business of the Enlarged Group in accordance with its strategy, details of which are set out in paragraph 9 of Part III of this Document.

The Directors expect that it may be necessary to raise further funds in the future to enable the Enlarged Group to increase the pace at which it develops the business of MOH as well as to diversify the shareholder base and create greater trading volume and liquidity.

Over time, and in accordance with the Company's business strategy, the Company expects to make distributions to Shareholders in accordance with the Company's dividend policy, as adopted from time to time. The Company does not anticipate making any distributions in the short to medium term.

There have been no material or significant changes in the financial performance of the Company since 31 October 2023, the date to which the financial information for the Company has been drawn up, and which is incorporated by reference into Section B of Part VI of this Document, to the date of this Document.

5. Capitalisation and indebtedness

Statement of capitalisation

The following table shows the Company's unaudited statement of capitalisation as at 31 May 2024, which have been extracted from its underlying accounting records:

	31 May 2024 (Unaudited) £'000
Total current debt (including current portion of non-current debt)	
Guaranteed	–
Secured	–
Unguaranteed/Unsecured	31
Total non-current debt (excluding current portion of non-current debt)	
Guaranteed	–
Secured	–
Unguaranteed/Unsecured	–
Shareholder equity	
Share capital	550
Share premium	1,352
Other capital reserves	88
Retained earnings (profit and loss reserves)	(546)
Other reserves (foreign exchange reserves)	–
Total equity	1,444

There has been no material change in the Company's capitalisation since 31 May 2024 to 30 July 2024 (being the last practicable date prior to the date of this Document).

Statement of indebtedness

The following table shows the Company's unaudited liquidity as at 31 May 2024, which has been extracted from its underlying accounting records:

		31 May 2024 (Unaudited) £'000
A.	Cash	1,462
B.	Cash equivalent	–
C.	Other current financial assets	13
D.	**Liquidity (A) + (B) + (C)**	1,475

		31 May 2024 (Unaudited) £'000
E.	Current financial debt (including debt instruments but excluding current portion of non-current financial debt)	31
F.	Current portion of non-current financial debt	–
G.	**Current financial indebtedness (E) + (F)**	31
H.	**Net current financial liquidity (D) - (G)**	1,444
I.	Non-current financial debt (excluding current portion and debt instruments)	–
J.	Debt instruments	–
K.	Non-current trade and other payables	–
L.	**Non-current financial indebtedness**	–
M.	**Total financial liquidity (H) + (L)**	1,444

As at 31 May 2024, the Company had no material indirect or contingent indebtedness.

There has been no material change in the Company's indebtedness since 31 May 2024 to 30 July 2024 (being the last practicable date prior to the date of this Document).

As at the date of this Document, the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.

6. Summary financial information

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the Company's audited historical financial information from the period of incorporation on 21 April 2021 to 30 April 2023 and its unaudited historical financial information for the six month period ended 31 October 2023, which are the only relevant periods prepared in accordance with IFRS.

This discussion contains forward looking statements, which, although based on assumptions that the Directors and the Proposed Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 25 of this Document.

The key risks and uncertainties, include, but are not limited to those described in the Risk Factors on pages 11 to 23 of this Document.

Statements of comprehensive income

	Period ended 30 April 2022 (£'000) (Audited)	*Year ended 30 April 2023 (£'000) (Audited)*	*6 months ended 31 October 2023 (£'000) (Unaudited)*
Administrative expenses	(65)	(248)	(45)
Operating loss	(65)	(248)	(45)
Taxation	–	–	–
Loss after tax	(65)	(248)	(45)
Total comprehensive loss for the period	(65)	(248)	(45)

Statements of financial position of the Company

	At 30 April 2022 (£'000) (Audited)	*At 30 April 2023 (£'000) (Audited)*	*At 31 October 2023 (£'000) (Unaudited)*
Total assets	9	1,740	1,649
Total liabilities	(24)	(63)	(17)
Net assets/(liabilities)	(15)	1,677	1,632

7. Operating and financial review

Operating and financial review of the Company for the period covered by the historical financial information which has been incorporated by reference into Sections A and B of Part VI of this Document

Since its incorporation on 21 April 2021, the Company has existed as a company which had sought to establish itself as a SPAC listed on the Standard Segment of the Official List prior to the Implementation Date and on the Equity Shares (transition) category of the Official List following the Implementation Date with sufficient capital and a board which is appropriate for it to be able to attract and acquire a suitable company or business in its chosen industry sector, namely the financial services sector such as digital payment systems, trading platforms and other related infrastructure.

Since incorporation, the Company has undertaken an IPO fundraising of £2 million (before fees and expenses of the IPO) through the placement of 50 million Ordinary Shares at £0.04 per Ordinary Share. Since IPO, the Company has reviewed a number of potential acquisition targets, in line with its acquisition strategy, and has decided that the most suitable target for the Company's first acquisition would be MOH for those reasons set out in Part I – "Letter from the Chairman of the Company" of this Document. The Company has undertaken due diligence on MOH and engaged its advisers to assist with completing the Acquisition and Admission of the Enlarged Group.

The material events in the two years since the Company's incorporation have been: (a) the appointment of Mr Aamir Quraishi and Mr Allan Rowley as Non-Executive Directors of the Company on 24 October 2022; (b) the issue of the Founder Warrants on 24 October 2022, as further detailed in paragraph 9.1 of Part X of this Document (which are to be cancelled pursuant to the Deeds of Termination effective as of Admission, save for the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date of this Document); (c) the IPO; (d) the raising of gross proceeds of £2 million through the issue of 50 million Ordinary Shares on IPO; (e) the signing of the non-legally binding heads of terms to acquire 93.49 per cent. of the issued share capital of MOH on 22 December 2023; (f) the entering into the Acquisition Agreement on 30 July 2024; and (g) the cancellation of the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date of this Document pursuant to the terms of the Optiva Deed of Termination, details of which are set out in paragraph 9.2.5 of Part X of this Document.

Save in respect of the Acquisition, the Company has not made any material investments since incorporation.

8. Key performance indicators

Given that the Company's sole purpose was to identify suitable acquisition targets in line with its acquisition strategy, the Directors did not employ any financial key performance indicators ("**KPIs**").

However, following Completion, the Directors intend to work with the Proposed Directors to introduce appropriate financial and operational KPI's to monitor the ongoing performance of the Enlarged Group following Admission.

9. Employees

The Company does not have any employees as at the date of this Document. The Company has two Non-Executive Directors being Mr Aamir Quraishi and Mr Allan Rowley.

Following Completion, the Enlarged Group will have 20 employees as well as 3 MOH Directors and one corporate auditor.

10. Admission

As the Acquisition constitutes a Reverse Takeover under the UKLR, the London Stock Exchange will cancel trading in the Existing Ordinary Shares on the Main Market for listed securities, and the FCA will cancel the listing of the Existing Ordinary Shares on the Official List by 8.00 a.m. on 19 August 2024. Applications will be made for the Existing Ordinary Shares to be readmitted and the Consideration Shares to be admitted to the Equity Shares (transition) category of the Official List of the FCA under Chapter 22 of the UKLR and to trading on the Main Market. Admission is expected to occur at 8.00 a.m. on 19 August 2024 and in addition to the Document being available on the Company's website at: www.mohnippon.com, copies of this Document will be available to the public, free of charge, from the Company's registered office until the expiry of one month from the date of Admission.

PART III

INFORMATION ON AND OPERATING AND FINANCIAL REVIEW OF MOH

1. Overview of MOH and its operations

MOH is an established crowdfunding services platform in Japan which provides solutions for local investors seeking returns from investment into real estate.

MOH was founded in August 1998 by Mr Kenichi Yanase and was originally involved in the investment and management of smaller commercial and residential units in Japan. MOH's head office is in Tokyo and is regulated under the FTK Act. It commenced crowdfunding services in 2007 for land development projects, commercialised and managed by itself. In relation to its crowdfunding activities, MOH itself does not receive or manage any investor funds but acts only as a crowdfunding services provider.

Over the last 16 years, from 2007-2023, MOH successfully solicited investments from almost 40,000 individual investors in Japan and facilitated capital raising of approximately JPY 277 billion (c. £1.45 billion) through crowdfunding. As at the date of this Document, MOH employed 20 employees as well as 3 MOH Directors and one corporate auditor.

As at 11 June 2024, MOH is a 97.41 per cent. owned subsidiary of KBC (a privately held corporation in Japan wholly owned by Mr Kenichi Yanase), with the remaining 2.59 per cent. held by a number of smaller private individuals. The Company is acquiring the entire shareholding in MOH held by KBC.

In summary, TSIB (a member of the KBC Group) secures land parcels in Japan as development opportunities and after undertaking planning and obtaining necessary approvals will sell on permitted tranches for development to TSIF, which acts as a property holding and management company. Construction of the land is performed by external contractors organised by TSIB and/or MOH following the sale of the commercialised land to TSIF. In some instances, MOH will also jointly purchase, commercialise and develop the real estate together with TSIB and, where resources allow, MOH may itself solely acquire the land for commercialisation and development and onward sale to TSIF. This is likely to be the case in connection with cold-chain logistic projects using the FrostiX technology, HybridIce. To date, MOH has provided crowdfunding services solely to TSIF. KBC also owns 100 per cent. of TSIB, which itself owns 100 per cent. of TSIF.

TSIF, like MOH, is regulated under the FTK Act and operates a number of fund products under the "Minnadeooyasan" brand, for both existing and new investors, and a number of private investments for existing investors only, under the "Private Ooyasan" brand. Investors in fund products are issued a participating interest in the relevant fund in return for the cash which they invest. The funds secured by TSIF are then used to acquire and develop the real estate.

The price of the land paid by TSIF will include the estimated costs of the Commercialisation Work performed by TSIB and / or MOH as well as construction costs outsourced by TSIB and/or MOH to finalise the project and any ancillary fees and expenses incurred and expected to be incurred. To date, MOH has not provided services to other third parties but instead has focused on supporting the pipeline of projects generated within the KBC Group. This also provides MOH with a proprietary pipeline of projects for commercialisation and development and crowdfunding opportunities. TSIF has granted an exclusive sales right whereby TSIF is to purchase such real estate projects only from TSIB and MOH and not from any other party.

In addition to traditional real estate asset classes, such as residential and commercial, MOH has previously crowdfunded for the revitalisation of traditional agricultural-type farms, the refurbishment of state-of-the-art medical facilities and the revival of traditional cultural parks. MOH has also more recently started to invest directly (through land purchase and development activities) into technology-driven commercial projects, such as cold-chain logistics facilities which will then also be sold onto TSIF. MOH intends to diversify its interest in cold-chain logistic facilities in the ASEAN countries and beyond in the future as part of its growth strategy.

MOH primarily generates its revenue from three work streams: (1) fees related to its crowdfunding activities; (2) the sale, commercialisation and development of real estate performed jointly with TSIB for which MOH receives a certain proportion of the profits generated; and (3) projects acquired, developed and sold to TSIF

where MOH solely purchases and develops the project for which it receives all of the profit. In the case of (3), MOH does not receive income from streams (1) and (2) above.

For the year ended 31 March 2023, MOH reported an operating profit of JPY 731 million (c. £3.8 million) on revenues of JPY 5.6 billion (c. £29.3 million). For the unaudited six-month period to 30 September 2023, MOH reported an operating profit of JPY 2.2 billion (c. £11.3 million) on revenues of JPY 4.9 billion (c. £25.9 million). Unaudited net assets as at 30 September 2023 were JPY 5.0 billion (c. £26.2 million).

The MOH Directors are of the opinion that a listing by way of a reverse takeover of Bowen by MOH will enhance its brand and profile in Japan and internationally, enable access to additional real estate portfolios internationally, thus diversifying risk, and provide access to fresh equity capital in the future to accelerate its growth strategy, particularly in the area of technology-related real estate. The MOH Directors also believe that the listing will also support MOH in attracting and retaining senior professionals both locally in Japan and internationally as the business grows.

2. History and development

MOH was founded in August 1998 by Mr. Kenichi Yanase, initially to invest in and manage smaller commercial and residential units in Japan. At the time it was challenging and costly for individual investors to invest in, and generate returns from, the real estate sector in Japan, which had historically been monopolised by institutional investors. The key vision of Mr Kenichi Yanase was therefore for MOH to open up a world of institutional real estate investing to everyone.

In July 2007, MOH obtained a licence from the Governor of Tokyo under the FTK Act. The licence allowed MOH to begin crowdfunding services as an intermediary or agent between a company wishing to raise funds and investors seeking returns from investment into real estate. MOH solicited approximately JPY 800 million (c. £4.2 million) in crowdfunding for Minnadeooyasan No.1, being the first fund product, between September 2007 and August 2010. The licence granted to MOH will not be affected as a result of the completion of the Acquisition or Admission.

Prior to 2013, in addition to its crowdfunding services, MOH was also engaged in activities that included real estate property purchases and sales and development. However, as a result of a company restructuring in 2013, MOH focused mainly on providing crowdfunding services under the FTK Act, while TSIB was spun out and set up to secure and undertake the real estate property purchases, development and sales, forming projects that would be incorporated into Specified Joint Real Estate Ventures for which MOH was crowdfunding.

Recently, MOH has again begun to purchase, commercialise and develop and sell real estate projects itself and is seeking to focus particularly on cold-chain logistics facilities in Japan and overseas.

The brand 'Minnadeooyasan' means 'Let's all be landlords' and embodies the ethos of MOH. Investment amounts can be as small as JPY 1 million (c. £5,250). Investors, solicited by MOH's sales agents, contribute funds to a TSIF fund product under a contract set up specifically for the project for which funds are being raised and which contains details such as the investment period (usually 3-5 years), anticipated return (usually 6 per cent. to 7 per cent. per annum) and attaches a product overview and important information manual. Based on their investment proportion, participants then receive a portion of the net rental income derived from the targeted real estate business as profit distributions from TSIF, once the project has been developed and leased.

From September 2007 to 31 December 2023, MOH has facilitated capital for 52 projects across 85 funds raising approximately JPY 277 billion (c. £1.45 billion) through crowdfunding.

The Minnadeooyasan series of fund products is a real estate investment service aimed at supplementing the income of individual investors in the context of decreased employment and income, low interest rates, along with uncertainties regarding pension receipts. It not only focuses on securing funds for the future, but also on supplementing present-day living expenses for investors.

3. Business model

Overview

The MOH Directors believe that there are four significant drawbacks associated with individuals in Japan seeking to generate rental income from real estate investment: (1) high initial investment; (2) high management and maintenance fees; (3) challenges involved in monetising the investment; and (4) fluctuations in real estate prices. In order to assist individuals who would like to participate in real estate investments, MOH, together with related entities, has adopted a model governed by the FTK Act, whereby investors can participate in real estate investment by entering into a direct contract with the real estate holding and management company known as the 'operator' (MOH crowdfunds for TSIF which is the current operator).

MOH acts as an intermediary or crowdfunding agent between TSIF and the investors. Through participation in the real estate projects, TSIF receives rental income through the ownership and management of the properties and in turn the investors acquire the right to receive distributions generated from such rental income.

Investors can participate in funds advertised by MOH by investing a minimum of JPY 1 million (c. £5,250). The real-estate management tasks are handled by TSIF so that investors do not bear any management burden. If an investor wishes to withdraw their participation in a fund, MOH will make the necessary arrangement for the investor to transfer their participating interest to TSIF, making it much more efficient for the investor compared to exiting a traditional real estate investment.

As set out in paragraph 6 in this Part III below, MOH and TSIF are regulated entities, which provide a level of protection to investors participating in the funds offered by TSIF for which MOH crowdfunds.

The investment platforms presented by MOH also incorporate a further layer of protection for investors who contract with TSIF compared to a traditional real estate investment model, by the introduction of a preferred subordinated system, which categorises investments from investors as 'preferred contributions' and investments from the operator (TSIF) as 'subordinated contributions'. As a result, investors have the advantage of receiving returns from their invested principal, from TSIF, at a higher priority. An example of when this system will benefit an investor is where an investment has an 80 per cent. preferred contribution and a 20 per cent. subordinated contribution ratio and the decline in value of the target property is up to 20 per cent. In this scenario the loss will be borne completely by TSIF, with the investor's investment remaining unaffected. However, if the decline exceeds 20 per cent. in this example, then each investor would also suffer a loss as well as TSIF.

MOH Activities

MOH is primarily engaged in providing crowdfunding services in Japan within the framework of FTKs, which are regulated by the FTK Act.

Under FTKs, a party either enters into FTK Contracts, or serves as an agent or broker to such contracts, which stipulate that: (1) one party contributes to (or invests into) the real estate property transactions being executed by the other party; (2) that the other party undertakes real estate property transactions using the investment; and (3) and that the returns generated from those real estate property transactions will be distributed.

MOH is permitted to act as an agent or broker for the entering into of FTK Contracts, known as Item 2 Work which is governed by the FTK Act, and provides these services in cooperation with TSIB and TSIF. The actual party that enters into the FTK Contracts with investors and receives funds is TSIF, which is itself permitted to do so under the FTK Act. Each FTK, where TSIF enters into FTK Contracts with investors and executes the underlying real estate project, is known as a Subject FTK.

MOH undertakes the following specific activities:

(A) TSIF Assistance Work, where MOH is contracted solely by TSIF to:

- act as an agent or broker for the entering into of FTK Contracts by TSIF for the Subject FTKs;
- sales activities, sales promotions and general administrative work of the Subject FTKs;
- management of investors of the Subject FTKs, providing MOH with full visibility of and access to the investor base;

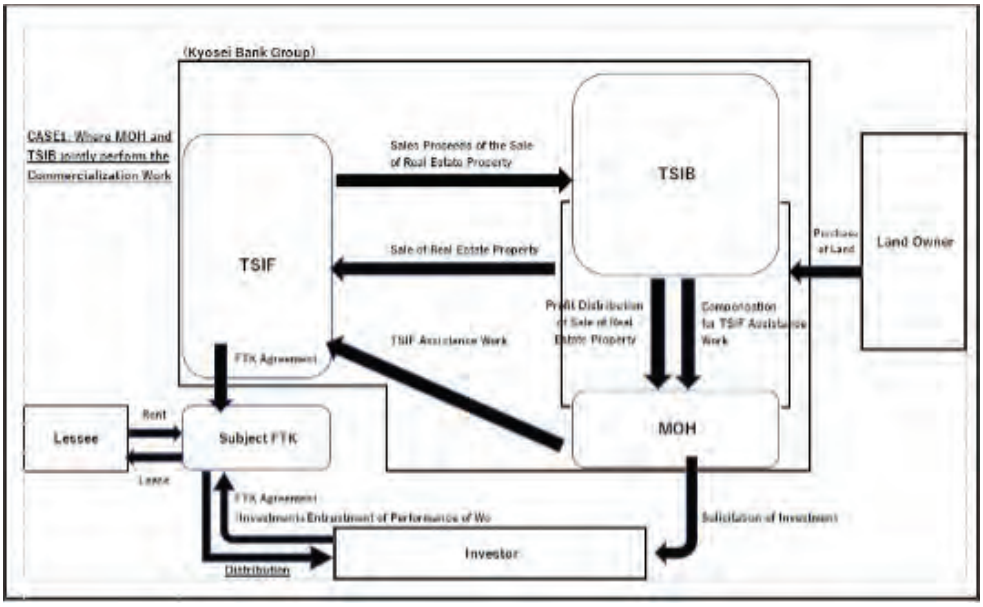
- safekeeping of documents and agreements for FTK Contracts entered into with investors of the Subject FTKs;
- advertising and marketing of the Subject FTKs;
- assisting in preparing reports for customers as stipulated by law;
- assisting in preparing payment records;
- product planning for the Subject FTKs; and
- work incidental to each of the above.

The scope under TSIF Assistance Work above includes Item 2 Work, but for the avoidance of doubt MOH does not itself enter into any contracts with investors nor does it hold funds raised from investors.

(B) Commercialisation Work, where specific real estate projects that are acquired (by TSIB and/or MOH) are then jointly commercialised or prepared to be sold to Subject FTKs managed by TSIF following relevant master planning, approvals for development, tendering etc. MOH may or may not always participate in Commercialisation Work and when it does it can do so jointly with TSIB, or with respect to certain real estate initiatives (such as cold-chain logistics), alone.

Diagrammatic overviews showing the roles of MOH, TSIF and TSIB in the Subject FTKs are set out below:

Example A – Where MOH and TSIB jointly perform the real estate Commercialisation Work for projects sold to TSIF



In this scenario:

(i) TSIB, solely or together with MOH, enters into purchase agreements to purchase a real estate project. Where MOH is a party to the purchase agreement (which is less common than TSIB solely entering into the purchase agreement) TSIB will provide MOH with a loan to cover its contribution. This related party loan will then be repaid from the proceeds of the sale. This is a paper transaction whereby no cash changes hands between TSIB and MOH. This arrangement allows MOH to build up a track record in investment activity and is agreed to by TSIB given MOH's fundraising power, without which TSIB would be unable to sell the commercialised project to TSIF. TSIB and MOH then jointly work to prepare, commercialise and facilitate development of the real estate (the Commercialisation Work) so that it can be used and transferred to a Subject FTK managed by TSIF. The responsibilities of TSIB and MOH are defined under the Joint Business Agreement, further details of which are set out in paragraph 10.11 of Part X of this Document.

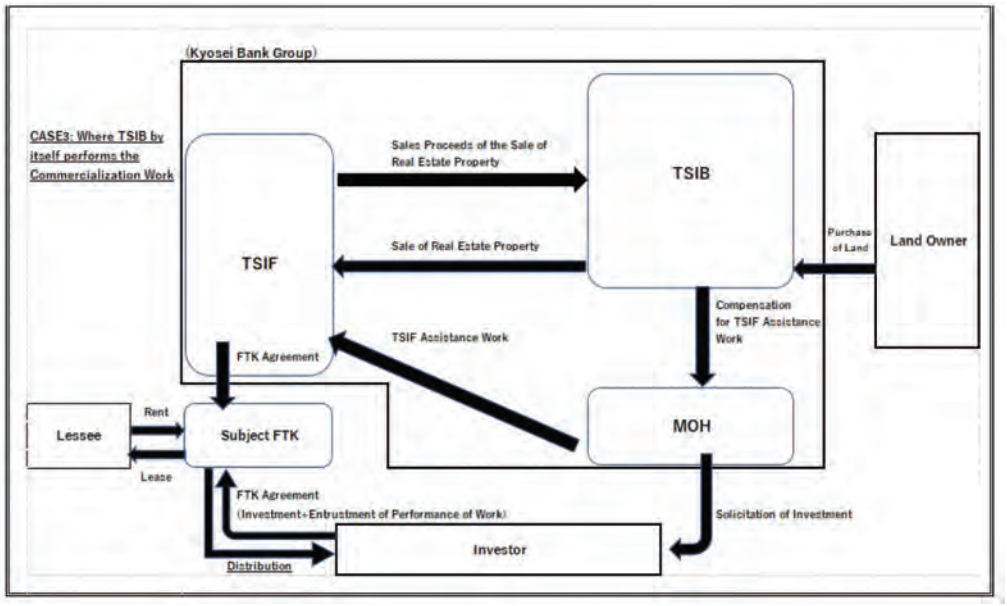
(ii) Separately, MOH is contracted solely by TSIF to perform the TSIF Assistance Work in connection with the real estate project.

(iii) Once funds are secured from investors solicited by MOH, TSIF purchases the real estate project and enters into FTK Contracts with the investors participating in the Subject FTK. The purchase price of the real estate sold to TSIF includes compensation for work undertaken in relation to the Commercialisation Work and the TSIF Assistance Work as well as any estimated development and construction costs yet to be incurred and any ancillary expenses.

(iv) The property is then sold to TSIF following which TSIB and MOH complete the development of the property, and arrange for the construction of the property through third party contractors.

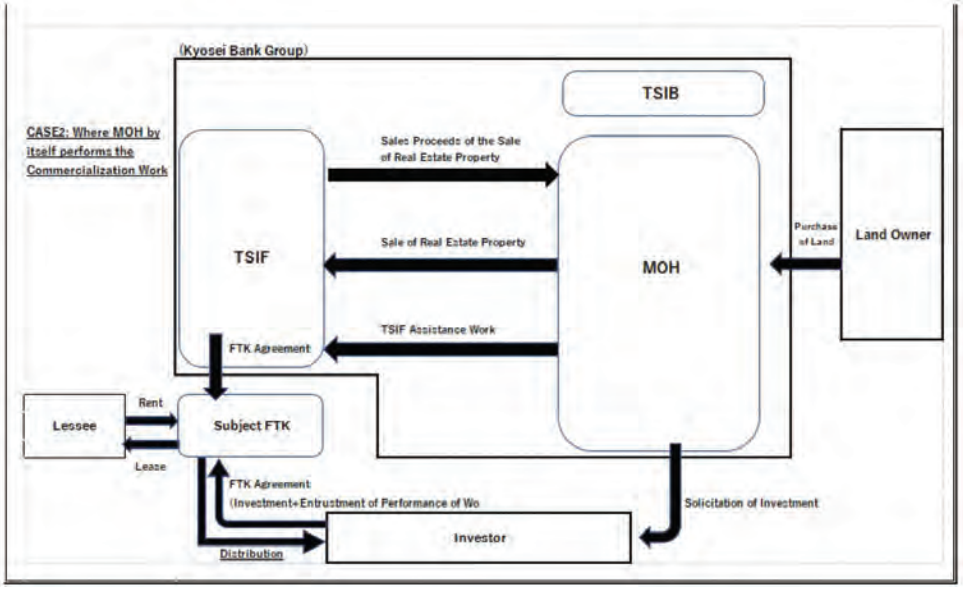
(v) TSIF then holds, manages and receives rental income from leasing of the property to a third party or to a KBC Group company. However, during the period of development the property is leased to a company owned by KBC after which the completed property will either be leased to a third party or sold if it makes commercial sense to do so. As at the date of this Document, over 90 per cent. of projects are leased internally to KBC Group companies given the portfolio is heavily geared towards the Narita project development, with the remainder being leased to independent third parties. As properties are developed the mix between rental income coming in from third parties and the KBC Group companies will change. TSIF is, therefore, able to make distributions to investors from rental earned. If there is a significant cash call from investors, TSIF will consider selling the real estate if necessary.

Example B – Where TSIB solely acquires real estate and performs the Commercialisation Work for projects sold to TSIF



In this scenario, where MOH is not involved in the Commercialisation Work or purchase of the land but just the TSIF Assistance Work, MOH will only earn revenue from performing TSIF Assistance Work and not from the Commercialisation Work which is performed solely by TSIB.

Example C – Where MOH solely acquires the real estate and alone performs the Commercialisation Work for projects sold to TSIF



In this scenario, TSIB is not involved and, where resources allow, MOH will use its own balance sheet to solely acquire the real estate project (most likely only in cold-chain logistics), perform the Commercialisation Work and sell the project on to TSIF. In this case, MOH will only receive the profit which it makes on selling the project onto TSIF, and not receive any compensation specifically related to Commercialisation Work or TSIF Assistance Work.

Compensation to MOH

In relation to the TSIF Assistance Work performed by MOH, MOH will receive an amount equal to 10 per cent. of the sales transfer price of the subject real estate as compensation. Prior to 31 March 2023, this was a fixed monthly fee irrespective of the work undertaken by MOH. The arrangement is now a percentage-based compensation scheme which has resulted in an increase in the revenue generated by MOH since 1 April 2023.

Where MOH and TSIB jointly perform the Commercialisation Work, MOH will receive a percentage of the profit from the sale of the project to TSIF. From 1 April 2024 onwards, the profit distribution formula of MOH and TSIB, which is based on the sales price received, less the purchase costs, is 90 per cent. to TSIB and 10 per cent. to MOH. Between 1 April 2023 and 31 March 2024 this ratio was 95 per cent. to TSIB and 5 per cent. to MOH and between 1 April 2022 and 31 March 2023 MOH received 2 per cent..

In Example A (above), if MOH is a party to the purchase agreement and invests capital, the capital will be repaid on sale of the commercialised real estate and MOH will receive any fees it is owed from the Commercialisation Work and the TSIF Assistance Work, in which it is involved, in the usual way.

Where MOH solely acquires real estate, performs the Commercialisation Work itself, and then sells the real estate to TSIF (e.g. as MOH intends to do with the cold-chain logistics facilities), MOH will only receive the profit on sale of the property and will not receive any compensation specifically related to TSIF Assistance Work and Commercialisation Work. Therefore, the profit on the sale of the property is the aggregate amount of the compensation received by MOH in this scenario.

Cold-chain logistics business

MOH is interested in developing industrial real estate property that utilises innovative technologies and environmentally friendly concepts such as cold-chain logistics, including food processing facilities and freezer/refrigeration warehouses.

KBC has acquired 75.8 per cent. of the issued share capital of FrostiX, a technology company based in Tokyo which is developing a patented freezing technology, ("HybridIce"), that uses little to no electricity. MOH plans to apply the technology to logistics facilities in Japan and overseas which will then be sold as FTK products, that MOH will also continue to crowdfund for, as a separate asset class.

MOH is intending to exclusively and solely develop cold-chain logistics facilities within the KBC Group and therefore will be entitled to receive 100 per cent. of the profits arising from the purchase and sale of real estate projects following integration of the FrostiX technology.

4. Target market and marketing strategy

MOH predominately targets prospective investors in their late 50s to late 60s with financial assets of at least JPY 10 million (c. £52,500) through TV commercials and internet advertising, which MOH has historically found to lead to enquiries on the relevant investment opportunity.

Following these enquiries, the MOH sales team engages with prospective investors, utilising marketing automation tools to boost contact opportunities. Many investor contracts are completed solely through email and document exchanges.

Upon requesting information about fund projects that MOH is crowdfunding for, potential investors are systematically managed in MOH's customer relationship management database as leads. In order to enhance its ability to respond to the requirements of the potential investor, and optimise the likelihood of contract conversion, MOH has established a customised lifecycle status framework, which enables its marketing and sales teams to efficiently interact with customers based on their specific status.

Typically, the marketing team dispatches fund product investment information to potential investors after they have expressed an interest in the fund product being advertised. Following this, the MOH marketing team arranges business meetings and then introduces the customer to sales representatives. The sales representatives then engage with the potential investor, aiming to finalise the deal and enter into contractual commitments on behalf of TSIF.

Upselling or cross-selling to existing customers is facilitated through appropriate customer management and a personable or tailored approach to each customer.

5. Operational and financial highlights

Throughout the period covered by the historical financial information on MOH, which is set out in Sections B and C of Part VII of this Document, MOH has focused on providing crowdfunding services to raise funds solely for TSIF. The table below summarises the funds raised:

Period	*Number of projects / funds*	*Amount raised*
Year to 31 March 2021	4 projects across 8 funds	Approximately JPY 21.2 billion (c. £111 million)
Year to 31 March 2022	6 projects across 12 funds	Approximately JPY 40.4 billion (c. £212 million)
Year to 31 March 2023	4 projects across 8 funds	Approximately JPY 61.8 billion (c. £324 million)
6 months to 30 September 2023	2 projects across 2 funds	Approximately JPY 30.8 billion (c. £162 million)

MOH generates revenue from:

(1) fees related to crowdfunding activities payable by TSIB on behalf of TSIF (TSIF Assistance Work). Prior to 1 April 2023, this was a fixed monthly amount (irrespective of capital raised or marketing expenditure) but post 1 April 2023 it is based on 10 per cent. of the land transfer price paid by TSIF. The fees from crowdfunding activities increased from a fixed amount of JPY 120 million (c. £630,000) per month for the period of April to August 2021 to JPY 311 m (c. £1.6 million) per month from September 2021;

(2) a percentage of the gross profit made on purchase, development and sale of real estate to TSIF undertaken jointly by TSIB and MOH, or by TSIB alone (Commercialisation Work). Prior to 1 April 2023, the profit distribution between TSIB and MOH was 98 per cent. to TSIB and 2 per cent. to MOH. From 1 April 2023 to 31 March 2024, the ratio was 95 per cent. to TSIB and 5 per cent. to MOH. From 1 April 2024 the ratio is 90 per cent. to TSIB and 10 per cent. to MOH; and

(3) where MOH solely purchases, develops and sells real estate to TSIF, the profits generated on sale of the project to TSIF. In this scenario, MOH will not receive a fee related to its crowdfunding activities or Commercialisation Work.

During the period covered by the historical financial information of MOH revenue split was as follows:

Financial period	*Revenue stream*		
	Fees from crowdfunding	*Profits on joint real estate development (involving TSIB)*	*Profit on real estate sales (MOH only)*
Year ended 31 March 2021	JPY 2.8 billion (c. £14.7 million)	Nil	Nil
Year ended 31 March 2022	JPY 3.7 billion (c. £19.4 million)	Nil	JPY 1.1 billion (c. £5.8 million)
Year ended 31 March 2023	JPY3.7 billion (c. £19.4 million)	JPY 1.9 billion (c. £10.0 million)	Nil
6 month period ended 30 September 2023	JPY 3.1 billion (c. £16.3 million)	JPY 1.8 billion (c. £9.4 million)	Nil

Over the period covered by the historical financial information of MOH, MOH has steadily increased its revenues from JPY 2.8 billion (c. £14.6 million) in the year to 31 March 2021 to JPY 5.6 billion (c. £29.3 million) in the year to 31 March 2023.

6. Regulatory environment

The FTK Act was enacted in June 1994 with the aim of governing FTKs, clarifying the responsibilities of operators such as TSIF, implementing a system of permissions, and taking necessary measures to prevent losses that investors may incur. The FTK Act seeks to protect the interests of investors and contribute to the sound development of Specified Joint Real Estate Ventures as an asset class.

In order for MOH to engage in FTKs, MOH was required to obtain permission from the Governor of Tokyo where MOH has its place of business. As such, in 2007, MOH obtained the following permissions which remain valid:

- Item 1 Business: a business in which FTK Contracts are entered into, and proceeds or profits generated from real estate property transactions performed based on such FTK Contracts are distributed; and
- Item 2 Business: a business of acting as an agent or broker for the entering into of FTK Contracts.

TSIF also holds the same permissions as MOH but was granted such permissions by the Governor of Osaka Prefecture.

TSIF is also permitted to undertake electronic trading associated with its FTK license and as a result owns, operates and receives funding directly via an app ("Minnadeooyasan Mini" or "MINI") targeting smaller size investors, typically from JPY 10,000 (c. £50) and introduce them to the FTK product range. The intention is then to migrate them to 'Minnadeooyasan' fund products sold by MOH as investment sizes gets larger (above JPY 1 million (c. £5,250). The app was developed in conjunction with MOH and as per the Addendum to the Joint Business Agreement dated 11 June 2024: i) any capital raised by TSIF via MINI will be used to acquire real estate from only MOH and/or TSIB; and ii) MOH will continue to receive Commercialisation Work fees and TSIF Assistance Work fees. MOH also has an option to acquire MINI at any time during the duration of the Joint Business Agreement at a price equal to the development costs, application fees and any maintenance fees paid by TSIF.

In order to maintain such licence MOH and TSIF are subject to a number of obligations and restrictions under the FTK Act including regular reporting, certain filing obligations and restrictions on calculation methods for valuing the real estate property subject to the investment.

In addition to the FTK Act, MOH is subject to a number of other related laws and regulations including:

(1) the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates which prohibits MOH / TSIF from accepting investments by expressly or implicitly indicating to an unspecified large number of persons that the full amount of the investment or money equivalent to an amount exceeding the full amount of the investment will be paid at a later date as a reimbursement of the investment;

(2) the FTK Act incorporates certain provisions of The Financial Instruments and Exchange Act including prohibition of re-solicitation, the principle of suitability of investment to the investor audience and a prohibition on compensating for losses suffered by investors; and

(3) the Act on the Provision of Financial Services which, *inter alia*, requires companies selling financial products to explain the risks of an investment according to the investor's situation and to compensate where such explanations have not been made.

Neither the completion of the Acquisition nor Admission will invalidate the licence granted to MOH under the FTK Act.

7. Competitive advantages and strengths of MOH

The MOH Directors believe that MOH has the following competitive advantages:

7.1. ***Growing investor base with high level of repeat investors***

MOH mainly targets customers in their late 50s to late 60s with assets of at least JPY 10 million (c. £52,500). This demographic in Japan represents approximately 23 million people. It is estimated that approximately 34 per cent. of whom have assets of at least JPY 10 million[2]. Given an aging population in Japan, MOH's target market is anticipated to grow over time. Furthermore, MOH's annual average repeat investment rate over the last three years has been close to 62.7 per cent. which demonstrates MOH's ability to maintain customer loyalty and achieve its growth strategy. Over the past three years, the average investment per investor has been approximately JPY 3.46 million (c. £18,200).

7.2***. Proven track record***

MOH has a 16-year proven track record of raising funds for real estate investments through crowdfunding. Between September 2007 and December 2023, MOH raised approximately JPY 277 billion (c. £1.45 billion). Over the past decade (from April 2013 to March 2023), the fundraising amount has shown strong growth, with a compound annual growth rate of approximately 46 per cent.. The number of investors has also increased significantly, from 451 investors to 38,215 registered subscribers in September 2023, representing a compound annual growth rate of approximately 44 per cent. during the same period.

7.3. ***High brand visibility due to its multi-channel marketing strategy***

MOH's multi-channel marketing strategy includes television commercials, internet advertising, social media marketing, owned media marketing, referral systems and membership campaigns. The extensive influence of MOH's marketing strategy has enabled MOH to establish and uphold a dedicated and varied customer following.

In May 2023, the Japan Marketing Research Organisation Inc. conducted an online survey in the real estate investment sector. The results listed MOH in the top ranking for "The Most Reliable Real Estate Investment – No. 1," "The Easiest Real Estate Investment to Start – No. 1," and "The Most Attractive Real Estate Investment – No. 1" in the field of asset management[3].

7.4. ***Proprietary pipeline of projects through affiliation with the KBC Group***

MOH, through its long term affiliation with the KBC Group, has a proprietary pipeline of real estate projects ready to be funded, commercialised, developed and leased.

2. Source: Ministry of Health, Labour and Welfare: National Survey of Family Income and Expenditure.

3. Source: Japan Marketing Research Organisation Inc.

7.5. ***Experience and ability to develop projects, either jointly (with TSIB) or solely resulting in diversification of its revenue stream***

MOH intends to capitalise on its experience in developing real estate, particularly in the area of cold-chain logistics where it believes there is a large opportunity in Japan and internationally.

8. The FTK market and competition

MOH operates within the FTK market in Japan, commonly referred to as the real estate crowdfunding sector. Real estate crowdfunding is a relatively modern approach to enable investors to participate in real estate investing and is gaining popularity worldwide.

8.1. ***The FTK market***

The FTK market typically governs operators that raise funds, buy and sell real estate or lease property, and then distribute the profits from these activities to investors. By law, companies operating in this sector (which include TSIF and MOH) need to meet the following requirements[4]:

(1) minimum capital ('Item 1' license: JPY 100 million (c. £500,000); 'Item 2' license: JPY 10 million (c. £50,000); 'Item 3' license: JPY 50 million (c. £300,000); and 'Item 4' license: JPY 10 million (c. £50,000));

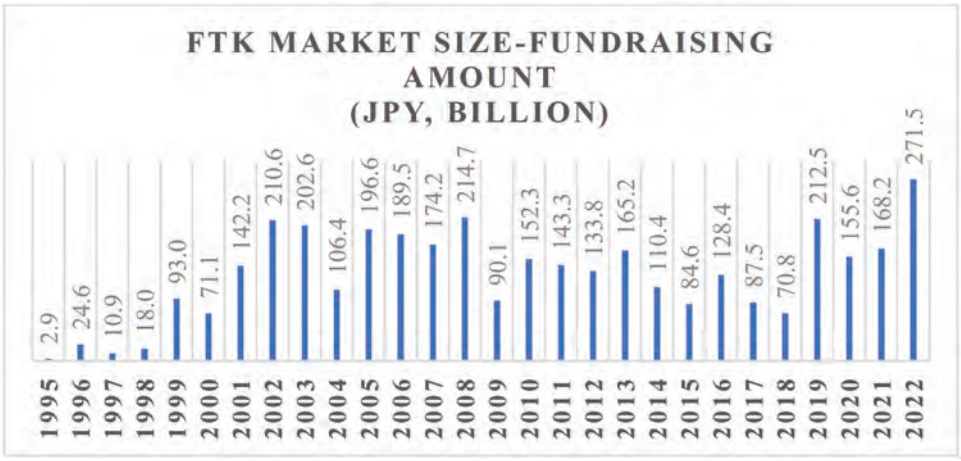
(2) sound financial foundation and an organisational structure capable of conducting business accurately and effectively;

(3) contract terms that meet the standards (only for general investors); and

(4) deployment of business managers for each office (more than three years in non-specific business, practical training, registration certificate business (ARES master, building management specialist, real estate consulting master)).

The FTK market size was approximately JPY 271.5 billion (c. £1.43 billion) in 2022. It has been increasing at a compound annual growth rate of 18 per cent. over past 28 years from approximately JPY 2.9 billion (c. £15.2 million) in 1995. Between 2020 to 2022, it grew at a compound annual growth rate of approximately 20 per cent. over the three years showing signs of continued growth[5].

The chart below, obtained from Ministry of Land, Infrastructure, Transport and Tourism, Japan, illustrates the growth of the FTK market since 1995:



Source: data for 1995 to 2022 is from Ministry of Land, Infrastructure, Transport and Tourism, "Survey on the Reality of Real Estate Securitization."

Competitors

According to MOH management data, key competitors to MOH as crowdfunding service providers in the FTK market in Japan include COZUCHI, creal, i-Bond, RENOSY, and FANTAS with market shares in 2023 of 12.2 per cent., 10.5 per cent., 5.5 per cent., 1.0 per cent., and 0.9 per cent. respectively. In that same year, MOH had a market share of approximately 70 per cent.

4. Source: Real Estate Specified Joint Venture Act.

5. Source: Ministry of Land, Infrastructure, Transport and Tourism.

The major distinction between MOH and its competitors lies in the lower initial investment requirements offered by MOH's competitors which allow investments starting from as little as JPY 10,000 (c.£52) and the online contract option offered by MOH's competitors. In contrast, MOH's offering starts at a relatively higher initial investment quantum of JPY 1 million (c.£5,250) and the use of offline contracts only at this stage.

MOH is of the view that its target investors still prefer the use of offline contracts as many have not historically been proficient in using online applications due to lack of internet usage. However, MOH is considering a more accessible method for its target group in line with the development of internet acceptance.

MOH's strengths are prominently demonstrated in three pivotal areas:

- MOH has developed a robust and loyal customer base by adeptly tailoring its offerings to align with the characteristics and preferences of its target demographic;
- MOH demonstrates proficiency in crafting innovative fund products and excels in offering attractive expected returns on investments; and
- MOH boasts an extensive track record in service provision, positioning itself as a premier brand within its competitive landscape.

8.2. ***The real estate crowdfunding market***

In 2022, the global real estate crowdfunding market was valued at £11.34 billion, and it is anticipated to expand at a compound annual growth rate of approximately 50.9 per cent. between 2023 and 2030[6].

Some of the prominent participants in the global real estate crowdfunding market include AHP Servicing LLC, Crowdestate AS, CrowdStreet, Inc., DiversyFund, Inc., EstateGuru OÜ, Fundrise, LLC, Groundbreaker Technologies, Inc., Groundfloor Finance Inc., RealCrowd, Inc., and RM Technologies LLC.

8.2.1. *High growth trend in the Asia Pacific region*

The Asia Pacific region has taken the lead in the global real estate crowdfunding market. This prominence is driven by a rise in commercial real estate transactions, which is further propelled by the region's growing industrialisation. This has led to an increased demand for financing in diverse real estate projects and stands as a key factor behind the region's market growth. Several other factors are expected to contribute to the market's expansion including the growing popularity of lending-based platforms, which facilitate crowdfunding activities, and the supportive initiatives undertaken by governments to establish regulations conducive to crowdfunding practices. These combined dynamics are anticipated to foster the growth of the real estate crowdfunding market in the Asia Pacific region and beyond.

8.2.2. *Implementing favourable government regulations in Japan*

Real estate crowdfunding in Japan, like in the rest of the world, is experiencing a trend of expansion. In recent years, the regulatory framework in Japan has made it easier for new businesses to enter the real estate crowdfunding market. Furthermore, with initiatives to promote the revitalisation of electronic transaction activities, the government is actively encouraging the promotion of real estate crowdfunding within the country.

8.2.3. *The transition from traditional methods into digital funding approaches*

Real estate crowdfunding allows investors to acquire a fraction of a real estate property rather than the entire asset. The increasing recognition of this advantage has been a driving force behind the growth of the market. Furthermore, real estate companies have been shifting their preferences away from traditional methods of raising large investments, instead favouring digital funding approaches and other crowdfunding tools that centre around crowdfunding for funding commercial real estate projects. This transition has been prompted by the ongoing digitalisation and the widespread integration of advanced technologies within the real estate sector. As a result, there is an expectation that the expanding utilisation of blockchain and machine learning

6. Source: Polaris Market Research.

for private fundraising in commercial real estate endeavours will have a significant impact on the development of the global real estate crowdfunding industry between 2022 and 2030.

9. Strategy and growth and objectives

To date, MOH has been engaged in crowdfunding activities for real estate projects in Japan from Japanese investors. Over the past three years, the amount of capital raised has grown at a compound annual growth rate of approximately 43 per cent., The MOH Directors, the Directors and the Proposed Directors intend to grow the business of the Enlarged Group post Completion by:

(a) continuing to capitalise in the growth of the crowdfunding sector in Japan with the provision of real estate investment opportunities to investors through its proprietary pipeline and joint business with TSIF and TSIB. Development plans are already underway for future projects including refrigerated logistics infrastructure, a state-of-the-art medical centre, a cultural park, and an entertainment hotel; and

(b) as a stand-alone business, MOH intends to establish an industrial real estate cold-chain logistics business using an innovative freezing technology (HybridIce) owned by the KBC Group company, FrostiX.

In an investment environment where interest rates have been extremely low for a long time in Japan, and interest income has been almost non-existent, alternative value-added, dividend paying proprietary funds are expected to become increasingly attractive and the management of MOH believe that MOH is well placed to capitalise on this, given the brand recognition and longevity of its operations.

It is anticipated that in the short to medium term MOH will continue to generate the majority of its revenue from the current split of operations being crowd funding and the Commercialisation Work performed on real estate purchases and sales. Over time, MOH intends to acquire more development projects on its own, with a focus on those outside of Japan, where it will focus on technology driven commercial projects (particularly cold-chain logistics) with the intention of this revenue stream becoming more significant.

There is no current intention to engage in crowdfunding activities in the UK unless there is an opportunistic bolt-on business available for the Enlarged Group to acquire. MOH is currently only licensed to engage in crowdfunding activities in Japan where the market is still experiencing growth. However, MOH does intend to diversify its interest in cold-chain logistic facilities in the ASEAN countries in the short-term, and into Europe and North America in the medium term as part of its growth strategy.

10. Current trading and prospects

MOH's primary business activity remains operating as a crowdfunding platform that facilitates and arranges crowdfunding in Japan. From 1 April 2023, MOH transitioned from a fixed commission fee to 10 per cent. of the sales of real estate to TSIF which had a positive impact on revenue.

The unaudited management accounts for the three months ended 31 December 2023 recorded revenue of approximately JPY 3,330 billion (c. £17.3 million), representing a 120 per cent. growth compared to the corresponding period in the previous year. This growth was driven by increases in fees from crowdfunding and an increase in distribution share from real estate joint development with TSIB, which rose from 2 per cent. in fiscal year 2023 to 5 per cent. in fiscal year 2024.

During the second half of financial year to 31 March 2024, MOH and TSIB collaborated on the development and sale of land from the 'Narita No. 17 series' where MOH retained a 5 per cent. share of the total land sale amount less costs (which has increased to 10 per cent. less costs in financial year commencing 1 April 2024). In the previous financial years, the percentage retained by MOH was 2 per cent. As a result, the revenue to MOH from joint development and sale of land is expected to increase compared to the year to 31 March 2023.

Unaudited general and administrative expenses for the three months ended 31 December 2023 were JPY 619.7 million (c. £3.3 million), representing a 53 per cent. decrease compared to the corresponding period in the previous year. This decrease was primarily due to a 39 per cent. reduction in advertising and promotion expenses, which decreased from JPY 123 billion (c. £6.5 million) in the third quarter of fiscal year 2023 to JPY 754 million (c. £4 million) in the third quarter of fiscal year 2024.

Gross profit in both the fourth quarter of financial year 2024 and for the full year were in line with the MOH Directors' expectations. In February 2024, the Narita 18 project was released, and MOH intensified advertising efforts, which resulted in advertising expenses in the period being approximately JPY 850 million (c. £4.5 million) more than expectations. Other income was approximately JPY 20 million (c. £105,000) below the forecast.

MOH has been subject to one (30 day) suspension ruling from 21 June 2024 to 20 July 2024. The ruling was stayed following an appeal but the suspension period was reinstated and commenced on 28 June 2024 with the end date remaining 20 July 2024.

MOH was notified of the 30-day suspension by the relevant Tokyo Government department on 17 June 2024. It was with regards to the provision of a TSIF FTK product concerning a specific land parcel ("Narita 16") within the Narita project in May 2023 where, following a review of the development plan, TSIF and MOH sent an updated "Status Report on the Tomoiki Japan Gateway Narita Project" to investors. However, this document was deemed by the Governor of Osaka Prefecture and the Governor of Tokyo not to constitute an adequate explanation of the change in plan and therefore the decision to impose a penalty in the form of a suspension.

TSIF was also subject to suspension, from 18 June 2024 to 17 July 2024, (being the operator and asset manager that sold the FTK products to investors). TSIF also experienced a short stay of execution but was also suspended until 17 July 2024.

Following the incident, MOH and TSIF continue to improve regular employee training and ongoing educational programmes, as well as thoroughly implementing refresher courses relating to the directives of regulatory authorities to prevent the issues going forward. The MOH Directors believe that the three-week suspension is not expected to have any material adverse impact on working capital.

MOH has been enhancing its corporate governance and establishing regulations for compliance operations in the period since 30 September 2023. MOH has introduced the "Related Parties Committee" to regulate transactions with related parties, ensuring smooth management execution and promoting comprehensive business development. Additionally, MOH has established the "Budget Management Regulations" and an internal budgeting process flow. These procedures aim to clearly represent budget factors based on MOH's management plan, corporate profit goals, departmental responsibilities and control of activities and aim to evaluate departmental performance while enhancing management efficiency.

Furthermore, the MOH Directors are currently promoting DX (Digital Transformation) for the accounting system and plan to introduce a budget and actual performance management software called YoJiTSU for budget and performance management.

11. Management and key personnel of MOH

As at the date of this Document, and on Admission, the directors of MOH are/will be as follows:

Hoken Yanase (Chief Executive Officer), aged 28
Further details of Mr Hoken Yanase are set out in Part IV of this Document.
Hiromitsu Sakai (Chief Operating Officer), aged 39
Further details of Mr Hiromitsu Sakai are set out in Part IV of this Document.
Makoto Oguma (Non-executive Director), aged 77

Makoto Oguma, born in 1947, is a seasoned professional with a diverse career in Tokyo. Graduating from Chuo University in 1970, he began in tax-related roles and later managed the Tokyo Metropolitan Assembly. His career highlights include key positions in international affairs, vocational education, and support for local communities and disabled individuals.

In 2007, he played a pivotal role in establishing the Japan Financial Services Association. After retiring in 2014, he contributed to re-employment initiatives before joining MOH in 2015 as a non-executive director. Mr. Oguma actively participates in board meetings, resolutions, and brings valuable insights, leveraging his extensive experience in various sectors.

With effect from Admission, Hoken Yanase and Hiromitsu Sakai will be appointed to the board of the Company.

12. Liquidity and capital resources

Sources of cash and liquidity

To date, MOH has been funded by initial share capital and retained profits. From 1 April 2020 until 30 September 2023, being the period covered by the historical financial information set out in Sections B and C of Part VII of this Document, MOH has been profitable and cash generative and therefore has not required external funding. Cash flow fluctuations during this period have come from the normal arm's length related party transactions within the KBC Group. This is reflected in positive operating cash flows in each of the two years ended 31 March 2022, and in the 6 months ended 30 September 2023, and negative operational cash flows in the year ended 31 March 2023 and in the 6 months ended 30 September 2022. MOH remained cash positive throughout the period under review. It is anticipated that the strategy of the Enlarged Group, as set out in paragraph 9 of this Part III of this Document, will primarily be funded by cash generated by the Enlarged Group over the coming years, although should opportunities arise to accelerate the strategy then the Enlarged Group may look to raise equity finance or seek debt financing. In the event that the Enlarged Group grows by acquisition, the Board of the Company will consider debt, equity or retained internally generated cash flows in order to meet any working capital requirements of the Group and/or any cash consideration to be paid.

A summary of MOH's cash inflows and outflows for the period covered by the historical financial information, which is set out in Sections B and C of part VII of this Document, is set out below:

Consolidated statements of cashflows	*Year ended 31 March 2021 (M'JPY) Audited*	*Year ended 31 March 2022 (M'JPY) Audited*	*Year ended 31 March 2023 (M'JPY) Audited*	*6 months ended 30 September 2022 (M'JPY) Unaudited*	*6 months ended 30 September 2023 (M'JPY) Unaudited*
Net cash flows from operating activities	21	3,662	(1,521)	(1,959)	1,758
Net cash flows from (used in) investing activities	(6)	(705)	(1,103)	(1,002)	2
Net cash flows from financing activities	–	–	–	–	–
Net increase (decrease) in cash and cash equivalents	15	2,957	(2,624)	(2,961)	1,760
Foreign exchange differences	–	–	–	–	–
Cash and cash equivalents at the beginning of the period	1	16	2,973	2,973	349
Cash and cash equivalents at the end of the period	16	2,973	349	12	2,109

There are no restrictions on the use of MOH's capital resources that have materially affected, or could materially affect, directly or indirectly, the Enlarged Group's operations.

As at the date of this Document, MOH has no long-term borrowings.

Future working capital available to the Enlarged Group for working capital and growth in the medium to longer term will primarily depend on the financial performance of MOH.

Treasury policies and objectives

Historically MOH has not been exposed to any significant interest rate or foreign exchange risks and therefore it has not required any formal hedging policies to have been in place.

However following Completion, the Enlarged Group will be exposed to some foreign exchange rate risks between Great British Pounds and Japanese Yen, although the immediate exposure is not considered to be sufficiently material to warrant a dedicated hedging policy.

Ongoing costs and expenses

MOH's ongoing costs will primarily be made up of personnel, financial, general and administration, advertising and promotion expenses, and related corporate and sales tax liabilities.

There have been no material changes in the financial performance of MOH since 30 September 2023, the date to which the financial information for MOH has been drawn up, and which is set out in Section C of Part VII of this Document, to the date of this Document.

13. Capitalisation and indebtedness

Statement of capitalisation

The following table shows MOH's unaudited statement of capitalisation as at 31 May 2024, which has been extracted from its underlying accounting records:

	31 May 2024 (Unaudited) JPY'000	*31 May 2024 (Unaudited) £'000*
Total current debt (including current portion of non-current debt)	4,420,988	22,601
Guaranteed	–	–
Secured	–	–
Unguaranteed/Unsecured	4,420,988	22,601
Total non-current debt (excluding current portion of non-current debt)	–	–
Guaranteed	–	–
Secured	–	–
Unguaranteed/Unsecured	–	–
Shareholder equity		
Share capital	100,000	511
Share premium	475,500	2,431
Retained earnings	4,212,317	21,534
Other reserves (foreign exchange reserves)	–	–
Total equity	4,787,817	24,476

There has been no material change in MOH's capitalisation since 31 May 2024 to 30 July 2024 (being the last practicable date prior to the date of this Document).

Statement of indebtedness

The following table shows MOH's unaudited liquidity as at 31 May 2024, which has been extracted from its underlying accounting records:

		31 May 2024 (Unaudited) JPY'000	*31 May 2024 (Unaudited) £'000*
A.	Cash	6,730,823	34,409
B.	Cash equivalent	–	–
C.	Other current financial assets	633,900	3,241
D.	**Liquidity (A) + (B) + (C)**	7,364,723	37,650
E.	Current financial debt (including debt instruments but excluding current portion of non-current financial debt)	–	–
F.	Current portion of non-current financial debt	–	–
G.	**Current financial indebtedness (E) + (F)**	–	–
H.	**Net current financial liquidity (D) - (G)**	7,364,723	37,650
I.	Non-current financial debt (excluding current portion and debt instruments)	–	–
J.	Debt instruments	–	–
K.	Non-current trade and other payables	–	–
L.	**Non-current financial indebtedness**	–	–
M.	**Total financial liquidity (H) + (L)**	7,364,723	37,650

As at 31 May 2024, MOH had no material indirect or contingent indebtedness.

There has been no material change in MOH's indebtedness since 31 May 2024 to 30 July 2024 (being the last practicable date prior to the date of this Document).

The exchange rate used for the purposes of the Statement of Capitalisation and the Statement of Indebtedness is the exchange rate as at 31 May 2024 being 195.61 JPY: £1 GBP.

14. Operating and financial review

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the audited financial information for MOH for each of the three financial years ending 31 March 2023 (FY21, FY22 and FY23 respectively), and for the unaudited financial information for period from 1 April 2023 to 30 September 2023. The following discussion should be read in conjunction with the other information in this Document, in particular with the entire Part VII "Financial Information of MOH".

This discussion contains forward looking statements, which, although based on assumptions that the Directors and the Proposed Directors consider reasonable and are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 25 of this Document.

The key risks and uncertainties, include, but are not limited to those described in the Risk Factors on pages 11 to 23 of this Document.

14.1 ***Overview***

MOH was established in August 1998. Its primary business activity is serving as a funding platform for facilitating and arranging real estate crowdfunding in Japan. Real estate crowdfunding is a fundraising method that only operators authorised under the FTK Act can conduct. Authorised operators can raise funds from investors and use the accumulated funds as capital for real estate activities.

From FY22, MOH commenced preparing, developing, buying and selling real estate properties. MOH is involved in developing properties that utilise innovative technologies and environmentally friendly concepts such as cold-chain logistics.

In the period under review, MOH's total audited assets increased from JPY 2,393 million (c. £12.6 million) at 31 March 2021 to JPY 4,830 million (c. £25.4 million) at 31 March 2023, representing a growth of 102.0 per cent.. Audited net assets also grew from JPY 1,956 million (c. £10.2 million) in FY21 to JPY 3,501 million (c. £18.4 million) in FY23, which represented growth of 79.0 per cent.. As at 30 September 2023, unaudited total assets were JPY 6,783 million, (c. £35.6 million), and net assets were JPY 4,993 million (c. £26.2 million).

In the period under review, MOH's revenue grew from JPY 2,777 million (c. £14.6 million) in FY21 to JPY 5,587 million (c. £29.3 million) in FY23, which represented overall growth of 101.2 per cent. and profit before tax grew from JPY 131 million (c. £0.7 million) in FY21 to JPY 731 million (c. £3.8 million) in FY23, which represented growth of 458 per cent. In addition, the number of investors grew from 11,175 in March 2021 to 16,552 in March 2023, which represented growth of 48.1 per cent.. For the unaudited six month period ended 30 September 2023, revenue was JPY 4,930 million (c. £25.9 million) and profit before tax was JPY 2,156 million (c. £11.3 million). As at 30 September 2023, the number of accumulated investors was 38,215.

In the period under review, MOH generated positive cash flows which grew from JPY 16 million (c. £84,000) in FY21 to JPY 349 million (c. £1.8 million) in FY23, representing growth of 2081.3 per cent. At 30 September 2023, the unaudited cash position of MOH was JPY 2,109 million (c. £11.1 million).

14.2 ***Description of key line items in the financial statements***

14.2.1 ***Revenue***

MOH's main business activity is operating as a funding platform that facilitates and arranges real estate crowdfunding in Japan. Until 31 March 2021, MOH's revenue came solely from fixed fees from crowdfunding.

In FY22, MOH's revenue comprised fixed fees from crowdfunding and revenues from developing and selling real estate.

In FY23, MOH's fees from crowdfunding changed from a fixed fee to 10 per cent. of the land transfer price paid by TSIF..

Total Revenue of MOH increased by 74 per cent. in FY22 and by 16 per cent. in FY23, compared to the respective prior year periods.

Fees from Crowdfunding:

The fees from crowdfunding increased from a fixed amount of JPY 120m (c. £0.6 million) per month for the period of April to August 2021 to JPY 311 million (c £1.6 million) per month from September 2021 as stipulated in the outsourcing contract with TSIB.

The increase in fees from crowdfunding (JPY 3,732 million (c. £19.6 million) in FY23) amounted to 34 per cent. in FY22, due to a higher monthly fixed amount charged from the second half of the financial year. In FY23 the fees remained at the prior year's level. In the first half of FY24, fees from crowdfunding approached JPY 3,114 million (c. £16.3 million), more than 83 per cent. of the past year's level, attributed to changing the fees from a fixed amount to a 10 per cent. rate.

Fees from real estate development:

MOH receives a percentage of the gross profit made on purchase, development and sale of real estate to TSIF undertaken jointly by TSIB and MOH, or by TSIB alone. Prior to 1 April 2023, the profit distribution between TSIB and MOH was 98 per cent. to TSIB and 2 per cent. to MOH. From 1 April 2023 to 31 March 2024, the ratio was 95 per cent. to TSIB and 5 per cent. to MOH. From 1 April 2024 the ratio is 90 per cent. to TSIB and 10 per cent. to MOH.

Real estate business:

(1) *Real estate development (MOH alone)*

During FY22, MOH exclusively sold the land associated with the 'Narita No.12 series' and generated revenue of JPY 1,095 million (c. £5.7 million) from the sale. The cost of the land was JPY 789 million (c. £4.1 million).

(2) *Real estate development (MOH & TSIB jointly)*

During FY23, MOH and TSIB collaborated on the commercialisation, development and sale of land from the 'Narita No.13 series', 'Narita No.14 series', 'Narita No.15 series' and a portion of the land from the 'Narita No.12 series'. MOH retained a 2 per cent. share of the total land sales and generated revenue of JPY 1,855 million (c. £9.7 million).

During the 6 months ended 30 September 2023, MOH and TSIB, collaborated on the commercialisation, development and sale of land from the 'Narita No.16 series'. MOH retained a 5 per cent. share of the total land sales (which will increase to 10 per cent. from the year ending 31 March 2024) and generated revenue of JPY 1,816 million (c. £9.5 million), representing an increase of 173 per cent. compared to the corresponding period of FY23. The cost of the land sold was JPY 30 million (c. £0.2 million).

14.2.2 ***Selling, general, and administrative expenses ("SG&A")***

In FY21, SG&A amounted to JPY 2,646 million. (c. £13.8 million). Advertising and promotion expenses accounted for JPY 2,435 million (c. £12.8 million) (92 per cent. of SG&A), while personnel expenses accounted for JPY 111 million (c. £0.6 million) (4 per cent. of SG&A).

In FY22, SG&A amounted to JPY 3,331 million (c. £17.5 million). Advertising and promotion expenses accounted for JPY 3,039 million (c. £15.9 million) (91 per cent. of SG&A), while personnel expenses accounted for JPY 163 million (c. £0.9 million) (5 per cent. of SG&A).

In FY23, SG&A amounted to JPY 4,902 million (c. £25.7 million). Advertising and promotion expenses accounted for JPY 4,550 million (c. £23.9 million) (93 per cent. of SG&A), while personnel expenses accounted for JPY 189 million (c. £1 million) (4 per cent. of SG&A).

In the first half of FY24, unaudited SG&A amounted to JPY 2,806 million (c. £14.7 million). Advertising and promotion expenses accounted for JPY 2,618 million (c. £13.7 million) (93 per cent. of SG&A), while personnel expenses accounted for JPY 105 million (c. £0.6 million) (4 per cent. of SG&A).

Advertising and promotion expenses increased over the period under review mainly due to the significantly increasing fundraising amount. Personnel expenses increased primarily due to business expansion. There was a downward trend in the percentage of personnel expenses in total SG&A from FY21 to the first half of FY24, compared with a fluctuation of administrative expenses.

Unit: JPY	*FY21*	*FY22*	*FY23*	*H1 FY24*
Personnel expenses	111,430,771	162,904,186	189,252,323	104,641,399
YOY, personnel expenses	3%	46%	16%	N/A
Personnel expenses/Total SG&A	4%	5%	4%	4%
Administrative and promotion expenses	2,434,738,722	3,039,141,896	4,549,961,807	2,617,862,793
YOY, administrative and promotion expenses	98%	25%	50%	N/A
Administrative and promotion expenses/Total SG&A	92%	91%	93%	93%
Total SG&A	2,645,970,910	3,330,911,982	4,902,505,461	2,805,649,212
YOY, total SG&A	84%	23%	47%	N/A

14.2.3 ***Non-current assets***

Non-current assets for FY22 include property, plant, equipment and software, net Contribution, guarantee deposits, membership rights, and lease assets. These assets experienced significant growth of 808 per cent. from FY21 to FY22, primarily due to a substantial increase in guarantee deposits, which grew 296 times compared to the prior year.

In FY22, a deposit guarantee of JPY 700 million (c. £3.7 million) was made as collateral for transactions with an advertising agency, specifically for advertising fees. The advertising agency deposits these funds with a bank to secure potential future obligations under MOH's contractual relationship. Upon entering into a contract with the advertising agency, ownership of the funds transfers to JCB. However, JCB is obligated to return ownership of the funds to MOH when the collateral is no longer needed, such as when the contractual relationship ends.

In FY23, non-current assets grew by 142 per cent. compared to FY22. Guarantee deposits in FY23 include JPY 100 million (c. £0.52 million) to JCB and JPY 1,000 million (c. £5.2 million) deposits to TSIB for MOH's usage of Exclusive Sales Right to TSIF. Further details of the Exclusive Sales Rights are set out in paragraph 10.12 of Part X of this Document.

In JPY	*FY21*	*FY22*	*FY23*	*H1 FY 24*
Assets				
Non-current				
Property, plant, equipment and software, net	17,233,133	17,545,794	15,482,668	16,636,524
YoY, PP&E	N/A	2%	(12)%	7.5%
Contribution	130,100	130,100	130,100	130,100
Guarantee deposits	2,371,819	702,262,905	1,802,262,905	1,802,356,905
YoY, guarantee deposits	N/A	29509%	157%	0%
Membership rights	8,875,000	8,875,000	8,875,000	8,875,000
Lease asset	56,168,128	40,976,567	37,819,821	31,586,295
YoY, lease asset	N/A	(27)%	(8)%	(16)%
Non-current assets	84,778,180	769,790,366	1,864,570,494	1,859,584,824
YoY, non-current assets	208%	808%	142%	(0.27)%

14.2.4 ***Cash and cash equivalents***

Cash and cash equivalents increased from JPY 16 million (c. £84,000) to JPY 2,973 million (c. £15.6 million) during FY22. However, the cash position decreased to JPY 349 million (c. £1.8 million) in FY23, primarily due to an increase in advertising payments. The cash position in the first half of FY24 increased to JPY 2,109 million (c. £11.1 million), primarily due to a significant increase in MOH's profitability.

MOH had no external financing or dividend payments, therefore no financial cash flows were recorded over the review periods. Fund transfers between group companies have been recognised as operating cash flows.

JPY	*FY21*	*FY22*	*FY23*	*H1 FY24*
Cash and cash equivalents	16,121,888	2,973,697,325	349,351,052	2,109,025,048
YoY, cash and cash equivalents	N/A	18,345%	(88)%	504%

14.2.5 ***Accounts receivable, trade***

The primary asset of MOH consists of accounts receivable from group companies. The notable increase in FY23 was attributed to the delay in clearing accounts receivable from group companies (mainly TSIB) related to property joint venture sales, which remained unsettled until May 2023.

14.2.6 ***Corporation tax***

The amount of corporate tax payable decreased in FY23 compared with FY22 due to lower taxable income. The interim scheduled payment amount was implemented on the basis of the finalised tax amount for the year ended 31 March 2022, resulting in a tax refund.

14.2.7 ***Accounts payable***

Trade payables have increased over the past three years in line with the advertising activity of MOH.

14.2.8 ***Income tax payable***

The increase in taxable income in FY22 resulted in a significant increase in the corporate income tax charge for the year and the year-end creditor position.

14.2.9 ***Sales tax payable***

Sales tax payables increased in proportion to turnover over the period under review.

14.2.10 ***Deposits payable***

JPY 500 million (c. £2.6 million) of the total balance at the end of FY23 is due from KBC (Intra-group funding). As at 30 September 2023 this deposit was nil.

14.2.11 ***Capital stock – preferred***

There were 8,400 preference shares as at 30 September 2023. The preferred shares were acquired by KBC and were converted into ordinary shares in January 2024.

14.2.12 ***Treasury stock***

Treasury stock was a created in preparation for a proposed listing on the Tokyo Stock Exchange. The Treasury stock was cancelled in July 2023.

14.2.13 ***Dividend payments***

No dividends were declared or paid during the period under review.

14.2.14 ***Material investments***

No material investments were made during the period under review.

14.3 ***Key performance indicators***

The MOH Directors regularly review financial and non-financial key performance indicators in order to manage the business and measure its performance. These include the following:

(1) *Financial key performance indicators*

- Revenue: Total income generated from the sale of goods or services before deducting expenses.
- YoY revenue per cent.: The percentage change in revenue compared to the same period in the previous year, indicating the growth or decline rate.
- Normalised EBITDA: This metric adjusts EBITDA for unusual or one-time expenses to provide a clearer view of ongoing operational performance.
- Normalised EBITDA margin: Calculated by dividing normalised EBITDA by revenue, this metric shows the percentage of revenue that represents EBITDA after adjusting for certain items.
- Gross profit margin: Calculated by dividing gross profit (revenue minus cost of goods sold) by revenue, this metric shows the percentage of revenue that represents gross profit.
- Net profit margin: Calculated by dividing net profit (revenue minus all expenses including taxes, interest, and depreciation) by revenue, this metric shows the percentage of revenue that represents net profit.

- Accounts receivable turnover (in months): This metric indicates how quickly receivables are collected. It is calculated by dividing average accounts receivable by total credit sales and multiplying by 365 (days).
- Accounts payable turnover (in months): This metric indicates how quickly a company pays its suppliers. It is calculated by dividing average accounts payable by total credit purchases and multiplying by 365 (days).

(2) *Non-financial key performance indicators*

- Number of new inquiries: monitoring and analysing the number of new inquiries is essential for MOH to assess market demand, drive business growth, and improve customer engagement.
- Number of new investors: MOH's directors believe this indicator is crucial for MOH as it directly impacts funding volume, diversification, market validation, network effect, credibility and liquidity.
- Annual repeat rate and number of repeat investors: These two indicators evaluate customer loyalty, stability, trust, cost-effectiveness, feedback loop and competitive advantage.
- Number of total investors: the total of number of new investors and number of repeat investors.
- Average investment per investor: This metic is used to evaluate revenue generation, project success, risk management, investor engagement, competitive positioning and platform growth.
- Total fundraising amount (preferred investment): This is considered by the MOH Directors to be the main indicator to assess MOH's overall operational performance and success.

Financial KPI's (¥)	*FY21*	*FY22*	*FY23*	*H1 FY24*
Revenue	2,777m	4,827m	5,587m	4,930m
Revenue, YoY, %	93%	74%	16%	N/A
Normalised EBITDA	126m	681m	519m	2,091m
Normalised EBITDA margin	4.50%	14%	9.30%	42.40%
Gross profit margin	100%	85%	100%	99%
Net profit margin	4.20%	19.40%	7.40%	31%
Accounts receivable turnover (in month)	1.48	0.85	5.12	2.95
Accounts payable turnover (in months)	1	1.78	1.54	1.42

Non-financial KPI's (¥)	*FY21*	*FY22*	*FY23*	*H1 FY24*
Number of total investors	6,589	11,175	17,459	10,022
1) Number of new investors	2,117	4,028	7,626	4,012
- Number of new inquiries	36,570	56,241	80,243	44,612
- Investment ratio of new inquiries	5.79%	7.16%	9.50%	8.99%
2) Number of repeat investors	4,472	7,147	9,833	6,010
-Annual repeat rate	67.9%	64.0%	56.3%	60.0%
Average investment per investor	¥3,225,907	¥3,613,378	¥3,532,649	¥3,098,144
Total fundraising amount (preferred investment)	¥21,255,500,000	¥40,379,499,780	¥61,676,510,220	¥31,049,600,000

These key performance indicators are calculated excluding negative deposits related to refunds, contract cancellations, cooling-off periods, etc. However, redemptions and mid-term cancellations are not excluded. As a result these indicators may not be comparable to similarly titled indicators provided by competitor companies. While the method of calculation may differ across the industry, the MOH Directors believe that these indicators are important to understanding the performance of MOH from period to period. These indicators have not been audited and are not intended to be a substitute for, or superior to, any IFRS measures of performance, and should not be considered in isolation.

PART IV

DIRECTORS, PROPOSED DIRECTORS, FOUNDERS, BOARD AND CORPORATE GOVERNANCE

1. The Board, the Directors, the Proposed Directors and the Founders

The Board currently comprises two Directors both of whom are Non-Executives. Both Mr Allan Rowley and Mr Aamir Quraishi are considered to be independent. It is intended that Mr Allan Rowley will resign on 31 December 2024. In addition, on Admission, Mr Nigel Collins will be appointed as a Non-Executive Director. Mr Collins is also considered to be independent notwithstanding their existing directorships with the Company, the companies where they have both been board members historically and in the case of Mr Aamir Quraishi, the contract between MOH and Consiglio Partners Ltd, further details of which are set out in paragraph 10.14 of Part X of this Document.

The Directors and the Proposed Directors, collectively have extensive experience and a proven track record in the areas of financial services (including crowdfunding), capital markets, corporate finance, business growth and development, and are well-placed to implement the Enlarged Group's business objectives and strategy. The Company will be reliant on the Board to deliver the Company's business strategy. Any further appointments to the Board would be made after due consideration of the Company's requirements and of the availability of candidates with the requisite skills and, where applicable, depth of sector experience. The Company will not be externally managed, and the Board will have full responsibility for its activities.

There are no family relationships between any of the Directors or the Proposed Directors or the Founders.

Details of the Directors are set out below:

Mr Aamir Ali Quraishi (Non-Executive Chairman), age 53

Mr Aamir Quraishi is a seasoned investment banker and experienced board director. He has some 25 years of investment banking experience in Europe, Asia and the Middle East, having worked in both bulge bracket and mid cap institutions.

Between 1996-2003, Aamir worked in the Corporate Finance Advisory division of Dresdner Kleinwort Benson in London, spending almost a year seconded to the bank's Tokyo office. He moved to Libertas Capital Group plc in 2003 where he successfully built its capital markets practice in London, completing over a dozen IPOs, and relocating to its Dubai office in late 2007, where he built up a network of sovereign wealth funds and family offices across the Gulf Cooperation Council ("GCC") and Asian regions, until he left in 2011.

After a period working with MAC Capital Ltd (2011-2013), a Dubai Financial Services Authority regulated mid-cap investment bank in Dubai, Aamir was appointed Managing Director at Teneo Capital, the New York headquartered advisory and investment banking firm, where he was responsible from 2014-2018 for the group's GCC, Africa and Asia coverage. Aamir left Teneo Capital to join a privately owned investment holdings company with equity interests in public and private companies across several geographies and industry sectors including mining, healthcare, consumer and real estate. He was instrumental in launching, structuring and listing in London the group's digital security in 2019, leaving in 2020 to pursue other entrepreneurial interests.

During his career, Aamir has completed over US$20 billion in M&A and capital market transactions across a number of industry sectors globally. Between 2005 and 2010, he was a qualified Nominated Adviser (Libertas Capital) for the purposes of admissions to London's AIM market. Aamir began his career at PricewaterhouseCoopers LLP in London where he qualified as a chartered accountant and remains a member of the ICAEW. He graduated in Economics from the University of Cambridge.

Mr Allan John Rowley (Non-Executive Director), age 56

Mr Allan Rowley is a practising CFO with over 20 years of experience in public and private growth businesses. He is a UK Chartered Accountant with international experience of raising finance, initial public offerings, public company reporting (on both the US and UK stock exchanges), strategic planning, corporate governance, investor relations, mergers and acquisitions, international tax, operational execution, turn-arounds and restructurings.

He has worked across a variety of sectors including pharmaceutical, technology, healthcare, financial services, fin tech, recruitment, mining and gaming. He has led teams across England, Europe, North America, Latin America, the UAE, China and Japan.

Allan qualified as a Chartered Accountant with Arthur Andersen LLP in the UK, before moving to Palo Alto with Ernst & Young in the late 1990s. On returning to the UK, he became Revenue Director for BEA Systems Europe, growing annual revenues from USD100 million to USD400 million over four years. He joined a cancer detection technology startup, Medicsight plc, in 2004 as CFO, and took the company to AIM. In 2010, Allan was the chief financial officer of Fairstone Group Ltd, a financial technology services based consolidator of independent financial advisers and wealth managers. In 2015, Allan was appointed CFO of Healthperm plc (a nurse recruitment business) which floated on Aquis. In 2020, Allan was the pre-IPO chief financial officer of Cornerstone FS plc, a technology backed international payment provider. He then went on to be the interim finance director of Celadon Pharmaceuticals plc (a company with a focus on growing indoor hydroponic high-quality medicinal cannabis) where he remained until January 2023. Allan is currently EMEA region Chief Financial Officer of Nasdaq quoted Steris PLC (a leading global provider of products and services that support patient care with an emphasis on infection prevention).

Mr Rowley graduated from Aberystwyth University College of Wales with a BSc and Master of Philosophy. He is a Fellow of the Institute of Chartered Accountants in England and Wales and was an audit manager with Arthur Andersen in the UK and Ernst & Young in Silicon Valley.

Details of the Founders, are set out below:

Mr Shanchun Huang, aged 58

Mr Shanchun Huang has in excess of 15 years' experience in the financial services and investment industry, successfully assisting numerous companies to raise capital. He has held a number of positions in the financial services sector including President of Private Equity Fund Management Services at Wealth Index (Beijing) Fund Management Co., Ltd and President of Investment Management at Wealth Index (Beijing) International Investment Consulting Co., Ltd. Mr Shanchun Huang is currently the Group CEO of Future Fintech Group, Inc, a Nasdaq quoted investment holding company.

Mr Weicheng Pan, aged 48

Mr Weicheng Pan is an established angel investor in Asia and has helped raise over USD1 billion for various enterprises. He is the Dean of Guangdong Jewish Thinking Business School as well as the President of Malaysia Fighter Business Channel Co., Ltd. and an independent director of Nasdaq quoted TD Holdings, Inc. Mr Weicheng Pan was formerly Chairman of Chengji Group and investment banking adviser to Hutal Securities. In September 2019, Mr Weicheng Pan won the Asia-Pacific Education Lifetime Achievement Award.

Mr Aamir Quraishi – further details on Mr Aamir Quraishi are set out above.

Details of the Proposed Directors, all of whom will be appointed on Admission, are set out below:

Mr Hoken Yanase (Chief Executive Officer), aged 28

Mr Hoken Yanase graduated from Nihonbashi High School in Sumida Ward, Tokyo, in March 2015. From June 2017, he served as an executive of a company which operates a theme park facility in Mie Prefecture of Japan. He has been involved in various renewal and event initiatives for the company.

In December 2017, Mr Hoken Yanase also took on the role of Representative Director of Tomoiki Farm Inc., engaging in the cultivation and sale of domestically grown bananas in Mie and Chiba Prefectures.

In October 2020, Mr Hoken Yanase assumed the position of Representative Director of JAPAN HELI-SYSTEM, Inc., a company engaged in helicopter transport and sightseeing operations primarily in the Tokai and Kansai regions.

In August 2021, Mr Hoken Yanase became the Representative Director of Ise Shima Tourism Development Inc., overseeing leisure businesses such as lodging facilities, marine activities and skydiving in Minami-Ise Town, Mie Prefecture.

Mr. Hoken Yanase has been extensively involved in real estate development aimed at enhancing the value of properties included in MOH's product offerings. He has played a significant role in projects such as 'Ise Ninja Kingdom', and he is also involved in the development related to the Tomoiki Gateway Narita Project, which will include a cutting-edge cold-chain logistics facility situated in a parcel of land of approximately 455,000 square, near Narita airport.

Mr Hiromitsu Sakai (Chief Operating Officer), aged 39

Mr Hiromitsu Sakai graduated from the Faculty of Economics at Hosei University in March 2008. Mr Sakai joined MOH as sales representative in 2008. From his early role as a sales representative for the "Minnadeooyasan" business to becoming Sales Department Manager in 2014 and later the business leader overseeing the entire venture, Mr Sakai has played a pivotal role in achieving a 2,700 per cent. growth in annual performance by the 2022 fiscal year. Additionally, his responsibilities as a business manager for real estate joint ventures included the management of over 60 funds. Mr Sakai was appointed as a director of MOH in December 2023.

Mr Frankie Leung (Chief Financial Officer), aged 50

Mr Frankie Leung has over two decades of corporate finance, accounting and financial management experience in the Asia Pacific Region. After qualifying as a certified public accountant with KPMG in 1999, Frankie held key finance roles in various sectors, including public companies, private equity and conglomerates in Hong Kong and China. Throughout his professional journey, Frankie has been involved in mergers and acquisitions, initial public offerings, and fundraising activities spanning diverse industries such as real estate, consumer markets and manufacturing. From 2014 to 2021, Frankie served as the chief financial officer and company secretary of Times Universal Group Holdings Limited, a publicly listed company in Hong Kong. Presently, Frankie functions as a consultant, leveraging his expertise in corporate risk management and compliance to assist companies in both London and Hong Kong.

Mr Kazuo Ichimura (Non-executive Director), aged 79

Mr Kazuo Ichimura graduated from the Faculty of Economics at Sophia University in 1967, and later pursued postgraduate studies at both Sophia University and Aoyama Gakuin University. He was an official interpreter for the Tokyo Olympic Organising Committee in 1964. His professional experience includes serving as an auditor at KBC, and holding similar positions at Smart Wood Inc., and Kyosei Travel Inc. He played a significant role as an adviser and auditor at TSIB, and served as an executive director at Takemoto Co., Ltd. He has been actively involved in various roles, such as managing director at the Southeast Asia Friendship and Cultural Association, founder and chairman of the International VIP Club, deputy regional director for The Navigators in the Southeast Asia region, and as the national director for The Navigators Japan.

Mr Nigel Collins (Non-executive Director), aged 53

Mr Nigel Collins is a practising lawyer with over 20 years of experience advising on corporate transactions. He is a UK-qualified lawyer, Partner at Reynolds Porter and Chamberlain LLP and Head of the Japan desk, specialising in advising Japanese corporates. He has experience of advising on international cross-border transactions, mergers and acquisitions, investments, turn-arounds, restructuring, strategic planning, general corporate advice, corporate governance and raising finance. He has worked across a variety of sectors including real estate, technology, insurance, infrastructure, clean energy, retail, finance, insurance, defence and manufacturing. He has led teams across England, Europe, Hong Kong and Japan.

Nigel qualified as a lawyer in the UK and in his later years began building a practice advising Japanese corporates. Nigel joined Reynolds Porter & Chamberlain LLP in 2013 to continue building a Japan-focused practice and was made a Partner in 2016. Since becoming a Partner, he has been advising Japanese corporates on their investments, mergers and acquisitions, disposals, restructuring and other corporate matters, primarily in the UK, Europe, South East Asia and North America.

During 2023, Nigel went on secondment for seven months to the Executive Team of a Japanese-owned client. He was responsible for multiple departments, including legal and compliance, health and safety, engineering, brand and cyber security. He also worked closely with the Chairman, CEO and CFO on a number of long-term strategic and growth projects.

Nigel graduated from Coventry University with an LLB; College of Law with Legal Practice Course; and London School of Economics with MBA Essentials.

Further details of the Directors' and Proposed Directors' service agreements and letters of appointments (as applicable) are set out in paragraph 7.2 and 7.3 of Part X of this Document.

2. Independence of the Board

The Directors acknowledge the importance of high standards of corporate governance and intend, given the Company's size and the constitution of the Board, to comply with the principles set out in the QCA Code. The QCA Code sets out a standard of minimum best practice for small and mid-size quoted companies.

Upon Admission, the Board will comprise seven Directors, three of whom will be Executive Directors and four of whom will be Non-Executive Directors, reflecting a blend of different experiences and backgrounds.

The QCA Code states that a company should have at least two independent non-executive directors. At Admission the Company will have three independent non-executive Directors being Mr Allan Rowley, Mr Aamir Quraishi and Mr Nigel Collins. Mr Rowley and Mr Quraishi are considered by the Board on Admission to be independent notwithstanding their existing directorships with the Company, the companies where they have both been board members historically and, in the case of Mr Quraishi, the contract between MOH and Consiglio Partners Ltd, further details of which are set out in paragraph 10.14 of Part X of this Document. Neither Mr Rowley nor Mr Quraishi is an employee of the Company and neither will, on Admission, have any interest in the Ordinary Shares. In addition, neither of them has received any remuneration from the Company other than a director's fee. Mr Collins should also be considered independent notwithstanding that he is a partner at Reynolds Porter Chamberlain LLP, which provides legal services to the Company and to the Enlarged Group. Mr Collins does not personally provide legal services to either the Company or MOH, these services are provided by other partners of the law firm.

The Board intends to meet regularly to review, formulate and approve the Enlarged Group's strategy, budgets, and corporate actions and oversee the Enlarged Group's progress towards its goals.

3. Strategic decisions

Members and responsibility

The Directors are responsible for carrying out the Company's objectives, implementing its acquisition policy and financing and business strategies and conducting its overall supervision. Decisions regarding acquisitions, divestment and other strategic matters are all considered and determined by the Board.

The Board provides leadership within a framework of prudent and effective controls. The Board has established the corporate governance values of the Company and has overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company. The Company does not currently have any employees.

No Shareholder approval will be sought by the Company in relation to the making of any future acquisitions. Any acquisition will be subject to Board approval of at least 75 per cent. of the Directors present at a quorate meeting of the Board.

4. Corporate governance and the UKLR

As a company which, subject to Completion, will have a listing in the Equity Shares (transition) category, the Company is not required to comply with the provisions of the UK Corporate Governance Code published by the Financial Reporting Council. Nevertheless, the Directors are committed to maintaining high standards of corporate governance and have, so far as is practicable given the Company's size and nature, adopted and complies with (and will continue to comply with) the QCA Code on a comply or explain basis.

The Company reports to its Shareholders as to its compliance with the QCA Code on an ongoing basis and publishes an updated corporate governance statement from time to time. As at the date of this Document the Company is aware that it does not currently comply with certain provisions of the QCA Code. However, on Admission the Board will be supplemented by the Proposed Directors, of which Mr Nigel Collins

will also be considered an independent Non-Executive Director. The Board has also established an Audit Committee, a Remuneration Committee and a Related Parties Committee each with formally delegated duties and responsibilities and with written terms of reference.

The Company holds quarterly board meetings with additional board meetings held as issues which require the attention of the Board arise. The Board is responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Directors' responsibility to oversee the financial position of the Company and monitor the business and affairs of the Enlarged Group, on behalf of the Shareholders, to whom they are accountable. The primary duty of the Directors is to act in the best interests of the Company at all times. The Board also addresses issues relating to internal control and the Company's approach to risk management and has formally adopted an anti-corruption and bribery policy as well as a Share Dealing Code.

As a company which, subject to Completion, will have a listing in the Equity Shares (transition) category, the Board will take appropriate steps to ensure that the Company complies with Listing Principles 1 and 2 as set out in Chapter 2 of the UKLR.

Save for the appointment of the Proposed Directors on Admission and the proposed resignation of Mr Allan Rowley on 31 December 2024 there are no known potential material impacts on the corporate governance, including future changes in the Board and committees composition (in so far as it has already been decided by the Board and/or Shareholder meetings).

5. Committee terms of reference

The Board has established an Audit Committee, a Remuneration Committee and a Related Parties Committee, each of which will comprise at least two independent Non-Executive Directors. From Admission the Audit Committee will comprise Aamir Quraishi, Allan Rowley, Kazuo Ichimura and Nigel Collins and will be chaired by Aamir Quraishi; the Remuneration Committee will comprise Nigel Collins, Kazuo Ichimura and Aamir Quraishi and will be chaired by Nigel Collins; and the Related Parties Committee will comprise Aamir Quraishi, Hiromitsu Sakai, Kazuo Ichimura, Frankie Leung and Nigel Collins and will be chaired by Aamir Quraishi.

The Company has adopted terms of reference for the following committees:

Audit Committee

The Audit Committee, which also encompasses the monitoring of risks to the Group on an ongoing basis, will have responsibility for, among other things, the monitoring of the financial integrity of the Company's financial statements and the involvement of its auditors in that process. It focuses in particular on compliance with accounting policies and ensuring that an effective system of internal financial controls is maintained. The ultimate responsibility for reviewing and approving the annual report and accounts and half-yearly reports remains with the Board.

The Audit Committee meets no less than twice a year at the appropriate times in the reporting and audit cycle. It will also meet on an 'as necessary' basis. The responsibilities of the committee covered in its terms of reference include external audit, internal audit, financial reporting and internal controls.

Remuneration Committee

The Remuneration Committee has responsibility, subject to any necessary Shareholder approval, for the determination of the terms and conditions of employment, remuneration and benefits of each of the Executive Directors and certain other senior executives, including pension rights and any compensation payments. It also recommends and monitors the level and structure of remuneration for senior management and the implementation of share option or other performance-related schemes.

The Remuneration Committee meets at least twice a year. The responsibilities of the committee covered in its terms of reference include determining and monitoring policy on and setting levels of remuneration, termination, performance-related pay, pension arrangements, reporting and disclosure, share incentive plans and the appointment of remuneration consultants. The terms of reference also set out the reporting responsibilities and the authority of the committee to carry out its responsibilities.

Related Parties Committee

The Related Parties Committee has responsibility for reviewing and if thought fit, approving transactions entered into by any member of the Enlarged Group with a related party. The relevant related party transaction will need to be approved by a majority of independent directors if either the value of the transaction or the cost to the relevant company within the Enlarged Group with a related party exceeds JPY 500 million (c. £2.6 million) if it is in the ordinary course of business and JPY 500 million (c. £2.6 million) if it is outside the ordinary course of business. The Committee will be responsible for ensuring that the relevant transaction is entered into on an arms' length basis and in the best interests of the Enlarged Group and its Shareholders before the transaction is concluded. The Related Parties Committee will also be responsible for approving any changes to the Joint Business Agreement and/or the Shared Services Agreements.

The Board has not, as at the date of this Document, established a nominations committee but will keep the requirement for this under review. Until such committee is established, the function of the nominations committee will be carried out by the entire Board.

6. Market Abuse Regulation, Share Dealing Code

On IPO the Company adopted policies and procedures so as to manage and control inside information and avoid the unlawful disclosure of inside information. The Company, the Directors and Proposed Directors are aware of their obligations under the Market Abuse Regulation, and as such the Company complies with its Share Dealing Code which is consistent with the provisions of the Market Abuse Regulation.

The Company has included confidentiality obligations within its contracts with its Directors, Proposed Directors, senior management and employees, and has ensured that each person is aware of their responsibilities under the Market Abuse Regulation. In addition, the Company has taken practical steps to prevent the unauthorised access to information, primarily through restricting access to inside information to those required to have knowledge of it and by seeking to ensure the security of its information technology systems. Where the Company deals with a third-party, and such third-party will have access to inside information, the Company will require the third-party to adhere to confidentiality obligations in relation to inside information and will make such party aware of their obligations under the Market Abuse Regulation.

Where inside information is to be disclosed, the Company will seek such professional advice as it considers is required in all circumstances to ensure that inside information is correctly managed and released to the market.

The Company is aware that, in the course of their duties, those individuals engaged by the Enlarged Group may come to possess inside information. Where such individuals are no longer engaged by the Enlarged Group, the inside information to which they are or have been privy remains confidential under the terms of their engagement, in addition to their obligations under the Market Abuse Regulation.

7. Conflicts of interest

The following Directors and Proposed Directors hold the following positions:

(a) Aamir Quraishi is a director of Consiglio Partners Ltd and an independent director of Shineco, Inc. as well as a director of Aliph Partners Ltd and Aidos Tech Investments PLC;

(b) Allan Rowley is the chief executive officer of Ginger 1 Ltd and a director of Nexgen Accountants Limited;

(c) Frankie Leung is the company secretary of JME Consulting Limited as well as a director of MMR Champion Limited, Great Success Investment Holdings Ltd, Eastern Glory (HK) Technology Investment Management Limited, Agrevo Bio Company Limited and Real Champ Biotech Limited;

(d) Nigel Collins is a partner of Reynolds Porter Chamberlain LLP;

(e) Kazuo Ichimura is an auditor of a number of companies, and

(f) Hoken Yanase is a director of a number of companies as further detailed in paragraph 8.11 of Part X of this Document.

Such commitments could limit the time that they are able to spend on the Company's business. Notwithstanding such existing directorships or positions, each of the above Directors and Proposed Directors are committed to dedicating sufficient time to the Company as necessary to meet its objectives

and intend to commit an amount of time to the Company that would be standard for a director of a company with similar objectives. The above Directors and Proposed Directors will manage their time such that they are fully able to fulfil their duties as a director of the Company and their board duties in respect of other business interests.

Furthermore, Mr Frankie Leung is contractually required to commit a certain amount of time to the Enlarged Group's affairs (committed to 40 per cent. of a standard working week) and may have conflicts of interest in allocating management time among various business activities.

Mr Hoken Yanase is the son of Mr Kenichi Yanase who directly controls KBC and indirectly controls TSIB and TSIF, the other parties to the Joint Business Agreement. TSIF and TSIB have also entered into respective Shared Services Agreements with MOH. Mr Hoken Yanase will be required to negotiate certain terms of the Joint Business Agreement and the Shared Services Agreements against TSIB and TSIF (as applicable) in the best interests of the Enlarged Group, which may potentially be against the interests of his family. The Company has adopted the Related Parties Committee terms of reference to ensure that transactions entered into by any Group Company with related parties which have a value which exceeds JPY 500 million (c. £2.6 million) or a cost which exceeds JPY 500 million (c. £2.6 million) (when aggregated with other related transactions) are monitored and, if deemed appropriate, approved by the Related Parties Committee. The Related Parties Committee terms of reference requires that the majority of committee members approve the relevant transaction. Further details of the Related Parties Committee are set out above in paragraph 5 of this Part IV of this Document.

Conflicts of interest may also arise from the relationship between KBC, the major Shareholder of the Company at Admission, and the Company by virtue of the Shared Services Agreements, which will also be overseen by the Related Parties Committee. Further details of the Shared Services Agreements are summarised in paragraph 10.13 of Part X of this Document.

Save as disclosed above, the Directors and the Proposed Directors do not have any conflicts of interest or potential conflicts of interest between their duties to the Company and their private interests or other duties that they may also have.

Should any conflicts arise in the future between any of the private interests and/or other duties of the Directors and the Proposed Directors, these conflicts will be managed in accordance with the Articles. The Articles provide for how the Board are to manage and deal with conflicts of interest. The Board may approve or otherwise deal with a conflict of a Director subject to certain parameters. For example:

(i) any requirement as to quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director; and

(ii) the matter has been agreed to without the Director in question and any other interested Director voting or would have been agreed to if their votes had not been counted.

The Board may authorise a matter on such terms and for such duration, or impose such limits or conditions on it, as it may decide and vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. A Director or Proposed Director is required to comply with any obligations imposed on him by the Board pursuant to any such authorisation.

Details of the conflict provisions contained in the Articles are set out at paragraphs 5.8.9 to 5.8.11 (inclusive) of Part X of this Document.

8. Arrangement with major Shareholders and Shared Services Agreements

Relationship Agreement with KBC

The Company has entered into the Relationship Agreement to regulate the ongoing relationship between the Company, KBC and Mr Kenichi Yanase (KBC and Mr Kenichi Yanase together the "**Covenantors**") and to ensure appropriate governance and independence of the management team of the Company.

KBC will hold in aggregate 229,779,093 Ordinary Shares on Admission equal to 80.69 per cent. of the Enlarged Issued Share Capital. The Directors believe that the Relationship Agreement will enable the Company to carry on its business in a manner which is independent of the interests of each of the Covenantors and to ensure that all arrangements between the Company and the Covenantors are on normal

commercial terms and on an arms' length basis. Further details of the Relationship Agreement are set out in paragraph 10.3 of Part X of this Document.

Shared Services Agreements

The Company has entered into the TSIB Shared Services Agreement and the TSIF Shared Services Agreements with TSIB and TSIF respectively, pursuant to which the Company agreed to pay each of TSIB and TSIF a fee for the use of office space in respect of TSIB and certain insurance cover in respect of TSIF. Further details of the Shared Services Agreements are set out in paragraph 10.13 of Part X of this Document.

Aside from the Joint Business Agreement, the Supplemental Agreement, the Relationship Agreement and the Shared Services Agreements with KBC (or its subsidiaries), there are no existing business arrangements with major Shareholders or related parties that will survive following completion of the Acquisition.

Following Admission, the Company intends to enter into a services agreement with MOH, under which MOH will agree to pay the Company a fee to cover the costs of maintaining the listing including working capital requirements.

9. Warrants

As at the date of this Document, the Company has a total of 8,575,000 Warrants in issue. The Company has entered into the Deeds of Termination with the holders of Warrants to cancel all of the Warrants effective as of Admission (save for the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date of this Document). Therefore, immediately following Admission, the Company will not have any Warrants outstanding.

Further details of the Deeds of Termination are set out in paragraph 9 of Part X of this Document.

PART V

TAKEOVER CODE DISCLOSURES

City Code on Takeovers and Mergers

The Company is incorporated in England and Wales and its Existing Ordinary Shares are admitted to the Equity Shares (shell companies) category of the Official List and to trading on the Main Market, and following Completion of the Acquisition, will be readmitted, together with the Consideration Shares, to the Equity Shares (transition) category of the Official List and to trading on the Main Market. The Takeover Code applies to all takeover and merger transactions, however effected, where the offeree company, is a listed or unlisted public company with its registered office and place of central management and control in the United Kingdom. Accordingly, the Takeover Code applies to the Company and, as such, its Shareholders are entitled to the protections afforded by the Takeover Code. The Takeover Code is issued and administered by the Panel.

Under Rule 9 of the Takeover Code ("**Rule 9**"), any person who acquires an interest in shares (as defined in the Takeover Code), whether by a series of transactions over a period of time or not, which (taken together with any interest in shares held or acquired by persons acting in concert (as defined in the Takeover Code) with him) in aggregate, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required to make a general offer, in cash, to all of the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person which increases the percentage of shares carrying voting rights in which he is interested.

An offer under Rule 9 must be in cash or be accompanied by a cash alternative and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer. Under the Takeover Code, a concert party arises where persons, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. "Control" means holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the holding or holdings give de facto control.

Assuming the Acquisition is completed in accordance with its terms, the Concert Party will hold 229,779,093 Ordinary Shares representing 80.69 per cent. of the Enlarged Issued Share Capital. The Concert Party will be able to increase its aggregate shareholding in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other Shareholders. However, individual members of the Concert Party will not be able to increase their percentage shareholding through or between a Rule 9 threshold, without the consent of the Panel. Accordingly, since the total voting rights of the Concert Party will exceed 30 per cent. of the total voting rights in the Company, the Company has applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Acquisition without triggering an obligation on the part of the Concert Party to make a general offer to Shareholders for the Enlarged Share Capital not already owned by the Concert Party (the "**Rule 9 Waiver**"). Subject to the approval of the Independent Shareholders on a poll, the Panel has agreed to waive the obligation to make a general offer for the entire issued share capital of the Company that would otherwise arise as a result of the issue of the Consideration Shares. Accordingly, the Waiver Resolution being proposed at the General Meeting will be taken by means of a poll of Independent Shareholders attending and voting at the General Meeting. The Waiver Resolution will require a simple majority of the votes cast on a poll vote of the Independent Shareholders. The members of the Concert Party will be excluded from voting on the Rule 9 Waiver.

On Admission KBC's interest in the Enlarged Issued Share Capital will be 229,779,093 Ordinary Shares representing 80.69 per cent. of the Enlarged Issued Share Capital. As KBC will hold more than 50 per cent. of the Company's voting share capital it will be able to acquire further interests in shares without incurring any obligation under Rule 9 to make a general offer to the Company's

other Shareholders. Furthermore, in the event that the Waiver Resolution is approved at the General Meeting, the Concert Party will not be restricted from making an offer for the Company.

The waiver to which the Panel has agreed under the Takeover Code will be invalidated if any purchases of Ordinary Shares are made by any member of the Concert Party, or any person acting in concert with it, in the period between the date of this Document and the General Meeting. No member of the Concert Party, nor any person acting in concert with it, has purchased Ordinary Shares in the 12 months preceding the date of this Document. Further no member of the Concert Party owns nor has owned historically any Ordinary Shares.

In each case above it is assumed that no member of the Concert Party nor any person acting in concert with it has converted any convertible securities or exercised any option or any other right to subscribe for Ordinary Shares in the Company following the date of this Document.

Given that the number of Consideration Shares is fixed in the Acquisition Agreement, the maximum potential shareholding of the Concert Party in the Enlarged Issued Share Capital will be 80.69 per cent. on Admission.

Upon Admission, the Enlarged Issued Share Capital will be 284,779,093 Ordinary Shares. No member of the Concert Party owns any warrants or any other rights over Ordinary Shares. The current shareholdings of the Concert Party as at the date of this Document and upon Admission are/will be as follows:

	Interest in Existing Ordinary Shares		*Consideration Shares*	*Interest in Enlarged Ordinary Share Capital*	
Concert Party member	No.	%	No.	No.	%
KBC	nil	nil	229,779,093	229,779,093	80.69
Mr Kenichi Yanase*	nil	nil	nil	nil	nil
Mr Hoken Yanase**	nil	nil	nil	nil	nil

* Mr Kenichi Yanase is the sole owner of KBC.
** Mr Hoken Yanase is the son of Mr Kenichi Yanase.

"Squeeze out" Rules

In the event a bidder for shares in the Company acquires at least nine-tenths in value of the issued share capital of the Company to which an offer relates, the bidder may, in accordance with the procedure set out in section 979 of the Act require the holders of any shares he has not acquired to sell them subject to the terms of the offer. Those Shareholders may in turn require the bidder to purchase their shares on the same terms.

Except as is set out above, the Company is not aware of the existence of any mandatory takeover bid pursuant to the rules of the Takeover Code, or any circumstances which may give rise to any takeover bid, and the Company is not aware of any takeover bid for the Company's issued share capital in the financial period year end to 30 April 2023 or in the current financial year by third parties, or of any squeeze-out or sell-out rules in relation to the Ordinary Shares.

Save as disclosed above, the Company is not aware of any person or persons who either alone or, if connected, jointly, who at the date of this Document and following the implementation of the Acquisition and Admission will, directly or indirectly, control the Company, where control means owning 30 per cent. or more of the voting rights attaching to the share capital of the Company.

Save as set out in this Document, the Company is not aware of any arrangements in place or under negotiation which may at a subsequent date result in a change in control of the Company.

Intentions of MOH and KBC following completion of the Acquisition

At present, the Company is a SPAC with no trading business. The Company's objective has been to acquire a trading business, and the Directors believe that the acquisition of MOH fulfils this objective. MOH and KBC have confirmed that, following completion of the Acquisition, their intention is that the business of the

Company is changed to that of developing the MOH business as described in Parts I and III of this Document. The MOH Directors and the directors of KBC are of the view that a listing by way of a reverse takeover of the Company by MOH will enhance its brand and profile both in Japan and internationally, enable access to additional real estate portfolios internationally, thus diversifying risk, and provide access to fresh equity capital in the future to accelerate its growth strategy, particularly in the area of technology-related real estate. The MOH Directors and the directors of KBC also believe that the listing will support MOH in attracting and retaining senior professionals both locally in Japan and internationally.

Other than this change to the Company's strategy, MOH and the Concert Party have specifically confirmed that they have no intention to make changes regarding:

- the location of the Company's places of business (although operations will be conducted by MOH in Japan), including the location of the Company's headquarters and headquarters functions;
- the continued employment of the Company's employees and management (of which there are none), including any material changes in the terms of employment, or changes in the balance of skills and functions of employees and management;
- the redeployment of the fixed assets of the Company;
- the maintenance of any existing trading facilities for the Ordinary Shares (i.e. the trading of the Company's shares on the Main market of the London Stock Exchange); and
- the business of MOH and KBC, the continued employment of their respective employees and their respective strategic plans for their own businesses.

The Company currently has no pension scheme or research and development activities.

Assuming the Resolutions are approved at the General Meeting (notice of which is set out in Part XIII of this Document), the Concert Party is not restricted from making an offer for the Company.

Following completion of the Acquisition, the Concert Party will hold more than 50 per cent. of the Company's voting share capital and will then be able to increase its aggregate shareholding in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other Shareholders. However, individual members of the Concert Party will not be able to increase their percentage shareholding through or between a Rule 9 threshold, without the consent of the Panel. Notwithstanding the aforementioned, KBC will hold more than 50 per cent. of the Company's voting share capital and on Admission it will be able to acquire further interests in shares without incurring any obligation under Rule 9 to make a general offer for the remaining Ordinary Shares.

Details of the Concert Party

The addresses and biographies for each member of the Concert Party are as follows:

1. Mr Kenichi Yanase

   (a) Address: 2F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan

   (b) Kenichi Yanase, born in Hyogo Prefecture in 1966, is currently the Representative Director of KBC. He began his career in asset consulting for wealthy individuals after joining the Self-Defense Forces in 1984. In 1997, he founded the Urban Comprehensive Planning Institute (now KBC), focusing on real estate development and securitisation. Known for the "Minnadeooyasan" business, he has created over 70 real estate investment products, most of them achieving positive returns. His company obtained development approval for the Narita Project in 2019, aiming to create a town near Narita International Airport focusing on "inbound consumption" and "Made-in-Japan global expansion." In 2022, he started investing in the medical industry, aiming to promote global vaccine administration through needle-free injections. On November 20, 2021, he also assumed the position of non-executive director at Hongwei Asia Holdings, a Hong Kong-listed company. On October 9, 2023, he resigned from the position.

2. Mr Hoken Yanase

   a. Address: 3F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan

b. Mr Hoken Yanase's biography is set out in paragraph 1 of Part IV of this Document.

3. Kyosei Bank Co., Ltd

(a) Registered office address: 2F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan.

(b) KBC, is a private company incorporated in Japan with company registration number 0100-01-125402, which is wholly owned by Mr Kenichi Yanase. KBC holds 315,640 shares in MOH representing 97.41 per cent. of the issued share capital of MOH and which are the subject of the Acquisition. KBC is wholly owned by Mr Kenichi Yanase.

(c) Names of the directors of KBC: Mr Kenichi Yanase, Mr Hiroshi Kaneko, Mr Takahiro Haga and Mr Kuniaki Yanase.

No KBC shareholder has any pre-existing interest in the Company.

Further information concerning the nature of the business of KBC as well as its financial and trading prospects are set out below:

KBC was established in July 1997 with the philosophy of practising a symbiotic economy. As an investment holding company in Japan, it has grown together with companies that share this vision. Currently, the group comprises over 50 companies providing services in various sectors including theme parks, hotels, tourism resources development, technology, agriculture, social welfare, and cold-chain logistics. Additionally, there are plans to expand investments into the data centre industry.

KBC focuses on establishing a robust business portfolio, creating synergies between businesses, and enhancing the quality of its operations.

The accounts for KBC unaudited and are consolidated as a private company in Japan. As of 31 March 2023, the total assets for KBC were approximately JPY 14,954 million, consolidated revenue was approximately JPY 382 million and net profit was approximately JPY 76 million.

KBC is considering consolidating all the holding companies in the future.

In June 2024, KBC built a business alliance with STPX Global Co., Ltd. (Thailand), a strategic partner of NVIDIA, to jointly develop an AI solution business in Japan for all markets. By August of this year, KBC and STPX Global Co., Ltd. plan to jointly establish a company (tentatively named STPX Global Japan Co., Ltd.) in Tokyo. In response to NVIDIA's recent announcement to enhance ethernet networking for generative AI, the new company plans to install and operate Spectrum-X* (16-node servers) in Japan by the end of the year. This initiative aims to support the expansion of AI solutions across various markets.

The directors of KBC believe this investment will bring significant growth to KBC in the future.

(d) MOH is a 97.41 per cent. subsidiary of KBC. The website address where KBC's unaudited accounts for the period from 1 April 2022 to 31 March 2023 have been published is https://www.kyosei-bank.co.jp/assets/pdf/Kyosei-Bank-Co_Ltd-2023FY_Accounts.pdf. This information is incorporated by reference into this Document.

For the avoidance of doubt it should be noted that any director of KBC (together with the close relatives and related trusts of any of them), or any subsidiary or portfolio company owned by KBC, would also be presumed to be acting in concert with the Concert Party.

Disclosure of interests and dealings in shares

Definitions

For the purposes of this Part V:

(a) persons "acting in concert" comprises persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a

company or to frustrate the successful outcome of an offer for a company. A person and each of its Affiliated persons will be deemed to be acting in concert all with each other;

(b) "arrangement" includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;

(c) "connected person" means in relation to any person a person whose interest in shares is one in which the first mentioned person is also taken to be interested pursuant to Part 22 of the Act;

(d) "control" means an interest or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company which are exercisable at a general meeting, irrespective of whether the holding or aggregate holding gives de facto control;

(e) "dealing" or "dealt" includes the following:

a. the acquisition or disposal of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attaching to relevant securities, or of general control of relevant securities;

b. the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including without limitation a traded option contract) in respect of any relevant securities;

c. subscribing or agreeing to subscribe for relevant securities (whether in respect of existing or new securities);

d. the exercise or conversion, (whether in respect of new or existing relevant securities), of any relevant securities carrying conversion or subscription rights;

e. the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to relevant securities;

f. entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities;

g. the redemption or purchase of, or taking or exercising an option over, any of its own relevant securities by the offeree company or an offeror; and

h. any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;

(f) "derivative" includes any financial product whose value in whole or in part is determined, directly or indirectly, by reference to the price of an underlying security;

(g) "disclosure date" means the Latest Practicable Date;

(h) "disclosure period" means the period commencing on 22 December 2022, being the date 12 months prior to the date of publication of Suspension and ending on the disclosure date;

(i) being "interested" in relevant securities includes where a person:

a. owns relevant securities;

b. has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to the relevant securities or has general control of them;

c. by virtue of any agreement to purchase, option or derivative,

(i) has the right or option to acquire relevant securities or call for their delivery; or

(ii) is under an obligation to take delivery of them,

whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or

d. is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;

(j) "relevant securities" includes:

a. Ordinary Shares in the Company (or derivatives referenced thereto) and securities convertible into, rights to subscribe for and options (including traded options) in respect thereof, or as the context requires;

b. shares in KBC (or derivatives referenced thereto) and securities convertible into, rights to subscribe for and options (including traded options) in respect thereof, or as the context requires;

(k) "short position" means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, agreement to sell or any delivery obligation or right to require any other person to purchase or take delivery.

Dealings in the Company's Ordinary Shares

Save as disclosed in (a) below, no dealings in relevant securities by MOH or members of the Concert Party have taken place during the disclosure period.

No dealings for value in Ordinary Shares by Directors or Proposed Directors, their respective immediate families and related trusts, persons acting in concert with the Company, or persons with whom the Company or persons acting in concert with the Company have an arrangement, have taken place during the disclosure period.

At the close of business on the disclosure date:

(a) Save as disclosed in paragraph 8 of Part X of this Document, neither MOH, any of the MOH Directors, nor any member of the Concert Party (including any director of KBC) (including any members of their respective immediate families, related trusts or connected persons), nor any person with whom the Concert Party or any person acting in concert with the Concert Party has an arrangement, nor any director of any member of the Concert Party had any interest in or a right to subscribe for, or had any short position, including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery, any relevant securities, nor had any of them dealt in any relevant securities during the disclosure period.

(b) there are no relevant securities in respect of which MOH nor any member of the Concert Party or any director of any member of the Concert Party or any person acting in concert with any member of the Concert Party has borrowed or lent at any time during the disclosure period;

(c) neither the Company nor any of the Directors or Proposed Directors (including any members of such Directors' or Proposed Directors' respective immediate families, related trusts or connected persons), nor any person with whom the Company or any person acting in concert with the Company has an arrangement, nor any person acting in concert with the Company had any interest in or right to subscribe for, or had any short position, including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery, in relation to any relevant securities nor had any of them dealt in any relevant securities during the disclosure period;

(d) there are no relevant securities in respect of which the Company or any of the Directors or Proposed Directors (including any members of such Directors' or Proposed Directors' respective immediate families, related trusts or connected persons) or any person acting in concert with the Company has borrowed or lent (save for any borrowed relevant securities which have either been on-lent or sold) at any time during the disclosure period;

(e) save in connection with the Warrants that have been cancelled pursuant to the Deeds of Termination further details of which are set out in paragraphs 9.1 and 9.2 of Part X of this Document, the Company has not redeemed or purchased any relevant securities in the Company during the disclosure period;

(f) no agreement, arrangement or understanding exists whereby the legal and/or beneficial ownership of any of the Consideration Shares to be issued to KBC pursuant to the Acquisition, will be transferred to any other person as a result of the Acquisition or otherwise;

(g) save for the Joint Business Agreement (including the Addendum thereto), the Supplemental Agreement, the Shared Services Agreements, the Acquisition Agreement, the Introduction Agreement, the Lock-in Agreement, the Relationship Agreement and the Facility Agreement further details of which are set out in paragraphs 10.11, 10.12, 10.13, 10.2, 10.8, 10.10, 10.3 and 10.16 respectively of Part X of this Document, there are no agreements, arrangements or understandings between MOH, any member of the Concert Party and anyone acting in concert with it and any of the Directors, Proposed Directors,

recent Directors, Shareholders or recent Shareholders of the Company, or any person interested or recently interested in shares of the Company or any of them, or any other person, having any connection with or dependence upon the Proposals set out in this Document;

(h) save for the Joint Business Agreement (including the Addendum thereto), the Supplemental Agreement, the Shared Services Agreements, the Financial Adviser Engagement Letter, the Financial Adviser Agreement, the Introduction Agreement, the Lock-in Agreement, the Relationship Agreement and the Facility Agreement (further details on which are set out in paragraphs 10.11, 10.12, 10.13, 10.9.1, 10.9.2, 10.8, 10.10,10.3 and 10.16 respectively of Part X of this Document) there are no relationships (personal, financial or commercial), arrangements or understandings between MOH, the Concert Party, any member of the Concert Party and Cairn or any person who is, or presumed to be, acting in concert with Cairn;

(i) Save as disclosed in paragraph 10.14 of Part X of this Document, there are no relationships (personal, financial or commercial), arrangements and understandings between MOH, KBC or the Concert Party and any of the Directors or Proposed Directors (or their respective close relatives and related trusts);

(j) There are no relationships (personal, financial or commercial), arrangements and understandings between MOH, KBC or the Concert Party and any of the Shareholders or any person who is, or presumed to be, acting in concert with any such Shareholder.

Additional disclosures required by the Takeover Code

For the purposes of the Rule 9 Waiver the Directors are presumed to be acting in concert with the Company.

Save as disclosed in this Document, none of the Directors have any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, the Company and no contract or arrangement exists in which a Director is materially interested and which is significant in relation to the business of the Enlarged Group.

Save as disclosed in this Document, there is no agreement, arrangement or understanding (including, without limitation, any compensation arrangement) which exists between MOH, the Concert Party or any person acting in concert with the Concert Party and any of the Directors, recent directors of the Company, Shareholders or recent Shareholders or any person interested in or recently interested in Ordinary Shares in the Company which are connected with or dependent on the outcome of the Acquisition.

There are no management incentives in place in connection with the Acquisition or Admission meant to encourage or facilitate the obtaining of the Rule 9 Waiver.

On completion of the Acquisition the assets and liabilities of MOH will form part of the Enlarged Group. An unaudited pro forma aggregated statement of the net assets of the Enlarged Group is set out in Section B of Part VIII of this Document. KBC does not prepare consolidated accounts and its investment in MOH is shown as an asset in the balance sheet. As a result of the transaction, KBC is selling its investment in MOH and acquiring Ordinary Shares as consideration. As there is a capital gain on the sale of the KBC investment in MOH based on the valuation attributed to the Consideration Shares, the transaction will result in a capital gain and an increase in the total assets and the equity of KBC. The Company is informed by the management of KBC that the increase in total assets is approximately JPY 3 billion (c. GBP 15.7 million), a c.20 per cent. increase based on KBC's unaudited accounts to 31 March 2023 balance sheet statement.

With respect to future earnings of KBC, there is expected to be a dilutive effect given that KBC has a lower see through ownership of MOH post the Acquisition and that the Company is not producing any earnings. But the qualitative benefits of the transaction and Admission in the future are expected by the Directors and the Proposed Directors to outweigh the short term earnings dilution.

The website address where MOH's audited consolidated accounts for the last two financial years (two years ended 31 March 2022 and 31 March 2023) have been published is https://mohnippon.com/wp-content/uploads/Bowen-Fintech-Prospectus.pdf#page=89. The audited accounts for the two years ended 31 March 2022 and 31 March 2023 as well as MOH'S unaudited interim results for the six month period to 30 September 2023 can be found in Sections B and C of Part VII of this Document.

There are no current ratings or outlooks publicly accorded to either MOH, KBC or the Company by ratings agencies.

There are no offer-related arrangements entered into with the Company or any member of the Concert Party.

Middle Market Quotations

Dealings in the Ordinary Shares have been suspended since 22 December 2023. The middle market quotations for the Existing Ordinary Shares, as derived from the Daily Official List of London Stock Exchange, for the first business day of each of the six months immediately preceding the Suspension are set out below:

Date	*Price per Ordinary Shares (in pence)*
22 December 2023 (when the Ordinary Shares were suspended from trading)	12
1 December 2023	11.5
1 November 2023	11.5
2 October 2023	11.5
1 September 2023	11
1 August 2023	11
3 July 2023	9.75

The shares of KBC are not traded and therefore have no middle market quotations.

Independent advice provided to the Board

The Takeover Code requires the Directors to obtain competent independent advice regarding the merits of transactions which are the subject of the Waiver Resolution, the controlling position they will create, and the effect which they will have on the Shareholders generally. Accordingly, Cairn, as the Company's independent financial adviser, has provided formal advice to the Directors regarding the Acquisition and the Waiver Resolution. Cairn confirms that it, and any person who is or is presumed to be acting in concert with it, is independent of any member of the Concert Party and of MOH, save in respect of the payment arrangements in connection with its fees set out in the Financial Adviser Engagement Letter (as agreed by the Company and MOH), and has no personal, financial or commercial relationship or arrangements or understandings with any member of the Concert Party or MOH.

General Meeting of the Company and Waiver Resolution

At the General Meeting of the Company to be held at the offices of Reynolds Porter Chamberlain, Tower Bridge House, St Katharine's Way, London E1W 1AA at 11:00 a.m. on 16 August 2024, notice of which is appended to this Document, Shareholders will be asked to pass a number of Resolutions, including the Waiver Resolution. The Acquisition and Admission are conditional, *inter alia*, on the passing of the Resolutions. If the Resolutions are approved by Shareholders, it is expected that Admission will become effective and dealings in the Enlarged Issued Share Capital will commence on the Main Market on or around 19 August 2024. Accordingly, the Company proposes that the Independent Shareholders waive the obligation of the Concert Party to make a mandatory general offer under Rule 9 which would otherwise arise in the event of the Completion of the Acquisition.

PART VI

FINANCIAL INFORMATION OF THE COMPANY

SECTION A AUDITED HISTORICAL FINANCIAL INFORMATION OF THE COMPANY

SECTION B UNAUDITED HISTORICAL INTERIM FINANCIAL INFORMATION OF THE COMPANY

SECTION A: AUDITED HISTORICAL FINANCIAL INFORMATION OF THE COMPANY

This section has been incorporated by reference as detailed in the section of this Document entitled '*Relevant Documentation and Incorporation by Reference*', which can be found on page 32 of this Document.

SECTION B: UNAUDITED HISTORICAL INTERIM FINANCIAL INFORMATION OF THE COMPANY

This section has been incorporated by reference as detailed in the section of this Document entitled '*Relevant Documentation and Incorporation by Reference*', which can be found on page 32 of this Document.

PART VII

FINANCIAL INFORMATION OF MOH

SECTION A REPORTING ACCOUNTANTS' REPORT ON THE AUDITED HISTORICAL FINANCIAL INFORMATION OF MOH

SECTION B AUDITED HISTORICAL FINANCIAL INFORMATION OF MOH

SECTION C UNAUDITED HISTORICAL INTERIM FINANCIAL INFORMATION OF MOH

SECTION A : REPORTING ACCOUNTANTS' REPORT ON THE AUDITED HISTORICAL FINANCIAL INFORMATION OF MOH

The Directors
Bowen Fintech Plc
71-75 Shelton Street
London WC2H 9JD

The Partners
Cairn Financial Advisers LLP
9th Floor, 107 Cheapside
London EC2V 6DN

31 July 2024

Introduction

We report on the audited historical financial information of Minnadeooyasan-Hanbai Co. Ltd ("**MOH**") for each of the three years ended 31 March 2021, 31 March 2022 and 31 March 2023, which comprises the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cashflows, and the related notes incorporating MOH's accounting policies (the "**Financial Information**").

Basis of preparation

The Financial Information has been prepared for inclusion in Section B of this Part VII "Historical Financial Information of MOH" of this prospectus of Bowen Fintech Plc (the "**Company**") dated 31 July 2024 (the "Document") on the basis of the accounting policies set out in note 2 to the Financial Information. The report is required by Annex 1, item 18.3.1 of the Commission Delegated Regulation (EU) No 2019/980 supplementing the Prospectus Regulation (EU) No 2017/1129 as brought into UK domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended ("**UK Prospectus Regulation**") and is given for the purpose of complying with that paragraph and for no other purpose.

Opinion on Financial Information

In our opinion, the Financial Information gives, for the purpose of this Document, a true and fair view of the state of affairs of MOH at the end of each of the three years ended 31 March 2023 and of its results, cash flows and changes in equity for the periods then ended in accordance with International Financial Reporting Standards (IFRS), including IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Act applicable to companies reporting under IFRS ("**IFRS**"). and has been prepared in a form that is consistent with the accounting policies adopted by MOH.

Responsibilities of the Directors

The directors of the Company (the "**Directors**") are responsible for the historical financial information in accordance with IFRS.

Reporting Accountants' responsibilities

It is our responsibility to form an opinion on the financial information as to whether it gives a true and fair view for the purposes of this Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council ("**FRC**") in the United Kingdom. We are independent of the Company in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the circumstances of MOH consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Conclusions relating to going concern

In preparing the Financial Information, the Directors are responsible for assessing the ability of MOH to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate MOH or to cease operations, or have no realistic alternative but to do so.

In undertaking our assurance work over the Financial Information, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the Financial Information is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on MOH's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Declaration

For the purposes of UK Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of this Document and we declare that, to the best of our knowledge, the information contained in this report, for which we are responsible, is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of Annex 1 to the UK Prospectus Regulation.

Our assurance work has been undertaken so that we might report on the historical financial information of the target. Save for any responsibility arising under 5.3.2R(2)(f) of the Prospectus Regulation Rules to any person as and to the extent there provided or which we may have to ordinary shareholders as a result of the inclusion of this report in the Prospectus, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 1, item 1.3 of the PR Regulation, consenting to its inclusion in the Prospectus

Yours faithfully,
MHA
Reporting Accountants

SECTION B : AUDITED HISTORICAL FINANCIAL INFORMATION OF MOH

STATEMENTS OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

For each of the three years ended 31 March 2023

In JPY	*Notes*	*31 March 2021*	*31 March 2022*	*31 March 2023*
Revenues	5	2,777,000,000	4,827,000,000	5,587,263,363
Cost of revenues	5	–	(787,810,686)	–
Gross profit		2,777,000,000	4,039,189,314	5,587,263,363
Other income		96,622	68,914,111	46,366,241
Donation income		–	700,000,000	–
Gain on forgiveness of debts		–	137,923,202	–
General and administrative expenses	6	(2,645,970,910)	(3,330,911,982)	(4,902,505,461)
Other expenses		(270,000)	(253,000)	–
Operating profit		130,855,712	1,614,861,645	731,124,143
Profit before tax		130,855,712	1,614,861,645	731,124,143
Tax expense	8	(919,400)	(604,746,520)	(183,546,595)
Income taxes adjustment	8	–	–	(12,945,000)
Profit for the year from continuing operations		129,936,312	1,010,115,125	534,632,548
Profit for the year		129,936,312	1,010,115,125	534,632,548
Earnings per share				
Basic earnings per share	9	396.21	3,080.14	1,630.25
Diluted earnings per share	9	386.32	3,003.21	1,589.54
Total comprehensive income for the year		129,936,312	1,010,115,125	534,632,548

STATEMENTS OF FINANCIAL POSITION

as at 31 March 2021, 2022 and 2023

In JPY	*Notes*	*31 March 2021*	*31 March 2022*	*31 March 2023*
Assets				
Non-current				
Property, plant and equipment	11	8,252,014	8,872,492	9,092,183
Software	11	8,981,119	8,673,302	6,390,485
Contribution		130,100	130,100	130,100
Guarantee deposits	19	2,371,819	702,262,905	1,802,262,905
Membership rights	20	8,875,000	8,875,000	8,875,000
Lease asset	16	56,168,128	40,976,567	37,819,821
Non-current assets		84,778,180	769,790,366	1,864,570,494
Current				
Accounts receivable		–	–	20,987
Advance payments	21	154,422,802	2,750,000	61,764,132
Prepaid expenses	22	24,688,651	150,224,628	48,407,021
Other deposits		11,660	3,380	3,380
Amounts due from group companies		2,112,795,530	402,699,758	2,446,444,947
Corporate tax receivable		–	6,693,668	58,988,285
Cash and cash equivalents	12	16,121,888	2,973,697,325	349,351,052
Current assets		2,308,040,531	3,536,068,759	2,964,979,804
Total assets		2,392,818,711	4,305,859,125	4,829,550,298
Equity and liabilities				
Equity				
Share capital - Common stock	14	97,500,000	97,500,000	97,500,000
Share capital - Preferred stock	14	2,500,000	2,500,000	2,500,000
Other components of equity	14	721,900,000	721,900,000	721,900,000
Retained earnings	15	1,380,393,585	2,390,508,710	2,925,141,258
Treasury stock	14	(246,400,000)	(246,400,000)	(246,400,000)
Total equity		1,955,893,585	2,966,008,710	3,500,641,258
Liabilities				
Non-current				
Long-term lease liability	16	40,861,561	26,483,456	21,221,957
Deferred tax liabilities	8	–	–	12,945,000
Non-current liabilities		40,861,561	26,483,456	34,166,957
Current				
Trade accounts payable	13	198,478,218	443,610,301	644,437,575
Income taxes payable		919,400	575,393,320	355,000
Sales tax payables		48,594,400	101,500,700	103,869,600
Other creditors		85,894,801	3,848,281	4,126,662
Accruals		18,455,967	11,090,327	11,615,698
Amounts due to group companies		22,540,004	158,772,715	507,787,607
Short-term lease liability	16	15,154,845	14,378,105	16,451,436
Reserve for paid leave	18	6,025,930	4,773,210	6,098,505
Current liabilities		396,063,565	1,313,366,959	1,294,742,083
Total liabilities		436,925,126	1,339,850,415	1,328,909,040
Total Equity and liabilities		2,392,818,711	4,305,859,125	4,829,550,298

STATEMENTS OF CASH FLOWS

For each of the three years ended 31 March 2023

In JPY	*31 March 2021*	*31 March 2022*	*31 March 2023*
Operating profit	130,855,712	1,614,861,645	731,124,143
Adjustments for:			
Depreciation and amortisation expense	4,217,099	5,116,156	3,234,326
Tax expense	(919,400)	(604,746,520)	(183,546,595)
Changes in operating assets and liabilities:			
Accounts receivable	22,000,000	–	(20,987)
Advance payment	(154,411,142)	151,672,802	(55,958,882)
Prepaid expenses	(7,913,096)	(125,535,977)	98,762,357
Other deposits	(11,660)	8,280	–
Amounts due from group companies	(45,251,370)	1,710,095,772	(2,043,745,189)
Short-term lease liability	–	(776,740)	2,073,331
Corporation tax receivable	–	–	(52,294,617)
Accounts payable	42,492,888	245,132,083	200,827,274
Income taxes payable	209,400	574,473,920	(575,038,320)
Sales tax payables	31,084,600	52,906,300	2,368,900
Other creditors	436,647	(82,046,520)	278,381
Accruals	382,368	(7,365,640)	525,371
Amounts due to group companies	(2,381,765)	136,232,711	349,014,892
Deferred tax liabilities	–	(6,693,668)	–
Reserve for paid leave	(33,595)	(1,252,720)	1,325,294
Cash provided by (used in) operating activities	**20,756,686**	**3,662,081,884**	**(1,521,070,321)**
Cash flows from investing activities			
Guarantee deposits	717,618	(699,891,086)	(1,100,000,000)
Property, plant, equipment and software	(5,976,221)	(5,428,817)	(1,171,200)
ROU asset/liability	(151,722)	813,456	(2,104,752)
Net cash used in investing activities	**(5,410,325)**	**(704,506,447)**	**(1,103,275,952)**
Net effect of exchange rate changes on cash	–	–	–
Net Change in Cash and Cash Equivalents	**15,346,361**	**2,957,575,437**	**(2,624,346,273)**
Cash and cash equivalents - beginning of period	775,527	16,121,888	2,973,697,325
Cash and cash equivalents - end of period	**16,121,888**	**2,973,697,325**	**349,351,052**

STATEMENT OF CHANGES IN EQUITY

For each of the three years ended 31 March 2023

In JPY	*Notes*	*Share capital Common stock*	*Share capital Preferred stock*	*Share premium*	*Other components of equity*	*Treasury stock*	*Retained earnings*	*Total equity*
Balance at 31 March 2020		97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	1,250,457,273	1,825,957,273
Total comprehensive income		–	–	–	–	–	129,936,312	129,936,312
Balance at 31 March 2021	14	97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	1,380,393,585	1,955,893,585
Balance at 31 March 2021		97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	1,380,393,585	1,955,893,585
Total comprehensive income		–	–	–	–	–	1,010,115,125	1,010,115,125
Balance at 31 March 2022	14	97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	2,390,508,710	2,966,008,710
Balance at 31 March 2022		97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	2,390,508,710	2,966,008,710
Total comprehensive income		–	–	–	–	–	534,632,548	534,632,548
Balance at 31 March 2023	14	97,500,000	2,500,000	100,000,000	721,900,000	(246,400,000)	2,925,141,258	3,500,641,258

Notes to the financial information

1. General Information

MINNADEOOYASAN-HANBAI Co., Ltd. ("MOH") was incorporated in August 1998 as a limited company, and has its registered office at 3F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan.

MOH's primary business activity revolves around serving as a funding platform that facilitates and arranges real estate crowdfunding activities in Japan. Real estate crowdfunding is a fundraising method limited to operators authorised under the "Act on Specified Joint Real Estate Ventures." Through this method, businesses can raise funds from investors online and utilise the accumulated funds as capital for engaging in real estate transactions. This segment accounted for 67 per cent. of the total revenues as of 31 March 2023.

Commencing from the fiscal year 2022 (01/04/2021-31/03/2022), MOH has broadened its operations to encompass the independent preparation, development, purchase, and sale of real estate properties.

Beginning in the fiscal year 2023 (01/04/2022-31/03/2023), MOH has entered into a "Joint Business Agreement" with its group company, Toshi-Souken Invest Bank Inc. (hereafter "TSIB") and Toshi-Souken Invest Fund Inc. (hereafter "TSIF"), wherein MOH will engage in the development, purchase, and sale of real estate properties in collaboration with TSIB, and sell the real estate to TSIF. This segment is referred to as "Revenue from Real Estate Joint Development Business."

During the 2023 fiscal year, MOH shared 2 per cent. of the revenue generated from the Real Estate Joint Development Business, and MOH's share increases to 5 per cent. for the 2024 fiscal year, with plans to further elevate its share to 10 per cent. commencing from the 2025 fiscal year. As of 31 March 2023, the Revenue from Real Estate Joint Development Business constitutes 33 per cent. of the total revenues.

2. Accounting policies

2.1 ***Basis of Accounting***

Currency

MOH maintains its books and records in its local currency, Japanese YEN ("JPY"), which is a functional currency as being the primary currency of the economic environment in which its operation is conducted. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of profit or loss.

Statement of compliance

This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS), including IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Act applicable to companies reporting under IFRS. The financial information has been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These policies have been consistently applied.

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying MOH's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3. The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Although these estimates are based on management's experience and knowledge of current events and actions, actual results may ultimately differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going

basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

2.2 ***Going concern***

This financial information has been prepared on the assumption that MOH is a going concern. When assessing the foreseeable future, the MOH Directors have looked at a period of at least twelve months from the date of approval of this report and the working capital requirements of MOH.

After making enquiries, the MOH Directors firmly believe that together with their support, MOH has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial information.

2.3 ***New and amended standards adopted by MOH***

New, amended standards, interpretations not adopted by MOH.

Standard	*Description*	*Effective date*
IFRS 17	Insurance contracts	*1 January 2023

Management has not yet fully assessed the impact of these standards but does not believe they will have a material impact on the financial statements.

2.4 ***Segmental Reporting***

Operating segments are reported in a manner consistent with the internal reporting provided to the directors. MOH's primary reporting format is determined by the geographical segment according to the location of its establishments. There is currently only one geographic reporting segment, which is Japan. All revenue and costs are derived from the single geographic segment.

2.5 ***Leases***

MOH leases buildings and equipment.

Right-of-use assets

The right-of-use asset is recognised at the commencement date of the lease (when the asset is ready for use) and initially measured at cost. The cost includes the balance of the lease liability recognised, initial direct costs and lease payments made at or before the commencement date. In subsequent periods, the value of the right-of-use assets is adjusted for accumulated depreciation, impairment losses and remeasurement of the lease liability, if any. The depreciation is on a straight-line basis over the shorter of the estimated useful life of the underlying asset and the lease term.

Lease liabilities

At the commencement date, lease liabilities are measured at the net present value of the remaining lease payments, discounted using the interest rate implicit in the lease or, when not available, the incremental borrowing rate computed for a group of leases with similar characteristics as regards to type of asset, lease term, contract currency and economic environment. The carrying amount of the lease liabilities is subsequently increased to reflect the interest on the lease liability and decreased by the lease payments made during the period. Lease payments are split between principal elements and interest and are allocated to net cash flows from financing activities and operating activities, respectively. The carrying amount is subject to remeasurement in subsequent periods to reflect any lease modifications.

2.6 ***Revenue recognition***

Revenue is recognised in accordance with the requirements of IFRS 15 'Revenue from Contracts with Customers'.

MOH recognises revenue at the amount to which it expects to be entitled when control of the real estate or services is transferred to its customers. Control is generally transferred when MOH has a present right to payment and title and the significant risks and rewards of ownership of products or services are transferred to its customers.

Specifically, MOH's revenue consists of Fundraising Commission Fee and Sales of Real Estate (FY2022) or Real Estate Joint Development Business (FY2023). Concerning the Fundraising Commission Fee, control is transferred when customers sign the agreement, and funds are subsequently transferred by the customers. For Sales of Real Estate or Real Estate Joint Development Business, control is transferred on the effective date of the Transaction Contract for real estate. Payments for Fundraising Commission Fee, Sales of Real Estate, or Real Estate Joint Development Business are collected within a short period following the transfer of control which is deemed to be the fulfilment of the performance obligations or the commencement of the delivery of services, as applicable.

Cost of sales related to delivered real estate, including land development costs, and building construction costs are recognised as cost of sales as incurred.

MOH adopted IFRS 15–Revenue from contracts with customers: (1) Identify the contract; (2) Identify separate performance obligations; (3) Determine the transaction price; (3) Allocate transaction price to performance obligations; (5) Recognise revenue when each performance obligation is satisfied.

	Fees from crowdfunding	*Revenues from real estate business*
1. Identify the contract		
Approval	Joint Business Agreement Real Estate Purchase and Sale Agreement	
Rights	Assist TSIF in the operations related to the Real Estate Specified Joint Business conducted	Develop the subject real estate and transfer the developed subject real estate to TSIF
Payment Terms	Stated in the Real Estate Purchase and Sale Agreement	
Commercial Substance	Revenue from service	Revenue from selling goods
Collectability	Yes: Stated in the Real Estate Purchase and Sale Agreement	
2. Identify separate performance obligations		
Good or service	Service: operational support, mainly formation, design and selling fund products	Goods: Selling Real Estates
Entity's promise	promises made in contracts & agreements,	
3. Determine the transaction price		
	Prorated from the sale price of the real estate	The sale of real estate price is determined by negotiation between seller and buyer based on the market price
4. Allocate transaction price to performance obligations	N/A	
5. Recognise revenue when each performance obligation is satisfied		
A point in time or over time	A point over time	A point in time

2.7 ***Financial assets and liabilities***

Recognition and initial measurement

MOH initially recognises loans and advances, trade and other receivables/payables, and borrowings plus or minus transactions costs when and only when MOH becomes party to the contractual provisions of the instruments.

Financial assets at amortised cost

MOH's financial assets at amortised cost comprise trade and other receivables. These represent debt instruments with fixed or determinable payments that represent principal or interest and where the intention is to hold to collect these contractual cash flows.

They are initially recognised at fair value, included in current and non-current assets, depending on the nature of the transaction, and are subsequently measured at amortised cost using the effective interest method less any provision for impairment.

Financial liabilities at amortised cost

Financial liabilities at amortised cost comprise trade and other payables. They are classified as current and non-current liabilities depending on the nature of the transaction and are subsequently measured at amortised cost using the effective interest method.

Financial assets

MOH derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which MOH neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities

MOH derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

2.8 ***Cash and cash equivalents***

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less from acquisition and subject to insignificant risk of changes in value and bank overdrafts.

2.9 ***Share capital***

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.10 ***Property, plant, equipment and software***

Property, plant, equipment and software are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to MOH and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on Property, plant, equipment and software are calculated using the straight-line method to write off their cost over their estimated useful lives.

Non-current assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is based on the present value of the future cash flows relating to the asset and is determined over periods which are deemed to appropriately reflect the minimum expected period that the cash generating unit will operate for.

The estimated useful lives of assets are as follows:

Buildings: 47 years
Plant and equipment: 10 years
Furniture and fixtures: 3 - 15 years
lump-sum depreciable asset: 3 years

2.11 ***Taxation***

Income tax expense represents the sum of the tax currently payable and deferred tax. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. MOH's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where MOH is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which MOH expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.12 ***Trade and other receivables***

MOH assesses on a forward-looking basis the expected credit losses associated with its receivables carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, MOH applies the simplified approach permitted by IFRS 9, resulting in trade receivables recognised and carried at original invoice amount less an allowance for any uncollectible amounts based on expected credit losses. The simplified approach uses a lifetime expected loss allowance. Expected credit losses are recognised from initial recognition based on MOH's historical credit loss experience, factors specific to each receivable, the current economic climate and expected changes in forecasts of future events.

Changes in expected credit losses are recognised in the Consolidated Income Statement.

2.13 ***Intangible assets***

Intangible fixed assets are stated at cost, whether purchased or developed internally, net of amortisation and any provision for impairment. Amortisation is calculated to write down the cost of all intangible fixed assets to their estimated residual value by equal annual instalments over their expected useful economic lives.

Software	3 - 15 years

Amortisation is charged to the Statement of Comprehensive Income.

3. Critical accounting estimates and judgements

MOH makes certain judgements and estimates which affect the reported amount of assets and liabilities. Critical judgements and the assumptions used in calculating estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the process of applying MOH's accounting policies, which are described above, the directors of MOH do not believe that they have had to make any assumptions or judgements that would have a material effect on the amounts recognised in the financial information.

4. Financial Risk Management

MOH's activities may expose it to some financial risks. MOH's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on MOH's financial performance.

(a) ***Liquidity risk***

Liquidity risk is the risk that MOH will encounter difficulty in meeting obligations associated with financial liabilities. The responsibility for liquidity risks management rest with the board of directors of MOH, which has established appropriate liquidity risk management framework for the management of MOH's short term and long-term funding risks management requirements. During the period under review, MOH has not utilised any borrowing facilities. MOH manages liquidity risks by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

(b) ***Capital risk***

MOH takes great care to protect its capital investments. Significant due diligence is undertaken prior to making any investment. The investment is closely monitored.

Financial risk management of financial instruments

All financial instruments are measured at amortised cost. Fair value hierarchy all the financial assets and financial liabilities recognised in the financial statements which are short-term in nature are shown at the carrying value which also approximates the fair values of those financial instruments. Therefore, no separate disclosure for fair value hierarchy is required.

MOH's activities expose it to a variety of financial risks, mainly credit risk and liquidity risk.

Market risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. MOH's market risks arise from open positions in (a) interest bearing assets and liabilities, and (b) foreign currencies; to the extent that these are exposed to general and specific market movements (see details below).

(i) Interest rate risk: MOH's interest-bearing assets comprise of only cash and cash equivalents. As MOH's interest-bearing assets do not generate significant amounts of interest; changes in market interest rates do not have any significant direct effect on its income.

Credit risk: Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to MOH. Credit risk arises from cash balances (including bank deposits, cash and cash equivalents) and credit exposures to trade receivables. MOH's maximum exposure to credit risk is represented by the carrying value of cash and cash equivalents and other receivables.

Liquidity risk: Trade and other payables are monitored as part of normal management routine. Borrowings and other liabilities mature according to the following schedule:

	31 March 2021 JPY	*31 March 2022 JPY*	*31 March 2023 JPY*
Within 1 year			
Accounts payable	198,478,218	443,610,301	644,437,575
Other creditors	85,928,132	3,848,281	4,126,662

5. Revenues and cost of revenues

From 1 April 2020 to 31 March 2023, MOH generated 100 per cent. of its revenues in Japan.

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Revenues			
Service over time			
Revenues from commission	2,777,000,000	3,732,000,000	3,732,000,000
	2,777,000,000	3,732,000,000	3,732,000,000
Service at a point in time			
Revenues from real estate business	–	1,095,000,000	–
Revenues from real estate business JV	–	–	1,855,263,363
	–	1,095,000,000	1,855,263,363
Total	2,777,000,000	4,827,000,000	5,587,263,363
Cost of revenues			
Purchases-real estate business	–	(787,810,686)	–
Total	–	(787,810,686)	–
Gross Profit	2,777,000,000	4,039,189,314	5,587,263,363

6. Expenses by nature and personnel

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Advertising expenses	2,434,738,722	3,039,141,896	4,549,961,807
Personnel expenses	111,430,771	162,904,186	189,252,323
Charge expenses	24,318,547	26,248,414	40,303,188
Consumables	6,153,643	8,558,028	16,263,458
Taxes and dues	10,831,310	15,853,783	563,486
Office rent	10,132,524	12,268,571	12,281,952
Communication expenses	19,393,259	35,076,682	59,384,273
Other administrative expenses	28,972,134	30,860,422	34,494,974
Total administrative expenses	2,645,970,910	3,330,911,982	4,902,505,461

7. Personnel

The cost of employees (including MOH Directors) during the period was made up as follows:

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Salaries	89,809,891	134,154,830	157,910,968
Legal welfare expenses	16,729,906	20,061,817	23,380,318
Commutation expenses	3,468,712	4,065,069	4,547,509
Welfare expenses	1,422,262	4,622,470	3,413,528
Personnel expenses	111,430,771	162,904,186	189,252,323

The number of employees and retirees of MOH are as follows:

	Monthly average employees	*Annual retirees*
April 2021 – March 2022	26	5
April 2022 – March 2023	25	8

Key management personnel are as follows:

Hiromitsu Sakai

Takehiko Oshima

Yusuke Shigetomi

Aggregate remuneration for key management personnel amounts to 2023: JPN 38,743,396 (2022: JPN 36,633,514 & 2021: JPN 30,952,565).

8. Taxation

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Tax expense	919,400	604,746,520	183,546,595
Income taxes adjustment	–	–	12,945,000
Total current tax	919,400	604,746,520	196,491,595
Deferred tax liabilities	–	–	12,945,000

Deferred tax liabilities

The deferred tax liability occurred when the interim corporate income tax payment was declared on 29 November 2022. When the corporate income tax finalisation was filed on 30 June 2023, MOH revealed the occurrence of an overpayment of interim tax returns. Therefore, when the tax return was filed, it was allocated to the deferred tax liability and the business tax refund was processed at the rate of 34.59 per cent.

Tax rate

JPY	Nominal tax rate	Nominal tax amount	Tax rate on Final Tax Return	Tax amount on Final Tax Return	Effective tax rate	Effective tax amount
Profit		417,838,816		417,838,816		417,838,816
taxable income		346,238,002		346,238,002		346,238,002
1).Corporate income tax (15% tax rate for income up to 8,000,000; 23.2% tax rate for income over 8,000,000)	23.20%	79,671,216	23.01%	79,668,300	23.20%	
2). Local corporate tax	2.39%	8,275,088	2.37%	8,206,100	2.39%	
3). Prefectural inhabitant tax	2.41%	8,344,336	2.48%	8,578,200	2.41%	
4). Enterprise tax	7.48%	25,898,603	7.42%	25,676,100	7.48%	
5). Special corporate enterprise tax	2.59%	8,967,564	2.57%	8,890,200	2.59%	
Total (tax rate for companies with capital of 100 million or less (exceed tax rate))	1)+2)+3)+4)+5)= 38.07%	131,156,807	37.84%	131,018,900	1)+2)+3)+4)+5)/(1+4)+5)=34.59%	119,763,725
Municipal inhabitant tax				411,200		
Total Tax Expense	37.88%	131,153,921	37.96%	131,430,100	34.59%	119,763,725

Notes :

Tax amount on final tax return omits amount numbers below JPY1,000;

Tax amount on final tax return include the income tax deduction of 2,886;

"The nominal tax rate is simply the sum of the tax rates for corporate taxes and other taxes specified by law. In contrast, the effective tax rate is used to calculate a tax payment amount that is more in line with the actual situation based on the nominal tax rate."

1. The tax rate of 30.62 per cent. is the statutory tax rate for corporations subject to pro forma standard taxation (ordinary corporations with paid-in capital exceeding JPY 100 million), assuming that they have offices in the 23 wards of Tokyo, but MOH applies the effective tax rate for corporations with paid-in capital of JPY 100 million or less (based on excess tax rate), so the tax rates are different.
2. The tax rates for 2021 and 2022 are higher, not applying tax-effect accounting. Alternatively, taxes are due on a lower amount of taxable income since the loss is subtracted from the loss carried forward in 2021.
3. Regarding the difference in tax rates in 2023, according to the corporate tax return, MOH's taxable income in 2023 is JPY 346,238,002. The taxes incurred by MOH are calculated at the effective tax rate (based on excess tax rate) for corporations with capital of JPY 100 million or less in Japan, using the following tax rates
    - Corporate tax rate of 23.2 per cent. (Small and medium-sized corporations with capital of JPY 100 million or less and income of JPY 8 million or less are subject to a reduced tax rate of 15 per cent.). JPY 1,200,000 for corporate tax on taxable income of JPY 8 million or less, JPY 78,471,216 for corporate tax on taxable income of JPY 8 million or more.
    - Local corporate tax rate of 2.39 per cent.: JPY 8,206,100
    - Prefectural corporate tax rate 2.41 per cent.: JPY 8,578,200
    - Business tax rate of 7.48 per cent.: JPY 25,676,100
    - Special corporate business tax rate of 2.59 per cent.: JPY 8,890,200
    - The total was JPY 131,018,900. Adding the income tax deduction and municipal tax, the total tax amount is JPY 131,430,100. This was the tax amount before any adjustments were made. Therefore, this tax rate was correctly calculated without applying tax effect accounting.

9. Earnings per share

	Year to 31 March 2021	*Year to 31 March 2022*	*Year to 31 March 2023*
Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period:			
Income after tax attributable to equity holders	JPY 129,936,312	JPY 1,010,115,125	JPY 534,632,548
Basic weighted average number of common shares outstanding	327,945	327,945	327,945
Diluted weighted average number of common shares outstanding	336,345	336,345	336,345
Basic earnings per share	396.21	3,080.14	1,630.25
Diluted earnings per share	386.32	3,003.21	1,589.54

Basic earnings per share is calculated by dividing the income attributable to equity holders of MOH by the weighted average number of ordinary shares in issue during the period.

10. Capital risk management

The MOH directors' objectives when managing capital are to safeguard MOH's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. At the date of this financial information, MOH had been financed by the introduction of capital. In the future, the capital structure of MOH is expected to consist of borrowings and equity attributable to equity holders of MOH.

11. Property, plant, equipment and software

	Property, plant, and equipment JPY	*Software JPY*	*Total JPY*
Cost			
At 1 April 2022	17,011,571	13,389,087	30,400,658
Additions	651,600	–	651,600
At 31 March 2023	17,663,171	13,389,087	31,052,258
Depreciation and amortisation			
At 1 April 2022	8,139,079	4,715,785	12,854,864
Depreciation and amortisation	431,909	2,282,817	2,699,450
At 31 March 2023	8,570,988	6,998,602	15,554,314
Net book value			
At 31 March 2021	8,252,014	8,981,119	17,233,133
At 31 March 2022	8,872,492	8,673,302	17,545,794
At 31 March 2023	9,092,183	6,390,485	15,482,668

12. Cash and cash equivalents

	As at 31 March 2021 JPY	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
Cash-JPY	1,705,204	417,109	482,485
Ordinary account	14,416,684	2,973,280,216	348,868,567
	16,121,888	2,973,697,325	349,351,052

13. Trade and other payables

	As at 31 March 2021 JPY	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
Accounts payable, other	198,478,218	443,610,301	644,437,575
	198,478,218	443,610,301	644,437,575

14. Equity

Series 1 Preferred Stock

The authorised Series 1 Preferred Stock of MOH consists of 10,000 shares with no par value. There were 8,400 shares of preferred stock issued and outstanding at 31 March 2021, 2022 and 2023.

The holders of Series 1 Preferred Stock are entitled to receive dividends prior to the holders of common stock. The shareholders of Series 1 Preferred Stock receive a dividend of 5 per cent. of the amount paid. The shareholders of Series 1 Preferred Stock have no voting rights.

Common stock

The authorised common stock of MOH consists of 1,300,000 shares with no par value. There were 327,945 shares of common stock issued and outstanding at 31 March 2021, 2022 and 2023. MOH has not yet set aside a dividend reserve.

The number of shares in issue were as follows:

	Share capital	
	Common stock Number	*Preferred stock Number*
At 31 March 2021	327,945	8,400
At 31 March 2022	327,945	8,400
At 31 March 2023	327,945	8,400

The equity and reserves of MOH was as follows:

	Share Capital-Common Stock JPY	*Share Capital-Preferred Stock JPY*	*Other components of equity JPY*	*Treasury stock JPY*	*Retained earnings JPY*	*Total equity JPY*
At 31 March 2021	97,500,000	2,500,000	721,900,000	(246,400,000)	1,380,393,585	1,955,893,585
At 31 March 2022	97,500,000	2,500,000	721,900,000	(246,400,000)	2,390,508,710	2,966,008,710
At 31 March 2023	97,500,000	2,500,000	721,900,000	(246,400,000)	2,925,141,258	3,500,641,258

15. Accumulated earnings

	2021 JPY	*2022 JPY*	*2023 JPY*
At start of period	1,250,457,273	1,380,393,585	2,390,508,710
Profit for the year	129,936,312	1,010,115,125	534,632,548
At 31 March	1,380,393,585	2,390,508,710	2,925,141,258

16. Lease assets and liabilities

	Balance sheet classification	*As at 31 March 2021 JPY*	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
Right-of-use assets	Lease asset	56,168,128	40,976,567	37,819,821
Current lease liabilities	Short-term lease liability	15,154,845	14,378,105	16,451,436
Non-current lease liabilities	Long-term lease liability	40,861,561	26,483,456	21,221,957

Lease assets

	Unit: JPY	
	Lease assets	*Depreciation*
31 March 2021		
Epic Tokyo	25,945,180	(8,414,588)
Kenko Morita Osaka	983,262	(1,058,688)
Xymax Osaka	18,694,685	(1,048,845)
Fuji Xerox 5570	5,178,955	(143,265)
Fuji Xerox 5571, 2271	4,099,868	(1,324,950)
Fuji Xerox 5570	1,266,179	(280,359)
31 March 2022		
Epic Tokyo	17,414,756	(8,530,424)
Kenko Morita Osaka	–	(983,262)
Xymax Osaka	15,515,079	(3,179,605)
Fuji Xerox 5570	4,310,973	(867,982)
Fuji Xerox 5571, 2271	2,754,299	(1,232,642)
Fuji Xerox 5570	981,459	(284,720)
31 March 2023		
Epic Tokyo	8,766,902	(8,647,854)
Xymax Osaka	12,285,258	(3,229,822)
Fuji Xerox 5570	3,429,490	(881,483)
Fuji Xerox 5571, 2271	1,387,787	(1,366,512)
Fuji Xerox 5570	692,309	(289,151)
Fuji Xerox 5570 (2)	3,058,342	(128,801)
Fuji Xerox 5570 addition	7,423,160	(312,625)
Pitney Bowes Postal charges measure	776,574	(93,010)

Lease liabilities

	Interest rate	*Unit: JPY Lease liabilities*
31 March 2021		
Epic Tokyo	1.37%	25,945,180
Kenko Morita Osaka	1.37%	983,262
Xymax Osaka	1.57%	18,694,685
Fuji Xerox 5570	1.57%	5,103,735
Fuji Xerox 5571, 2271	1.57%	4,041,558
Fuji Xerox 5570	1.57%	1,247,987
31 March 2022		
Epic Tokyo	1.37%	17,414,756
Kenko Morita Osaka	1.37%	–
Xymax Osaka	1.57%	15,515,079
Fuji Xerox 5570	1.57%	4,248,835
Fuji Xerox 5571, 2271	1.57%	2,715,426
Fuji Xerox 5570	1.57%	967,465
31 March 2023		
Epic Tokyo	1.37%	8,766,902
Xymax Osaka	1.57%	12,285,258
Fuji Xerox 5570	1.57%	3,380,434
Fuji Xerox 5571, 2271	1.57%	1,368,350
Fuji Xerox 5570	1.57%	682,513
Fuji Xerox 5570 (2)	1.57%	3,013,950
Fuji Xerox 5570 addition	1.57%	7,315,413
Pitney Bowes Postal charges measure	1.57%	860,574

Maturities of lease liabilities as of 31 March 2023 are as follows:

	JPY
2024	15,357,945
2025	5,956,639
2026 and beyond	17,670,232
Total	38,984,816
Add (Less): Imputed interest	(9,625,870)
Present value of lease liabilities	29,358,946

17. Contingent liabilities

MOH has no contingent liabilities in respect of claims arising from the ordinary course of business.

18. Reserve for paid leave

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Reserve for paid leave	6,025,930	4,773,210	6,098,505

19. Guarantee deposits

	Year to 31 March 2021 JPY	*Year to 31 March 2022 JPY*	*Year to 31 March 2023 JPY*
Osaka housing land and building dealer Guaranty society	600,000	600,000	600,000
Tokyo housing land and building dealer Guaranty society	300,000	300,000	300,000
Tokyo Baycourt Club	1,471,819	1,362,905	1,362,905
JCB	–	700,000,000	800,000,000
TSIB	–	–	1,000,000,000
Guarantee deposits	2,371,819	702,262,905	1,802,262,905

20. Membership rights

	As at 31 March 2021 JPY	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
Tokyo Baycourt Club	8,875,000	8,875,000	8,875,000
Membership rights	8,875,000	8,875,000	8,875,000

21. Advance payments

	As at 31 March 2021 JPY	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
AMEX-advertising expenses	81,422,802	–	58,708,882
Gift card-SMCC	73,000,000	2,750,000	–
TSIB	–	–	3,008,490
TSIF	–	–	6,280
Kyosei Bank	–	–	40,480
Advance payments	154,422,802	2,750,000	61,764,132

22. Prepaid expenses

	As at 31 March 2021 JPY	*As at 31 March 2022 JPY*	*As at 31 March 2023 JPY*
TSIF-Osaka	316,245	316,245	316,245
Salesforce	10,904,598	15,371,476	22,987,240
SSI Laboratory	660,000	1,320,000	1,320,000
Commutation expense	1,231,916	1,411,082	1,475,739
Rent-Kyosei Bank	794,880	809,600	809,600
Housing Construction Industries Association	50,000	50,000	50,000
Hakusyusya	–	5,453,800	5,280,000
Legal Force	–	1,320,000	1,407,879
Sansan	–	–	4,945,600
Agreed	–	–	1,138,500
Other	10,731,012	124,172,425	8,676,218
Prepaid expenses	24,688,651	150,224,628	48,407,021

23. Capital commitments

There was no capital expenditure contracted for at the end of the reporting periods but not yet incurred.

24. Ultimate controlling party

As at the date of this Document, MOH is 97.41 per cent. owned by Kyosei Bank Co., Ltd. ("KBC"), and KBC is 100 per cent. owned by Mr. Kenichi Yanase, so the ultimate controlling party of MOH is Mr. Kenichi Yanase. Since KBC owns 97.41 per cent. of MOH, KBC is the parent company of MOH.

25. Events after the reporting period

MOH and KBC entered into conditional, non-legally binding heads of terms with the Company in relation to the sale of 93.49 per cent. of the issued share capital of MOH.

26. Financial Information

The financial information does not constitute Statutory Accounts as defined.

27. Related party transactions

The list of transactions with related parties is presented below.

Related Parties	*Transaction*	*FY21 JPY'000*	*FY22 JPY'000*	*FY23 JPY'000*
TSIB (Toshi-Souken Invest Bank Inc)	Commission income	2,777,000	3,732,000	3,732,000
	Real estate sales	–	–	1,855,263
	Operations	–	–	6,145,989
	Reimbursed expenses (advances and accruals)	–	–	188,366
	Reimbursed expenses (unpaid)	–	–	1,351,404
	Guarantee deposit	–	–	1,000,000
	Capital loan	–	–	5,000,663
		2,777,000	3,732,000	19,273,685
TSIF (Toshi-Souken Invest Fund Inc)	Real estate sales	–	1,095,000	–
	Reimbursed expenses	385,000	–	–
	Advances and accruals	–	–	756,422
	Reimbursed expenses (unpaid)	–	–	2,317
		385,000	1,095,000	758,739
KBC (Kyosei Bank Co., Ltd)	Loans borrowed	1,710,194	86,000	–
	Loans lent	–	–	12,080,000
	Capital loan			
	Reimbursed expenses (advances and accruals)	–	–	500,000
		–	–	87,076
	Reimbursed expenses (unpaid)	–	–	6,755
		1,710,194	86,000	12,673,831

The list of balances with related parties outstanding at each period end is presented below.

Amounts owed by related parties

Related parties	*FY21*	*FY22*	*FY23*
KBC (Kyosei Bank Co., Ltd)	1,710,194,160	16,500	40,480
TSIB (Toshi-Souken Invest Bank Inc)	342,101,370	342,177,000	2,385,898,187
TSIF (Toshi-Souken Invest Fund Inc)	60,500,000	60,506,258	60,506,280
	2,112,795,530	402,699,758	2,446,444,947

Amounts owed to related parties

Related parties	*FY21*	*FY22*	*FY23*
KBC (Kyosei Bank Co., Ltd)	581,183	86,642,594	500,936,971
TSIB (Toshi-Souken Invest Bank Inc)	21,923,557	71,982,987	6,596,352
TSIF (Toshi-Souken Invest Fund Inc)	35,264	147,134	254,284
	22,540,004	158,772,715	507,787,607

All of the above balances with related parties are unsecured, repayable on demand and do not attract interest.

Ownership relationship of related parties

The relationship between Kyosei Bank Co., Ltd (KBC) and Minnadeooyasan-Hanbai Co., Ltd (MOH) is known as a "parent-subsidiary relationship," where KBC directly owns 97.01 per cent. (as of March 5, 2024) of MOH's outstanding common shares, making MOH a subsidiary of KBC.

Toshi-Souken Invest Bank Inc (TSIB) directly owns 100 per cent. of the outstanding common stock of Toshi-Souken Invest Fund Inc (TSIF), and TSIF is a subsidiary of TSIB. Since TSIB is also a subsidiary of KBC, TSIF is recognised as a subsidiary of KBC as well.

MOH, TSIB, and TSIF are all considered subsidiaries of KBC because KBC directly or indirectly owns more than 50 per cent. of their outstanding shares.

Transactions with related parties

As TSIB is MOH's primary customer and partner, MOH receives commissions and a share of the selling of real estate from TSIB. In the fiscal year 2023, there were reimbursed expenses and guarantee deposits made from MOH to TSIB for the usage rights of the "Exclusive Sales Right," as well as a capital loan of JPY 5 billion.

The transactions between TSIF and MOH mainly involve reimbursed expenses for shared services.

In addition to reimbursed expenses for shared services between KBC and MOH, the main transactions between them are short-term borrowed or lent loans.

MOH has developed the "Regulations on Related Party Transactions," which were approved by the Board on 31, January 2024, and became effective on 1, February 2024. It is expected that there will be fewer related party transactions in the future.

Related party note disclosures:

Receivables from related parties arising from MOH's trading activity are stated net of expected credit loss ('ECL') provisions where necessary, which are calculated using the simplified approach grouping receivables and contract assets on the basis of their shared credit risk characteristics and the similar nature of their underlying contracts as well as the days past due of the debts.

As a result, receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts based on expected credit losses. Where the carrying value of an assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are taken to the income statement and are presented as losses within operating profit. Subsequent recoveries of amounts previously written off are credited to operating profit.

MOH monitors the level of receivables on a monthly basis, continually assessing the risk of default by any counterparty.

The Directors of MOH believe the credit risk attached to its customer base is relatively low. Debts from MOH's trading activity which reach 6 months overdue are considered to be in default. Based on their assessment as described above, management consider that a policy of providing for all receivables more than 6 months old provides a sufficient basis to provide for expected credit losses.

The maturity analysis of trade receivables is:

	< 1 month *JPY*	*1-3 months* *JPY*	*4-6 months* *JPY*	*> 6 months* *JPY*	*Total* *JPY*
ECL provision applied	0%	0%	0%	100%	
31-Mar-21	2,112,795,530	–	–	–	2,112,795,530
31-Mar-22	402,600,000	–	–	–	402,600,000
31-Mar-23	405,655,250	685,009,707	1,355,779,990	–	2,446,444,947

28. Auditors fees

	Year to 31 March 2021 *JPY*	*Year to 31 March 2022* *JPY*	*Year to 31 March 2023* *JPY*
CPA Mitsuaki Akasaka	3,100,000	3,100,000	6,320,000

SECTION C: UNAUDITED HISTORICAL INTERIM FINANCIAL INFORMATION OF MOH

STATEMENTS OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

For six months ended 30 September 2023 and 30 September 2022

In JPY	*Notes*	*Six Months Ended 30 September 2022*	*Six Months Ended 30 September 2023*
Revenues	3	2,531,597,359	4,929,820,701
Cost of revenues	3	–	(30,329,872)
Gross profit		2,531,597,359	4,899,490,829
Other income		39,797,427	62,574,022
General and administrative expenses	4	(2,126,784,987)	(2,805,649,212)
Other expenses		–	(44,526)
Operating profit		444,609,799	2,156,371,113
Profit before tax		444,609,799	2,156,371,113
Tax expense	5	(156,082,680)	(664,356,331)
Income taxes adjustment	5	–	–
Profit for the period from continuing operations		288,527,119	1,492,014,782
Profit for the period		288,527,119	1,492,014,782
Earnings per share			
Basic earnings per share	6	879.80	4,549.59
Diluted earnings per share	6	857.83	4,435.97
Total comprehensive income for the period		288,527,119	1,492,014,782

STATEMENT OF FINANCIAL POSITION

For the 6 Months Ended 30 September 2023 and 30 September 2022

In JPY	*Notes*	*30 September 2022*	*30 September 2023*
Assets			
Non-current			
Property, plant, equipment and software, net	7	16,654,686	16,636,524
Contribution		130,100	130,100
Guarantee deposits	10	1,702,262,905	1,802,356,905
Membership rights	11	8,875,000	8,875,000
Lease asset	9	34,641,517	31,586,295
Non-current assets		1,762,564,208	1,859,584,824
Current			
Advance payments		40,795,964	28,762,892
Prepaid expenses	12	390,363,064	125,916,962
Other deposits		3,380	246,685,209
Amounts due from group companies		3,799,056,232	2,412,590,436
Corporate tax receivable		–	–
Cash and cash equivalents		12,482,871	2,109,025,048
Current assets		4,242,701,511	4,922,980,547
Total assets		6,005,265,719	6,782,565,371
Equity and liabilities			
Equity			
Share capital Common stock	8	97,500,000	97,500,000
Share capital Preferred stock	8	2,500,000	2,500,000
Other components of equity	8	721,900,000	475,500,000
Retained earnings		2,679,035,829	4,417,156,040
Treasury stock	8	(246,400,000)	–
Total equity		3,254,535,829	4,992,656,040
Liabilities			
Non-current			
Long-term lease liability	9	18,584,802	18,923,660
Deferred tax liabilities	5	–	12,945,000
Non-current liabilities		18,584,802	31,868,660
Current			
Accounts payable		656,759,840	636,230,984
Income taxes payable		458,951,400	812,497,308
Sales tax payables		277,181,735	165,373,670
Other creditors		87,649,282	–
Accruals		10,524,790	–
Amounts due to group companies		1,225,110,473	131,344,219
Short-term lease liability	9	15,967,568	12,594,490
Reserve for paid leave		–	–
Current liabilities		2,732,145,088	1,758,040,671
Total liabilities		2,750,729,890	1,789,909,331
Total equity and liabilities		6,005,265,719	6,782,565,371

STATEMENTS OF CASH FLOWS

For six months ended 30 September 2023 and 30 September 2022

In JPY	*Six Months Ended 30 September 2022*	*Six Months Ended 30 September 2023*
Operating activities		
Profit before tax	444,609,799	2,156,371,113
Depreciation and amortisation expense	1,323,108	1,371,554
Tax expenses	(156,082,680)	(664,356,331)
Changes in operating assets and liabilities:		
Accounts receivable	–	20,987
Advance payment	(38,045,964)	33,001,240
Prepaid expenses	(240,138,436)	(77,509,941)
Other deposits	–	(246,681,829)
Amounts due from group companies	(3,396,356,474)	33,854,511
Short-term lease liability	1,589,463	(3,856,946)
Corporation tax receivable	6,693,668	141,449,200
Accounts payable	213,149,539	(8,206,591)
Income taxes payable	(116,441,920)	729,681,393
Sales tax receivable	175,681,035	61,504,070
Other creditors	83,801,001	(4,126,662)
Accruals	(565,537)	(11,615,698)
Amounts due to group companies	1,066,337,758	(376,443,388)
Reserve for paid leave	(4,773,210)	(6,098,505)
Cash provided by (used in) operating activities	(1,959,218,850)	1,758,358,177
Cash flows from investing activities		
Guarantee deposits	(1,000,000,000)	(94,000)
Property, plant, equipment and software	(432,000)	(2,525,410)
ROU asset/liability	(1,563,604)	3,935,229
Net cash used in investing activities	(1,001,995,604)	1,315,819
Net Change in Cash and Cash Equivalents	(2,961,214,454)	1,759,673,996
Cash and cash equivalents beginning of period	2,973,697,325	349,351,052
Cash and cash equivalents end of period	12,482,871	2,109,025,048

STATEMENT OF CHANGES IN EQUITY

For six months ended 30 September 2023 and 30 September 2022

In JPY	*Notes*	*Share capital Common stock*	*Share capital Preferred stock*	*Share premium*	*Other components of equity*	*Treasury stock*	*Retained earnings*	*Total equity*
Balance at 31 March 2022		207,490	5,320	100,000,000	721,900,000	(246,400,000)	2,390,508,710	2,966,008,710
Total comprehensive income		–	–	–	–	–	288,527,119	288,527,119
Balance at 30 September 2022	8	207,490	5,320	100,000,000	721,900,000	(246,400,000)	2,679,035,829	3,254,535,829
Balance at 31 March 2023		207,490	5,320	100,000,000	721,900,000	(246,400,000)	2,925,141,258	3,500,641,258
Total comprehensive income		–	–	–	–	–	1,492,014,782	1,492,014,782
Amortisation of treasury stock		–	–	–	(246,400,000)	246,400,000	–	–
Balance at 30 September 2023	8	207,490	5,320	100,000,000	475,500,000	–	4,417,156,040	4,992,656,040

Notes to the financial information

1. General Information

MOH's primary business activity revolves around serving as a funding platform that facilitates and arranges real estate crowdfunding activities in Japan. Real estate crowdfunding is a fundraising method limited to operators authorised under the "Act on Specified Joint Real Estate Ventures." Through this method, businesses can raise funds from investors online and utilise the accumulated funds as capital for engaging in real estate transactions. This segment accounted for 67 per cent. of the total revenues as of 31 March 2023. As of 30, September 2023, the segment accounted for 63 per cent., displaying a downward trend.

During the 2023 fiscal year, MOH received 2 per cent. of the total revenue generated from the Real Estate Joint Development Business. MOH's share increases to 5 per cent. for the 2024 fiscal year, with plans to further elevate its share to 10 per cent. commencing from the 2025 fiscal year. As of 30, September 2023, the revenue from Real Estate Joint Development Business constituted 37 per cent. of the total revenues.

2. Accounting policies

2.1 *Basis of accounting*

Currency

MOH books and records income in its local currency, Japanese YEN ("JPY"), which is a functional currency as being the primary currency of the economic environment in which its operation is conducted. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statements of operations.

Statement of compliance

This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS), including IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Act applicable to companies reporting under IFRS. The financial information has been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

2.2 *Going concern*

This financial information has been prepared on the assumption that MOH is a going concern. When assessing the foreseeable future, the directors of MOH have looked at a period of at least twelve months from the date of approval of this report and the working capital requirements of MOH.

After making enquiries, the directors of MOH firmly believe that together with their support, MOH has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial information.

2.3 *Revenue recognition*

Revenue is recognised in according with the requirements of IFRS 15 'Revenue from Contracts with Customers'.

MOH recognises revenue at the amount to which it expects to be entitled when control of the real estate or services is transferred to its customers. Control is generally transferred when MOH has a present right to payment and title and the significant risks and rewards of ownership of products or services are transferred to its customers.

Specifically, for interim financials of FY 2024, MOH's revenue consists of Fundraising Commission Fee and Real Estate Joint Development. Concerning the Fundraising Commission Fee, control is transferred when customers sign the agreement, and funds are subsequently transferred by the customers. For

revenue from Real Estate Joint Development, control is transferred on the effective date of the Transaction Contract for real estate. Payments for Fundraising Commission Fee and Real Estate Joint Development Business are collected within a short period following the transfer of control or the commencement of the delivery of services, as applicable.

Cost of sales related to delivered real estate, including land development costs, and building construction costs are recognised as cost of sales as incurred.

2.4 ***Operating leases***

MOH has elected to recognise right-of-use assets and lease liabilities for its leases, all of which qualify as short-term leases.

2.5 ***Financial assets and liabilities***

Recognition and initial measurement

MOH initially recognises loans and advances, trade and other receivables/payables and borrowings plus or minus transactions costs when and only when MOH becomes party to the contractual provisions of the instruments.

Financial assets at amortised cost

MOH's financial assets at amortised cost comprise trade and other receivables. These represent debt instruments with fixed or determinable payments that represent principal or interest and where the intention is to hold to collect these contractual cash flows.

They are initially recognised at fair value, included in current and non-current assets, depending on the nature of the transaction, and are subsequently measured at amortised cost using the effective interest method less any provision for impairment.

Financial liabilities at amortised cost

Financial liabilities at amortised cost comprise trade and other payables. They are classified as current and non-current liabilities depending on the nature of the transaction and are subsequently measured at amortised cost using the effective interest method.

Financial assets

MOH derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which MOH neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

MOH derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial liabilities

MOH derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

2.6 ***Cash and cash equivalents***

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

2.7 ***Share capital***

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.8 ***Property, plant, equipment and software***

Property, plant, equipment and software are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to MOH and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on property, plant, equipment and software are calculated using the straight-line method to write off their cost over their estimated useful lives.

The estimated useful lives of assets are as follows:

Buildings: 47 years

Plant and equipment: 10 years

Furniture and fixtures: 3-15 years
lump-sum depreciable asset: 3 years

2.9 ***Taxation***

Income tax expense represents the sum of the tax currently payable and deferred tax. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. MOH's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where MOH is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.10 ***Critical accounting estimates and judgements***

MOH makes certain judgements and estimates which affect the reported amount of assets and liabilities. Critical judgements and the assumptions used in calculating estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the process of applying MOH's accounting policies, which are described above, the MOH Directors do not believe that they have had to make any assumptions or judgements that would have a material effect on the amounts recognised in the financial information.

2.11 ***Financial risk management***

MOH's activities may expose it to some financial risks. MOH's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on MOH's financial performance.

a) *Liquidity risk*

Liquidity risk is the risk that MOH will encounter difficulty in meeting obligations associated with financial liabilities. The responsibility for liquidity risks management rest with the Board of MOH Directors, which has established appropriate liquidity risk management framework for the management of MOH's short term and long-term funding risks management requirements. During the period under review, MOH has not utilised any borrowing facilities. MOH manages liquidity risks by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) *Capital risk*

MOH takes great care to protect its capital investments. Significant due diligence is undertaken prior to making any investment. The investment is closely monitored.

Financial risk management of financial instruments by category

Financial assets	*30 September 2022 JPY*	*30 September 2023 JPY*
Amortised cost		
Contribution	130,100	130,100
Guarantee deposits	1,702,262,905	1,802,356,905
Advance payments	7,618,755	–
Prepaid expenses	390,363,064	125,916,962
Other deposits	3,380	246,685,209
Amounts due from group companies	3,799,056,232	2,412,590,436
	5,899,434,436	4,587,679,612

Financial liabilities	*30 September 2022 JPY*	*30 September 2023 JPY*
Accounts payable	656,759,840	636,230,984
Accruals	10,524,790	–
	667,284,630	636,230,984

Fair value hierarchy All the financial assets and financial liabilities recognised in the financial statements which are short-term in nature are shown at the carrying value which also approximates the fair values of those financial instruments. Therefore, no separate disclosure for fair value hierarchy is required.

MOH's activities expose it to a variety of financial risks, mainly credit risk and liquidity risk.

Market risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. MOH's market risks arise from open positions in (a) interest bearing assets and liabilities, and (b) foreign currencies; to the extent that these are exposed to general and specific market movements (see details below).

(i) Interest rate risk: MOH's interest-bearing assets comprise of only cash and cash equivalents. As MOH's interest-bearing assets do not generate significant amounts of interest; changes in market interest rates do not have any significant direct effect on its income.

Credit risk: Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to MOH. Credit risk arises from cash balances (including bank deposits, cash and cash equivalents) and credit exposures to trade receivables. MOH's maximum exposure to credit risk is represented by the carrying value of cash and cash equivalents and other receivables.

Liquidity risk: Trade and other payables are monitored as part of normal management routine. Borrowings and other liabilities mature according to the following schedule:

	30 September 2022 JPY	*30 September 2023 JPY*
Within 1 year		
Accounts payable	656,759,840	636,230,984
Accruals	10,524,790	–

3. Revenues and cost of revenues

	Six months ended 30 September 2022 JPY	Six months ended 30 September 2023 JPY
Revenues		
Revenues from commission	1,866,000,000	3,113,570,701
Revenues from real estate business JV	665,597,359	1,816,250,000
	2,531,597,359	4,929,820,701
Cost of revenues		
Purchases-Real estate business	–	(30,329,872)
	–	(30,329,872)
Gross Profit	2,531,597,359	4,899,490,829

4. Expenses by nature and personnel

	Six months ended 30 September 2022 JPY	Six months ended 30 September 2023 JPY
Advertising expenses	1,958,194,326	2,617,862,793
Personnel expenses	109,179,667	104,641,399
Charge expenses	16,496,752	45,100,157
Consumables	9,072,414	5,919,444
Taxes and dues	533,448	350,211
Office rent	6,140,976	6,346,466
Communication expenses	26,212,711	26,083,700
Reserve for paid leave, transfer	(15,765,825)	(17,913,897)
Other administrative expenses	16,720,518	17,258,939
Total administrative expenses	2,126,784,987	2,805,649,212

5. Taxation

	Six months ended 30 September 2022 JPY	Six months ended 30 September 2023 JPY
Tax expense	156,082,680	664,356,331
Total current tax	156,082,680	664,321,493
Deferred tax liabilities	–	12,945,000

6. Earnings per share

	Six months ended 30 September 2022 JPY	Six months ended 30 September 2023 JPY
Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period:		
Income after tax attributable to equity holders	288,527,119	1,492,014,782
Basic weighted average number of common shares outstanding	327,945	327,945
Diluted weighted average number of common shares outstanding	336,345	336,345
Basic earnings per share	879.80	4,549.59
Diluted earnings per share	857.83	4,435.97

Basic earnings per share is calculated by dividing the income attributable to equity holders of MOH by the weighted average number of ordinary shares in issue during the period.

7. Property, plant, equipment and software

	Property, plant, and equipment JPY	*Software JPY*	*Total JPY*
Cost			
At 30 September 2021, 2022 and 2023			
Additions	3,974,066	–	3,974,066
At 30 September 2023	2,525,410	–	2,525,410
Depreciation and amortisation			
At 30 September 2021, 2022 and 2023			
Depreciation and amortisation	545,394	3,424,194	3,969,588
At 30 September 2023	230,156	1,141,398	1,371,554
Net book value			
At 30 September 2022	9,122,782	7,531,904	16,654,686
At 30 September 2023	11,387,437	5,249,087	16,636,524

8. Share capital

Series 1 Preferred Stock

The authorised Series 1 Preferred Stock of MOH consists of 10,000 shares with no par value. There were 8,400 shares of preferred stock issued and outstanding at 30 September 2022 and 2023.

The holders of Series 1 Preferred Stock are entitled to receive dividends prior to the holders of common stock. The shareholders of Series 1 Preferred Stock receive a dividend of 5 per cent. of the amount paid. The shareholders of Series 1 Preferred Stock have no voting rights.

Common stock

The authorised common stock of MOH consists of 1,300,000 shares with no par value. There were 327,945 shares of common stock issued and outstanding at 30 September 2021, 2022 and 2023.

	Share capital				
	Common stock Number	*Preferred stock Number*	*Share capital JPY*	*Treasury stock JPY*	*Total equity JPY*
At 30 September 2022	327,945	8,400	100,000,000	(246,400,000)	(146,400,000)
At 30 September 2023	327,945	8,400	100,000,000	–	100,000,000

9. Lease assets and liabilities

	Balance sheet classification	*30 September 2022 JPY*	*30 September 2023 JPY*
Right-of-use assets	Lease asset	34,641,517	31,586,295
Current lease liabilities	Short-term lease liability	15,967,568	12,594,490
Non-current lease liabilities	Long-term lease liability	18,584,802	18,923,660

Maturities of lease liabilities as of 30 September 2023 are as follows:

	JPY
2024	7,690,551
2025	5,925,307
2026 and beyond	16,686,671
Total	30,302,529
Add (Less): Imputed interest	(3,138,352)
Present value of lease liabilities	27,164,177

10. Guarantee deposits

	Six months ended 30 September 2022 JPY	*Six months ended 30 September 2023 JPY*
Osaka Housing land and building dealer Guaranty society	600,000	600,000
Tokyo Housing land and building dealer Guaranty society	300,000	300,000
Tokyo Baycourt Club	1,362,905	1,362,905
JCB	700,000,000	800,000,000
TSIB	1,000,000,000	1,000,000,000
Tokyo Baycourt Club	–	94,000
Guarantee deposits	1,702,262,905	1,802,356,905

11. Membership rights

	Six months ended 30 September 2022 JPY	*Six months ended 30 September 2023 JPY*
Tokyo Baycourt Club	8,875,000	8,875,000
Membership rights	8,875,000	8,875,000

12. Prepaid expenses

	Six months ended 30 September 2022 JPY	*Six months ended 30 September 2023 JPY*
TSIF-Osaka	316,245	316,245
SSI Laboratory	1,320,000	803,000
Commutation expense	1,437,517	–
Rent-Kyosei Bank	809,600	809,600
Hakusyusya	5,280,000	5,280,000
Legal Force	1,010,252	330,000
jinjer	214,500	214,500
Cogent Labs	880,000	880,000
Yayoi Support	–	458,515
Prodelight	193,556	202,466
Sansan	–	1,236,400
Bizup Research	484,000	484,000
Salesforce	5,835,949	10,317,782
Agreed	–	1,623,961
LegalOn Technologies	–	683,100
NTT DATA	–	310,930
Future tax benefit	312,356,300	–
Suspense sales taxes	27,581,113	–
Other, less than JPY200,000	32,644,032	101,966,463
Prepaid expenses	390,363,064	125,916,962

13. Ultimate controlling party

As at the date of this Document MOH is 97.41 per cent. owned by KBC, and KBC is 100 per cent. owned by Mr. Kenichi Yanase, so the ultimate controlling party of MOH is Mr. Kenichi Yanase. Since KBC owns 97.41 per cent. of MOH, KBC is the parent company of MOH.

14. Events after the reporting period

On 21 December 2023 MOH and KBC entered into conditional, non-legally binding heads of terms with Bowen Fintech Plc in relation to the sale of 93.49 per cent. of the issued share capital of MOH.

15. Related party transactions

Related Parties	*Transaction*	*30-Sep-23*	*30-Sep-22*
TSIB (Toshi-Souken Invest Bank Inc)	Commission income	3,113,570,701	1,866,000,000
	Revenue from Real Estate	1,816,250,000	665,597,359
	Joint Development	–	–
Total turnover with related parties		4,929,820,701	2,531,597,359

16. Financial Information

The financial information does not constitute Statutory Accounts as defined.

PART VIII

UNAUDITED PRO FORMA FINANCIAL INFORMATION

SECTION A **ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA AGGREGATED STATEMENT OF NET ASSETS AND UNAUDITED PRO FORMA AGGREGATED STATEMENT OF COMPREHENSIVE INCOME OF THE COMPANY**

SECTION B **UNAUDITED PRO FORMA AGGREGATED STATEMENT OF NET ASSETS**

SECTION C **UNAUDITED PRO FORMA AGGREGATED STATEMENT OF COMPREHENSIVE NET INCOME**

SECTION A : ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA AGGREGATED

STATEMENT OF NET ASSETS AND UNAUDITED PRO FORMA AGGREGATED STATEMENT OF COMPREHENSIVE INCOME OF THE COMPANY

PRIVATE & CONFIDENTIAL
The Directors
Bowen Fintech Plc
71-75 Shelton Street
London WC2H 9JD

The Directors
Cairn Financial Advisers LLP
9th Floor, 107 Cheapside
London EC2V 6DN

31 July 2024

Dear Sirs

Accountants' report on the unaudited pro forma historical financial information

Introduction

We report on the unaudited pro forma statement of aggregated net assets and the unaudited pro forma aggregated statement of comprehensive income which has been prepared for inclusion in Sections B and C, respectively, of this Part VIII the prospectus issued by Bowen Fintech Plc (the "**Company**") and dated 31 July 2024 (the "**Document**") which has been prepared on the basis set out in the notes, for illustrative purposes only, to illustrate the effects of:

- how the acquisition of Minnadeooyasan-Hanbai Co., Ltd., ("**MOH**") and the admission of the Company and its securities to the Equity Shares (transition) category of the Official list and to trading on the Main Market, might have affected the financial information of the Company as at 31 October 2023, presented on the basis of the accounting policies adopted by the Company in preparing its next published financial statements; and
- the aggregated comprehensive net income of MOH for the year ended 31 March 2023 and of the Company for the year ended 30 April 2023.

This report is prepared in accordance with item 18.4.1 of Annex 1 of the Prospectus Regulation and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the Directors of the Company to prepare the Pro Forma Financial Information in accordance with item 20.2 of Annex I to the Prospectus Regulation.

It is our responsibility to form an opinion, as required by item 3 of Annex 20 of the Prospectus Regulation, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent in accordance with the FRC's Ethical

Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Regulations Rule 5.3.2R (2)(f) we are responsible for this report as part of this Document and declare that we have taken all reasonable care to ensure that to the best of our knowledge, the information contained in this report is in accordance with the facts and this report makes no omission likely to affect its import. This declaration is included in this Document in compliance with item 18.4.1 of Annex I to the Prospectus Regulation

Yours faithfully

MHA
Reporting Accountants

UNAUDITED PRO FORMA AGGREGATED STATEMENT OF NET ASSETS AND UNAUDITED PRO FORMA AGGREGATED STATEMENT OF COMPREHENSIVE INCOME

Set out below is an unaudited pro forma statement of aggregated net assets and an aggregated statement of comprehensive net income of the Company (together the "Pro Forma Financial Information"). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effect on the financial information of the Company presented on the basis of the accounting policies that will be adopted by the Company in preparing its next published financial statements, had the acquisition of MOH and the admission to the Equity Shares (transition) category of the Official List and to trading on the Main Market taken place at 31 October 2023 in respect of the pro forma statement of aggregated net assets. The statement of comprehensive net income aggregates the income statement of the Company for the year ended 30 April 2023 with the income statement of MOH for the year ended 31 March 2023. The Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation. As such the Pro Forma Financial Information does not represent the Company's actual financial position.

The accountants' report on the unaudited Pro Forma Financial Information is set out in Section A of this Part VIII of this Document.

SECTION B : UNAUDITED PRO FORMA AGGREGATED STATEMENT OF NET ASSETS

Unaudited pro-forma aggregated statement of net assets as at 31 October 2023

Unaudited pro forma aggregated statement of net assets

The unaudited pro forma aggregated statement of net assets is presented on the basis described above, and as explained in the accompanying notes.

	Company At 31 October 2023 £'000 Note 1	*Company At 31 October 2023 JPY m Note 2*	*MOH At 30 September 2023 JPY m Note 3*	*Admission JPY m Note 4*	*Pro forma Group At 31 October 2023 JPY m*
Non-current assets					
Property, plant, equipment and software, net	–	–	17	–	17
Contribution	–	–	–	–	–
Guarantee deposits	–	–	1,802	–	1,802
Membership rights	–	–	9	–	9
Lease asset	–	–	32	–	32
Total non-current assets	–	–	1,860	–	1,860
Current assets					
Advance payments	–	–	28	–	28
Amounts due from group companies	–	–	2,413	–	2,413
Prepaid expenses	60	11	126	–	137
Other Deposits	–	–	247	–	247
Cash and cash equivalents	1,589	292	2,109	(166)	2,235
Total current assets	1,649	303	4,923	(166)	5,060
Total assets	1,649	303	6,783	(166)	6,920
Current liabilities					
Accounts payable	9	2	636	–	638
Sales tax payable	–	–	165	–	165
Income tax payable	–	–	813	–	813
Accruals	8	1	–	–	1
Amounts due to group companies	–	–	131	–	131
Short-term lease liability	–	–	13	–	13
Total current liabilities	17	3	1,758	–	1,761
Non-current liabilities					
Long-term lease liability	–	–	19	–	19
Deferred tax liabilities	–	–	13	–	13
Total non-current liabilities	–	–	32	–	32
Total liabilities	17	3	1,970	–	1,793
Net assets/(liabilities)	1,632	300	4,993	(166)	5,127

Notes

Note 1 The net assets of the Company have been extracted without adjustment from the unaudited historical financial information incorporated by reference into Part VI of this Document.

Note 2 The Company's net assets have been translated into Japanese Yen using the Sterling exchange rate at 31 October 2023.

Note 3 The net assets of MOH have been extracted without adjustment from the unaudited historical financial information included within Part VII of this Document.

Note 4 The adjustments related to the Company's admission to the Equity Shares (transition) category of the Official List and to trading on the Main Market reflect the acquisition of MOH as set out in paragraph 10.2 of Part X of this Document and illustrate the financial position of the Company as if the admission had occurred on 31 October 2023, reflecting estimated expenses of JPY 166 million (£900,000).

Note 5 No account of any trading has been taken subsequent to 31 October 2023 in respect of the Company, and subsequent to 30 September 2023 in respect of MOH.

SECTION C : UNAUDITED PRO FORMA AGGREGATED STATEMENT OF COMPREHENSIVE NET INCOME

Unaudited pro forma aggregated statement of comprehensive net income

The unaudited pro forma aggregated statement of comprehensive net income is presented on the basis described above, and as explained in the accompanying notes.

	Company Year to 30 April 2023 £'000 Note 1	*Company Year to 30 April 2023 JPY m Note 2*	*MOH Year to 31 March 2023 JPY m Note 3*	*Admission JPY m Note 4*	*Pro forma Group Year to 30 April 2023 JPY m*
Continuing operations					
Revenue	–	–	5,587	–	5,587
Cost of sales	–	–	–	–	–
Gross profit	–	–	5,587	–	5,587
Administrative expenses	(160)	(27)	(4,902)	–	(4,929)
Share based payment charge	(88)	(15)	–	–	(15)
Profit/(loss) from operations	(248)	(42)	685	–	643
Other income	–	–	46		46
Net finance costs	–	–	–	–	–
Profit/(loss) before tax expense	(248)	(42)	731	–	689
Taxation	–	–	(196)	–	(196)
Net profit/(loss) and comprehensive income/(loss) for the period	(248)	(42)	535	–	493

Notes

Note 1 The aggregated statement of comprehensive net income of the Company for the year ended 30 April 2023 has been extracted without adjustment from the historical financial information incorporated by reference into Part VI of this Document.

Note 2 The Company's aggregated net income and expenditure have been translated into Japanese Yen using the Sterling exchange rate at 30 April 2023.

Note 3 The aggregated statement of comprehensive net income of MOH for the year ended 31 March 2023 has been extracted without adjustment from the historical financial information included within Part VII of this Document.

Note 4 No adjustments have been made to the pro forma consolidated income statement related to the Company's admission to the Equity Shares (transition) category of the Official List and to trading on the Main Market and the acquisition of MOH as set out in paragraph 10.2 Part X of this Document. The estimated expenses of JPY 166 million (£900,000) have been adjusted in the unaudited pro forma aggregated statement of net assets.

Note 5 No account of any trading has been taken subsequent to 30 April 2023 in respect of the Company, and subsequent to 31 March 2023 in respect of MOH.

PART IX

TAXATION

United Kingdom taxation

The comments set out below are based on current UK tax law and what is understood to be current HMRC published practice, which are subject to change at any time (potentially with retrospective effect). They are intended as a general guide only and apply only to Shareholders who are resident and domiciled (in the case of individuals) and resident (in the case of companies) in (and only in) the UK (except to the extent that specific reference is made to Shareholders resident outside the UK), who hold their Ordinary Shares as investments (other than under an individual savings account ("**ISA**")) only and not as securities to be realised in the course of a trade, and who are the absolute beneficial owners of those Ordinary Shares and any dividends paid thereon.

It is not intended to be, nor should it be construed as legal or tax advice.

The comments set out below are a summary only to certain aspects of tax in the UK and do not deal with the position of certain classes of Shareholders, such as dealers in securities, broker dealers, insurance companies, collective investment schemes or Shareholders who have or are deemed to have acquired their Ordinary Shares by virtue of an office or employment. Shareholders who are in any doubt as to their position or who are subject to tax in any jurisdiction other than the UK should consult their own professional advisers immediately.

The tax legislation of the investor's Member State and of the issuer's country of incorporation, being the United Kingdom, may have an impact on the income received from the Ordinary Shares. Prospective investors should consult their own independent professional advisers on the potential tax consequences of subscribing for, purchasing, holding or selling Ordinary Shares under the laws of their country and/or state of citizenship, domicile or residence.

Taxation of dividends

The Company will not be required to withhold tax at source on any dividends it pays to its Shareholders.

Dividends paid on the Ordinary Shares to individuals resident in the UK for taxation purposes or who carry on a trade, profession or vocation in the UK through a branch or agency and who hold Ordinary Shares for the purposes of such trade, profession or vocation, or for such branch or agency, may be liable to income tax. Each individual has a tax-free dividend allowance which exempts the first £500 ("**Nil Rate Amount**") of dividend income in the 2024-25 tax year. Dividend income in excess of the tax-free allowance will be liable to income tax in the hands of individuals at the rate of 8.75 per cent. to the extent that it is within the basic rate band, 33.75 per cent. to the extent that it is within the higher rate band and 39.35 per cent. to the extent it is within the additional rate band.

Dividend income that is within the Nil Rate Amount counts towards an individual's basic or higher rate limits – and will therefore impact on the level of savings allowance to which they are entitled, and the rate of tax that is due on any dividend income in excess of the Nil Rate Amount. In calculating into which tax band any dividend income over the Nil Rate Amount falls, savings and dividend income are treated as the highest part of an individual's income. Where an individual has both savings and dividend income, the dividend income is treated as the top slice.

Dividends paid on the Ordinary Shares to UK resident corporate Shareholders will generally (subject to anti-avoidance rules) fall within one or more of the classes of dividend qualifying for exemption from corporation tax. Shareholders within the charge to corporation tax are advised to consult their independent professional tax advisers in relation to the implications of the legislation.

Non-UK resident Shareholders may also be subject to tax on dividend income under any law to which they are subject outside the UK. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Disposal of Ordinary Shares

A disposal of Ordinary Shares by a Shareholder (other than those holding Ordinary Shares as dealing stock, who are subject to separate rules) who is resident in the UK for tax purposes or who is not so resident in the UK but carries on business in the UK through a branch, agency or permanent establishment with which their investment in the Company is connected, may give rise to a chargeable gain or an allowable loss for the purposes of UK taxation, depending on the Shareholder's circumstances and subject to any available exemption or relief.

Such an individual Shareholder who is subject to UK income tax at the higher or additional rate will be liable to UK capital gains tax on the amount of any chargeable gain realised by a disposal of Ordinary Shares at the rate of 20 per cent..

Such an individual Shareholder who is subject to income tax at the basic rate only should only be liable to capital gains tax on the chargeable gain up to the unused amount of the Shareholder's basic rate band at the rate of 10 per cent. and at a rate of 20 per cent. on the gains above the basic rate band.

Individuals may benefit from certain reliefs and allowances (including a personal annual exemption allowance, which presently exempts the first £3,000 of gains from tax for the tax year 2024-25).

For such Shareholders that are bodies corporate they will generally be subject to corporation tax (rather than capital gains tax) at a rate of 25 per cent. on any chargeable gain realised on a disposal of Ordinary Shares.

Inheritance tax

The Ordinary Shares will be assets situated in the UK for the purposes of UK inheritance tax. A gift of such assets by, or the death of, an individual holder of such assets may (subject to certain exemptions and reliefs) give rise to a liability to UK inheritance tax, even if the holder is neither domiciled in the UK nor deemed to be domiciled there (under certain rules relating to long residence or previous domicile). Generally, UK inheritance tax is not chargeable on gifts to individuals if the transfer is made more than seven complete years prior to death of the donor. For inheritance tax purposes, a transfer of assets at less than full market value may be treated as a gift and particular rules apply to gifts where the donor reserves or retains some benefit. Special rules also apply to close companies and to trustees of settlements who hold shares in the Company bringing them within the charge to inheritance tax. Holders of Ordinary Shares in the Company should consult an appropriate professional adviser if they make a gift of any kind or intend to hold any Ordinary Shares in the Company through such a company or trust arrangement. They should also seek professional advice in a situation where there is potential for a double charge to UK inheritance tax and an equivalent tax in another country or if they are in any doubt about their UK inheritance tax position.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The statements in this section relating to Stamp Duty and SDRT apply to any Shareholders irrespective of their residence, summarise the current position and are intended as a general guide only to Stamp Duty and SDRT. They do not apply to certain categories of person who are not liable to Stamp Duty or SDRT or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate. Special rules apply to agreements made by, amongst others, intermediaries, broker dealers and market makers in the ordinary course of their business.

Issue of Ordinary Shares

No UK Stamp Duty or SDRT will be payable on the issue of Ordinary Shares. However Stamp Duty or SDRT may be payable on subsequent transactions as explained below.

Transfer of certificated Ordinary Shares

The transfer on sale of Ordinary Shares will generally be liable to ad valorem Stamp Duty at the rate of 0.5 per cent. (rounded up to the nearest multiple of £5) of the amount or value of the consideration paid. An exemption from Stamp Duty will be available on an instrument transferring Ordinary Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the

aggregate consideration exceeds £1,000. The purchaser normally pays the Stamp Duty. An unconditional agreement to transfer such Ordinary Shares will be generally liable to SDRT, at the rate of 0.5 per cent. of the consideration paid, but such liability will be cancelled or a right to a repayment in respect of the SDRT liability will arise if the agreement is completed by a duly stamped transfer within six years of the agreement having become unconditional. SDRT is the liability of the purchaser.

Ordinary Shares transferred through CREST

Paperless transfers of Ordinary Shares within the CREST system are generally liable to SDRT (at a rate of 0.5 per cent. of the amount or value of the consideration payable) rather than Stamp Duty, and SDRT on relevant transactions settled within the system or reported through it for regulatory purposes will be collected by CREST. Deposits of Ordinary Shares into CREST will not generally be subject to SDRT unless the transfer into CREST is itself for consideration.

PART X

ADDITIONAL INFORMATION

1. Responsibility

1.1 The Directors and the Proposed Directors, whose names appear on page 36 (Directors, Proposed Directors, Secretary and Advisers) of this Document, and the Company, with registered office located at 71-75 Shelton Street, Covent Garden, London WC2H 9JQ, United Kingdom, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors, the Proposed Directors and the Company, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

1.2 MacIntyre Hudson LLP (of which MHA MacIntyre Hudson is a trading name) of Moorgate House, 201 Silbury Boulevard, Milton Keynes, MK9 1LZ, accept responsibility for its reports contained in Part VII and Part VIII of this Document. To the best of the knowledge of MacIntyre Hudson LLP, the information contained in each of its reports is in accordance with the facts and each of its reports make no omission likely to affect their import.

1.3 For the purposes of Rule 19.2 of the City Code only, each member of the Concert Party, whose names are set out in Part V of this Document, with registered office located at 2F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan, accept responsibility for the information contained in this Document relating to themselves. To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case), the information contained in this Document for which they are responsible is in accordance with the facts and makes no omission likely to affect its import. For the avoidance of doubt, this paragraph is without prejudice to the responsibility statement relating to the Company, the Directors and the Proposed Directors set out in paragraph 1.1 of this Part X of this Document.

1.4 In connection with this Document and/or the Acquisition and Admission, no person is authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representation must not be relied upon as having been so authorised.

2. The Company

2.1. The Company was incorporated and registered as a public limited company in England and Wales with registered company number 13349097 on 21 April 2021 under the name Bowen Fintech Plc. The Company's legal entity identifier is 213800LD3K77KC1EVD56.

2.2. The Company's legal and commercial name is Bowen Fintech Plc. Following Admission, the Company is proposing to change its name to MOH Nippon Plc.

2.3. The Company is domiciled in the United Kingdom. The Company's registered office and principal place of business is located at 71-75 Shelton Street, Covent Garden, London WC2H 9JQ, United Kingdom. The Company's telephone number is +44 (0)204 582 3500.

2.4. The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Act and the regulations made thereunder. The Company operates in conformity with its Articles and the laws of England and Wales. The liability of the Company's members is limited to the amount, if any, unpaid on the shares respectively held by them.

2.5. On 17 November 2021, the Company obtained its trading certificate pursuant to section 761 of the Act.

2.6. The Company is not regulated by the FCA or any financial services or other regulator. However, MOH is regulated under the FTK Act. Since its IPO on 31 October 2022, the Company had been subject to the Listing Rules prior to the Implementation Date and has been subject to the UKLR from the Implementation Date, and the Disclosure and Transparency Rules (and the resulting jurisdiction of

the FCA), to the extent applicable under the UKLR. The Company will continue to be subject to the UKLR and the Disclosure and Transparency Rules (and the resulting jurisdiction of the FCA), to the extent such rules apply to companies with a listing in the Equity Shares (transition) category pursuant to Chapter 22 of the UKLR following Admission.

2.7. The Company's website is www.mohnippon.com. Information that is on the Company's website does not form part of this Document unless that information is specifically incorporated by reference to this Document.

3. Organisational structure, subsidiary undertakings and other holdings

3.1. As at the Latest Practicable Date, the Company did not have any subsidiaries.

3.2. Following Admission, the Enlarged Group will comprise the Company and its 97.41 per cent. owned subsidiary MOH. The Company will function as the holding company of the Enlarged Group and all operational activities will be carried out by MOH which will be held as a 97.41 per cent. subsidiary. MOH was incorporated and is registered in, domiciled in and its principal place of business is in Japan. MOH's registered office and principal place of business is located at 3F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan. MOH's telephone number is 03-3556-1615.

3.3. Other than in respect of the Acquisition, neither the Company nor MOH have any joint ventures or undertakings in which they hold a proportion of the capital likely to have a significant effect on the assessment of the Enlarged Group's assets and liabilities, financial position or profits and losses or investments, nor do they have any investments in progress, or any future investments on which the Company's management bodies have made firm commitments.

3.4. Save as set out in paragraph 6 of Part III of this Document, there are no specific regulations relating to the industry in which the Enlarged Group operates in the UK or in any other market in which it currently intends to operate.

4. Share capital of the Company

4.1. ***Authorised and issued share capital of the Company***

4.1.1. In accordance with the Act, the Company has no limit on its authorised share capital since incorporation.

4.1.2. The following table shows the issued and fully paid shares of the Company as at the date of this Document and, as at 31 October 2023, being the most recent balance sheet date, and immediately following Admission:

	Number of Ordinary Shares of par value £0.01 each issued and credited as fully paid	*Amount paid up*
As at the date of this Document	55,000,000	£550,000
As at 31 October 2023	55,000,000	£550,000
Immediately following Admission	284,779,093	£2,847,790.93

4.1.3. All Ordinary Shares in the capital of the Company are in registered form.

4.1.4. The ISIN in respect of the Ordinary Shares is GB00BMYX7295. The Ordinary Shares are denominated in Pounds Sterling.

4.2. ***History of the share capital***

4.2.1. The following is a summary of the changes in the issued share capital of the Company between the date of its incorporation and the Latest Practicable Date:

4.2.1.1. The Company was incorporated with a share capital of £50,000 divided into 5,000,000 Ordinary Shares with a par value of £0.01 each. Mr Shanchun Huang, Mr Weicheng Pan and Mr Aamir Quraishi subscribed for 2,000,000 Ordinary Shares, 2,000,000 Ordinary Shares and 1,000,000 Ordinary Shares, respectively at £0.01 per Ordinary Share.

4.2.1.2. On 31 October 2022 (the date of the Company's IPO), the Company issued an additional 50,000,000 Ordinary Shares at 4 pence per Ordinary Share.

4.2.2. The Company's share capital has not been subject to a division or consolidation since the date of incorporation of the Company.

4.3. ***Information on new Ordinary Shares***

4.3.1. In connection with the Acquisition, the Company has agreed to issue 229,779,093 Ordinary Shares to KBC in exchange for its holding in MOH shares representing 97.41 per cent. of the issued share capital of MOH, pursuant to the Acquisition Agreement which is conditional on and will take effect on Admission.

4.3.2. On Admission, the Company will have 284,779,093 Ordinary Shares in issue of nominal value £0.01 each, all of which will be fully paid and free from all liens. The aggregate nominal value of the Ordinary Shares in issue will be £2,847,790.93.

4.3.3. All Consideration Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions made, paid or declared after the date of issue of the Consideration Shares.

4.4. ***Shareholder authorities***

4.4.1. Pursuant to the ordinary and special resolutions passed at the AGM convened and held on 31 October 2023:

4.4.1.1. the Directors were authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot Ordinary Shares or grant rights to subscribe for or to convert any securities into Ordinary Shares ("**Relevant Securities**") up to a maximum aggregate nominal amount of £183,333 provided that such authority shall expire at the conclusion of the next AGM or, if earlier, fifteen months from the date of passing the resolution, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act to the extent not utilised at the date it was passed; and

4.4.1.2. the Directors were empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the general authorities conferred on them by the resolution referred to at paragraph 4.4.1.1 above as if section 561(1) of the Act did not apply to any such allotment, provided that such power is limited to:

(a) the allotment of equity securities in connection with a rights issue or any other offer to holders of Ordinary Shares in proportion (as nearly as practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional

entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment (otherwise than pursuant to sub-paragraph 4.4.1.2(a) above) of equity securities up to an aggregate nominal amount of £110,000; and the authority or power detailed in sub-paragraphs 4.4.1.2(a) and (b) above shall expire at the conclusion of the next AGM or, if earlier, fifteen months from the date of passing the resolution, save that the Company may before such expiry date make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer of agreement as if the power conferred had not expired.

4.4.2. At the General Meeting of the Company to be held on 16 August 2024, Shareholders will be asked to consider and vote on the Resolutions, which will, if passed, authorise the Directors to allot up to 229,779,093 new Ordinary Shares, representing approximately 80.69 per cent. of the Company's issued share capital on Completion. Accordingly, the Consideration Shares to be issued in connection with the Acquisition are expected to be issued and allotted pursuant to the authority conferred on the Company under the Resolutions proposed at the General Meeting. In addition, Shareholders will be asked to consider and vote on resolutions which if approved will authorise the Directors to allot additional shares up to a nominal amount of £142,500 (representing approximately 5 per cent. of the Enlarged Issued Share Capital) free of pre-emption rights.

4.5. ***Outstanding rights to subscribe for or acquire Ordinary Shares***

4.5.1. As at 31 October 2023, being the most recent balance sheet date of the Company, the following Warrants to subscribe for new Ordinary Shares in the capital of the Company were outstanding, which are to be cancelled pursuant to the Deeds of Termination:

Name of Warrant holder	*Date of grant*	*Exercise price (£)*	*Expiry date*	*Number of Warrants outstanding*
Shanchun Huang	31 October 2022	0.04	31 October 2025	1,600,000
	31 October 2022	0.08	31 October 2025	1,600,000
Weicheng Pan	31 October 2022	0.04	31 October 2025	1,600,000
	31 October 2022	0.08	31 October 2025	1,600,000
Aamir Quraishi	31 October 2022	0.04	31 October 2025	800,000
	31 October 2022	0.08	31 October 2025	800,000
Optiva Securities Limited	31 October 2022	0.04	31 October 2025	75,000
	31 October 2022	0.04	31 October 2025	500,000
Total				8,575,000

4.5.2. The provisions of section 561(1) of the Act (to the extent not disapplied pursuant to sections 570-571 of the Act) confer on Shareholders certain rights of pre-emption in respect of the allotment of equity securities (as defined in section 560 of the Act) which are, or are to be, paid up in cash and will apply to the unissued share capital of the Company, except to the extent disapplied by the resolution referred to in paragraph 4.4 above.

4.5.3. Except for the Company's obligations to issue and allot Ordinary Shares pursuant to the Acquisition Agreement and the Warrants (which will be cancelled upon Admission save for the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date of this Document), as at 31 October 2023, being the date of the most recent balance sheet of the Company, there were no rights and/or obligations over the Company's unissued share or loan capital nor do there exist any undertakings, rights or obligations to increase the Company's share or loan capital.

4.5.4. Save as disclosed in this Document, as at the Latest Practicable Date,

4.5.4.1. there are no shares not representing capital;

4.5.4.2. no share or loan capital of the Company has been issued or is proposed to be issued;

4.5.4.3. no person has any preferential subscription rights for any Ordinary Shares or loan capital of the Company;

4.5.4.4. no Ordinary Shares are held by or on behalf of the Company itself or by its subsidiaries;

4.5.4.5. no share or loan capital of the Company is convertible or unconditionally to be put under option or subject to warrant; and

4.5.4.6. no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital of the Company.

4.5.5. Except for the Warrants which will be cancelled on Admission (save for the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date of this Document), the Company does not have, nor did it have as at 31 October 2023, being the most recent balance sheet date of the Company, in issue any securities not representing share capital, nor any shares which are held by or on behalf of the Company itself or by its subsidiaries, and there are no outstanding convertible securities, exchangeable securities or securities with warrants issued by the Company**.**

4.6. ***Other matters relating to the share capital***

4.6.1. The participation (as a percentage) in share capital and voting rights of the Company for Existing Shareholders before and after the capital increase resulting from the issue of the Consideration Shares, are as follows:

	Immediately prior to Admission (%)	*Immediately following Admission (%)*
Share capital	100	19.31
Voting	100	19.31

4.6.2. The net asset value per Ordinary Share as at 31 October 2023, being the most recent balance sheet date is £0.03. This compares to the price of each Consideration Share of £0.15.

4.6.3. The Ordinary Shares may be held in either certificated form or in uncertificated form under the CREST system.

4.6.4. Save as disclosed below, to the best of the Directors' knowledge, no-one, directly or indirectly, acting alone or jointly, exercises or could exercise control over the Company:

4.6.4.1. Cornerstone Financial Holdings Limited, Mr Tong and Ms Wu had each entered into relationship agreements with the Company on 24 October 2022 and which were in effect for such period that Cornerstone, Mr Tong and Ms Wu were individually interested in voting rights representing 20 per cent. or more of the voting rights in the Company. Following the issue of the Consideration Shares on Admission these relationship agreements shall automatically terminate.

4.6.4.2. KBC and Mr Kenichi Yanase have entered into the Relationship Agreement with the Company and the Financial Adviser on 30 July 2024 which is conditional on Admission, further details of which are set out in paragraph 10.3 of this Part X of this Document.

5. Summary of the Articles of Association

The Articles, which contain no specific restrictions on the Company's objects and therefore, by virtue of section 31(1) of the Act, the Company's objects are unrestricted, were adopted by special resolution of the

Shareholders passed by written resolution on 11 October 2021 and contain, *inter alia*, provisions to the following effect:

5.1. ***Share capital***

The Company's Issued Share Capital as at the date of this Document consists of Ordinary Shares. The Company may issue shares with such rights or restrictions as may be determined by ordinary resolution, including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares.

5.2. ***Voting***

The Shareholders have the right to receive notice of, and to vote at, general meetings of the Company. Each Shareholder who is present in person (or, being a corporation, by representative) at a general meeting on a show of hands has one vote and, on a poll, every such holder who is present in person (or, being a corporation, by representative) or by proxy has one vote in respect of every share held by such Shareholder.

5.3. ***Variation of rights***

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class and may be so varied and abrogated whilst the Company is a going concern or during or in contemplation of a winding up.

5.4. ***Dividends***

5.4.1. The Company may, subject to the provisions of the Act and the Articles, by ordinary resolution from time to time declare dividends to be paid to members not exceeding the amount recommended by the Directors. Subject to the provisions of the Act in so far as, in the Directors' opinions, the Company's profits justify such payments, the Directors may pay interim dividends on any class of shares. There are no fixed dates for the payment of dividends.

5.4.2. The Board may withhold payment of any dividend or other money payable in respect of the Company's shares from a person with a 0.25 per cent. interest if such a person has been served with a section 793 notice (as defined in the Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Act.

5.4.3. Except insofar as the rights attaching to any share otherwise provide, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid. Dividends may be declared or paid in any currency at the conversion rate decided by the Board.

5.4.4. The Board may, if authorised by an ordinary resolution of the Company, offer Shareholders (excluding any member holding shares as treasury shares) in respect of any dividend the right to elect to receive Ordinary Shares by way of scrip dividend instead of cash.

5.4.5. Any dividend unclaimed after a period of 12 years from the date such dividend was declared or became payable shall, if the Directors resolve, be forfeited and shall revert to the Company.

5.4.6. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

5.4.7. The Company may stop sending any dividends or other sums payable in respect of the Company's shares to the person entitled to them if: (i) cheques, warrants or orders for dividends or other sums payable sent by the Company to him are returned or left uncashed on two consecutive occasions; or (ii) following one occasion, reasonable enquiries have failed

to establish any new address to be used for the purpose, until he notifies the Company of an address to be used for the purpose.

5.5. ***Transfer of Ordinary Shares***

5.5.1. Each member may transfer all or any of their shares which are in certificated form by means of an instrument of transfer in any usual form or in any other form which the Directors may approve. Each member may transfer all or any of their shares which are in uncertificated form by means of a 'relevant system' (i.e., the CREST System) in such manner provided for, and subject as provided in, the Regulations.

5.5.2. The Board may, in its absolute discretion, refuse to register a transfer of certificated shares unless:

5.5.2.1. it is for a share which is fully paid up;

5.5.2.2. it is for a share upon which the Company has no lien;

5.5.2.3. it is only for one class of share;

5.5.2.4. it is in favour of a single transferee or no more than four joint transferees;

5.5.2.5. it is duly stamped or is duly certificated or otherwise shown to the satisfaction of the Board to be exempt from stamp duty; and

5.5.2.6. it is delivered for registration to the registered office of the Company (or such other place as the Board may determine), accompanied (except in the case of a transfer by a person to whom the Company is not required by law to issue a certificate and to whom a certificate has not been issued or in the case of a renunciation) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor (or person renouncing) and the due execution of the transfer or renunciation by them or, if the transfer or renunciation is executed by some other person on their behalf, the authority of that person to do so.

5.5.3. The Directors may refuse to register a transfer of uncertificated shares in any circumstances that are allowed or required by the Regulations and the CREST System.

5.6. ***Allotment of shares and pre-emption rights***

Subject to the Act and to any rights attached to existing shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution determine, or if no ordinary resolution has been passed or so far as the resolution does not make specific provision, as the Directors may determine (including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares).

In accordance with section 551 of the Act, the Directors may be generally and unconditionally authorised to exercise all the powers of the Company to allot shares up to an aggregate nominal amount equal to the amount stated in the relevant ordinary resolution authorising such allotment. The authorities referred to in paragraph 4.4.1.1 above were included in the ordinary resolution passed on 31 October 2023 and remain in force at the date of this Document.

The provisions of section 561 of the Act (which confer on Shareholders rights of pre-emption in respect of the allotment of equity securities which are paid up in cash) apply to the Company except to the extent disapplied by special resolution of the Company. Such pre-emption rights have been disapplied to the extent referred to in paragraph 4.4.1.2 above pursuant to the special resolution passed on 31 October 2023.

5.7. ***Alteration of share capital***

The Company may by ordinary resolution consolidate or divide all of its share capital into shares of larger nominal value than its existing shares, or cancel any shares which, at the date of the ordinary resolution, have not been taken or agreed to be taken by any person and diminish the amount of its

share capital by the nominal amount of shares so cancelled or sub-divide its shares, or any of them, into shares of smaller nominal value.

The Company may, in accordance with the Act, reduce or cancel its share capital or any capital redemption reserve or share premium account in any manner and with and subject to any conditions, authorities and consents required by law.

5.8. ***Directors***

5.8.1. Unless otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be less than two, but there shall be no maximum number of Directors.

5.8.2. Subject to the Articles and the Act, the Company may by ordinary resolution appoint a person who is willing to act as a Director and the Board shall have power at any time to appoint any person who is willing to act as a Director, in both cases either to fill a vacancy or as an addition to the existing Board.

5.8.3. At the first AGM following an acquisition all Directors shall retire from office and may offer themselves for reappointment by the Shareholders by ordinary resolution.

5.8.4. At every subsequent AGM any Director who:

5.8.4.1. has been appointed by the Directors since the last AGM; or

5.8.4.2. was not appointed or re-appointed at one of the preceding two AGMs; must retire from office and may offer themselves for reappointment by the Shareholders by ordinary resolution.

5.8.5. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors.

5.8.6. The quorum for a Directors' meeting shall be fixed from time to time by a decision of the Directors, but it must never be less than two and unless otherwise fixed, it is two.

5.8.7. Questions and matters requiring resolution arising at a meeting shall be decided by a majority of votes of the participating Directors, with each director having one vote. In the case of an equality of votes, the chair will only have a casting vote or second vote when an acquisition has been completed. The entering into any acquisition requires the consent of at least 75 per cent. of the Directors present and entitled to vote.

5.8.8. The Directors shall be entitled to receive such remuneration as the Directors shall determine for their services to the Company as directors and for any other service which they undertake for the Company provided that the aggregate fees payable to the Directors must not exceed £1,000,000 per annum. The Directors shall also be entitled to be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of Shareholders or class meetings, board or committee meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

5.8.9. The Board may, in accordance with the requirements in the Articles, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under the Act to avoid conflicts of interests.

5.8.10. A Director seeking authorisation in respect of such conflict shall declare to the Board the nature and extent of their interest in a conflict as soon as is reasonably practicable. The Directors shall provide the Board with such details of the matter as are necessary for the Board to decide how to address the conflict together with such additional information as may be requested by the Board.

5.8.11. Any authorisation by the Board will be effective only if:

5.8.11.1. to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of the Articles;

5.8.11.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the conflicted Director and any other conflicted Director; and

5.8.11.3. the matter is agreed to without the conflicted Director voting or would be agreed to if the conflicted Director's and any other interested Director's vote is not counted.

5.8.12. Subject to the provisions of the Act, every Director, secretary or other officer of the Company (other than an auditor) is entitled to be indemnified against all costs, charges, losses, damages and liabilities incurred by them in the actual purported exercise or discharge of their duties or exercise of their powers or otherwise in relation to them.

5.9. ***General meetings***

The Company must convene and hold AGMs in accordance with the Act.

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chair of the meeting which shall not be treated as part of the business of the meeting. Save as otherwise provided by the articles, two Shareholders present in person or by proxy and entitled to vote shall be a quorum for all purposes.

5.10. ***Borrowing powers***

Subject to the Articles and the Act, the Board may exercise all of the powers of the Company to:

5.10.1. borrow money;

5.10.2. indemnify and guarantee;

5.10.3. mortgage or charge;

5.10.4. create and issue debentures and other securities; and

5.10.5. give security either outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

5.11. ***Capitalisation of profits***

The Directors may, if they are so authorised by an ordinary resolution of the Shareholders, decide to capitalise any undivided profits of the Company (whether or not they are available for distribution), or any sum standing to the credit of the Company's share premium account or capital redemption reserve. The Directors may also, subject to the aforementioned ordinary resolution, appropriate any sum which they so decide to capitalise to the persons who would have been entitled to it if it were distributed by way of dividend and in the same proportions.

5.12. ***Uncertificated shares***

Subject to the Act, the Directors may permit title to shares of any class to be issued or held otherwise than by a certificate and to be transferred by means of a 'relevant system' (i.e., the CREST System) without a certificate.

The Directors may take such steps as they see fit in relation to the evidencing of and transfer of title to uncertificated shares, any records relating to the holding of uncertificated shares and the conversion of uncertificated shares to certificated shares, or vice-versa.

The Company may by notice to the holder of an uncertificated share, require that share to be converted into certificated form.

The Board may take such other action that the Board considers appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertified share or otherwise to enforce a lien in respect of it.

5.13. ***Winding – Up***

Subject to the Act, on a winding-up of the Company the assets of the Company available for distribution shall be distributed, provided there are sufficient assets available, first to the holders of Ordinary Shares in an amount up to 1p per share in respect of each fully paid up Ordinary Share. If, following these distributions to holders of Ordinary Shares there are any assets of the Company still available, they shall be distributed to the holders of Ordinary Shares *pro rata* to the number of such fully paid up Ordinary Shares held (by each holder as the case may be) relative to the total number of issued and fully paid up Ordinary Shares.

6. Substantial Shareholders

6.1. Shareholders are obliged to comply with the shareholding notification and disclosure requirements set out in Chapter 5 of the DTRs. A Shareholder is required pursuant to Rule 5 of the DTRs to notify the Company if, as a result of an acquisition or disposal of shares or financial instruments, the Shareholder's percentage of voting rights of the Company reaches, exceeds or falls below, 3 per cent. of the nominal value of the Company's share capital or any 1 per cent. threshold above that. The DTRs can be accessed and downloaded from the FCA's website at https://www.handbook.fca.org.uk/handbook/DTR.pdf. Shareholders are urged to consider their notification and disclosure obligations carefully as a failure to make a required disclosure to the Company may result in disenfranchisement.

6.2. Except for the interests of those persons set out in this paragraph 6.2 and in paragraph 8 below, neither the Directors nor the Proposed Directors are aware of any interests which, at the date of this Document, immediately prior to Admission and immediately following Admission, would amount to 3 per cent. or more of the Enlarged Issued Share Capital:

Name	*Ordinary Shares as at the date of this Document*	*Percentage of Existing Ordinary Shares (%)*	*Ordinary Shares on Admission*	*Percentage of Enlarged Issued Share Capital (%)*
KBC	nil	nil	229,779,093	80.69%
Cornerstone Financial Holdings Ltd	16,500,000	30.00%	16,500,000	5.79%
Liang Tong	14,000,000	25.45%	14,000,000	4.92%
Yanan Wu	13,950,000	25.36%	13,950,000	4.90%

6.3. No holder of Ordinary Shares has voting rights different from other holders of Ordinary Shares.

6.4. Except as described in this Document in relation to the Acquisition Agreement, so far as the Company is aware, there are no arrangements in place the operation of which may at a subsequent date result in a change of control of the Company.

7. The Directors, Proposed Directors and employees

7.1. The Company's senior management currently comprises the Directors and, on Admission, will include the Proposed Directors.

7.2. ***Appointment and remuneration of Directors***

Each of Mr Allan Rowley and Mr Aamir Quraishi entered into non-executive letters of appointment dated 24 October 2022 (which were amended on 30 July 2024), with the Company in respect of their respective appointments as Non-Executive Directors, both of whom remain on the Board as at the date of this Document. Under the terms of the appointment letters (as amended), with effect from Admission, the appointment of each of Mr Rowley and Mr Quraishi will be subject to re-appointment at the next annual general meeting following Admission and at intervals of three years thereafter. Their appointment may also be terminated by either party giving three months' written notice. The current annual gross fees payable to Mr Rowley and Mr Quraishi are £12,000 and £36,000 respectively. In addition, Mr Quraishi was paid an additional £2,000 per month from 1 January 2024 until Admission and Mr Rowley was paid an additional £1,000 per month from 1 May 2024 until Admission, in respect of the additional work carried out by them in connection with the Admission. Following Admission, Mr Rowley's and Mr Quraishi's fees will increase to £30,000 and £60,000 per annum respectively

and will be payable in equal monthly instalments in arrears and will be subject to annual review by the Board. On Admission, Mr Rowley and Mr Quraishi will receive a transaction fee of £5,000 and £10,000 respectively. Mr Rowley will resign as a Non-Executive Director of the Company by 31 December 2024. The letters of appointment are governed by English law.

7.3. ***Appointment and remuneration of Proposed Directors to the Company and MOH***

The Company entered into letters of appointment with Mr Hoken Yanase and Mr Hiromitsu Sakai, and a service agreement with Mr Frankie Leung in connection with their appointments as Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer respectively, and entered into letters of appointment with Mr Kazuo Ichimura and Mr Nigel Collins as Non-Executive Directors respectively, details of which are set out below. Each of these agreements are conditional on Admission.

7.3.1. *Mr Hoken Yanase – Company letter of appointment*

Mr Yanase entered into a director appointment letter with the Company pursuant to which he has been appointed as Chief Executive Officer of the Company commencing on Admission. Under the terms of the letter of appointment, Mr Hoken is to be paid a gross fee of £3,000 per annum by the Company. Mr Yanase will be entitled to the reimbursement of reasonable expenses incurred in the performance of his duties. Pursuant to this letter of appointment, Mr Yanase has agreed to allocate sufficient time to the Company to discharge his responsibilities effectively in the UK.

Mr Yanase's letter of appointment contains a customary restrictive covenant for a period of 12 months following the termination of appointment. The appointment will continue until terminated by either the Company or Mr Yanase on giving 6 months' written notice. If the letter of appointment is terminated by the Company Mr Yanase will also be required to resign as a director of MOH. The letter of appointment is governed by the laws of England and Wales.

7.3.2. *Mr Hoken Yanase – MOH service agreement*

Mr Hoken Yanase, as Chief Executive Officer, has also entered into a service agreement with MOH dated 10 June 2024 (as amended by an amendment agreement dated 30 July 2024). The service agreement will remain in force until terminated by either party giving not less than six months' written notice. Mr Yanase will receive an annual salary of JPY 8,520,000. Mr Yanase is not entitled to any other benefits. For a period of twelve months following termination of employment, Mr Yanase is subject to certain restrictive covenants preventing him from competing against the Enlarged Group, amongst other matters. If MOH terminates the agreement with Mr Yanase, Mr Yanase will also be required to resign as a director of the Company. The Service Agreement is governed by Japanese law.

7.3.3. *Mr Hiromitsu Sakai – Company letter of appointment*

Mr Hiromitsu Sakai entered into a director appointment letter with the Company pursuant to which he has been appointed as Chief Operating Officer of the Company commencing on Admission. Under the terms of the letter of appointment, Mr Sakai is to be paid a gross fee of £3,000 per annum by the Company. Mr Sakai will be entitled to the reimbursement of reasonable expenses incurred in the performance of his duties. Pursuant to this letter of appointment, Mr Sakai has agreed to allocate sufficient time to the Company to discharge his responsibilities effectively in the UK.

Mr Sakai's letter of appointment contains a customary restrictive covenant for a period of 12 months following the termination of appointment. The appointment will continue until terminated by either the Company or Mr Sakai on giving 6 months' written notice. If the letter of appointment is terminated by the Company Mr Sakai will also be required to resign as a director of MOH. The letter of appointment is governed by the laws of England and Wales.

7.3.4. *Mr Hiromitsu Sakai – MOH service agreement*

Mr Hiromitsu Sakai, as Chief Operating Officer, entered into a service agreement with MOH dated 10 June 2024 (as amended by an amendment agreement dated 30 July 2024). The service agreement will remain in force until terminated by either party giving not less than six months' written notice. Mr Sakai will receive an annual fee of JPY 7,200,000. Mr Sakai is not entitled to any other benefits. For a period of twelve months following termination of employment, Mr Sakai is subject to certain restrictive covenants preventing him from competing against the Enlarged Group, amongst other matters. If MOH terminates the agreement with Mr Sakai, Mr Sakai will also be required to resign as a director of the Company. The service agreement is governed by Japanese law.

7.3.5. *Mr Frankie Leung – service agreement*

Mr Frankie Leung, as Chief Financial Officer, entered into a service agreement with the Company dated 30 July 2024. The service agreement is conditional on Admission and will remain in force until terminated by either party giving not less than six months' written notice. Mr Leung will receive an annual salary of £60,000. Mr Leung is not entitled to any other benefits other than the reimbursement of his reasonable expenses. For a period of six months following termination of employment, Mr Leung is subject to certain restrictive covenants preventing him from competing against the Enlarged Group, amongst other matters. The service agreement is governed by the laws of England and Wales.

7.3.6. *Mr Kazuo Ichimura – letter of appointment*

Mr Kazuo Ichimura entered into a non-executive director letter of appointment dated 30 July 2024 with the Company in respect of his appointment as a Non-Executive Director conditional on Admission. His appointment will be subject to re-election by the Shareholders at the next annual general meeting following Admission and at intervals of three years thereafter. Under the terms of the letter of appointment, a gross fee of £36,000 per annum is payable. The letter of appointment is governed by English law.

7.3.7. *Mr Nigel Collins – letter of appointment*

Mr Nigel Collins entered into a non-executive director letter of appointment dated 30 July 2024 with the Company in respect of his appointment as a Non-Executive Director conditional on Admission. His appointment will be subject to re-election by the Shareholders at the next annual general meeting following Admission and that intervention of three years thereafter. Under the terms of the letter of appointment, a gross fee of £60,000 per annum is payable. The letter of appointment is governed by English law.

7.4. Save for the letters of appointment and service agreements of the Directors and the Proposed Directors set out in paragraphs 7.2 and 7.3 above, no contract with either the Directors or the Proposed Directors has been entered into or amended within six months prior to the date of this Document. None of the letters of appointment and service agreements of the Directors or the Proposed Directors provide for benefits upon termination.

7.5. The Company does not have any employees as at the date of this Document. The Company has two Non-Executive Directors being Mr Aamir Quraishi and Mr Allan Rowley.

7.6. The average number of employees of MOH (including the MOH Directors) for each period covered by the historical financial information on MOH up to the date of this Document which is set out in Section B of Part VII of this Document is as follows:

Period	*Monthly average employees*
April 2021 – March 2022	26
April 2022 – March 2023	25
Date of this Document	23

As at the date of this Document, MOH had entered into contracts of employment with 20 employees (which does not include contracts with the 3 MOH Directors or the corporate auditor). The employees of MOH detailed as at the date of this Document will become employees of the Enlarged Group on Completion.

8. Directors', Proposed Directors' and Founders' interests in the Company

8.1. The interests of the Directors, the Proposed Directors, the Founders and persons connected with them, within the meaning of sections 252 and 253 of the Act, in the share capital of the Company, at the date of this Document, immediately prior to Admission and immediately following Admission, all of which are beneficial, are:

Name	*Ordinary Shares as at the date of this Document*	*Percentage of Existing Ordinary Shares as at the date of this Document (%)*	*Ordinary Shares on Admission*	*Percentage of Enlarged Issued Share Capital (%)*
Mr Shanchun Huang	875,000	1.59%	875,000	0.31%

8.2. The Directors and the Founders and persons connected with them held immediately prior to Admission the following Warrants over Ordinary Shares, which have subsequently been cancelled pursuant to the Deeds of Termination conditional on Admission (save for the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants which will be cancelled with effect from the date this of Document), as further detailed in paragraphs 9.1 and 9.2 of this Part X of this Document:

Name	*Number of Warrants*	*Date of Grant*	*Exercise Price*	*Exercise Period*
Mr Aamir Quraishi	800,000	31 October 2022	£0.04	3 years
	800,000	31 October 2022	£0.08	3 years
Mr Weicheng Pan	1,600,000	31 October 2022	£0.04	3 years
	1,600,000	31 October 2022	£0.08	3 years
Mr Shanchun Huang	1,600,000	31 October 2022	£0.04	3 years
	1,600,000	31 October 2022	£0.08	3 years

8.3. Save as disclosed in paragraphs 8.1 and 8.2, none of the Directors, Proposed Directors, or Founders nor any person connected with them, within the meaning of sections 252 and 253 of the Act, is interested in the share capital of the Company, or in any related financial products referenced to the Ordinary Shares.

8.4. There are no outstanding loans or options granted by the Company to any Director or Proposed Director, nor has any guarantee been provided by the Company for their benefit.

8.5. The remuneration paid (including any contingent or deferred compensation) and benefits in kind generated to the Directors by the Company for services in all capacities to the Company between 1 May 2022 and 30 April 2023 are set out below:

Name	*Remuneration paid (£)*	*Pension contribution (£)*	*Benefits in kind (£)*	*Total (£)*
Mr Allan Rowley	12,000 per annum	Nil	Nil	12,000
Mr Aamir Quraishi	36,000 per annum	Nil	Nil	36,000

8.6. The aggregate remuneration (including pension contributions) paid and benefits in kind granted to the Directors for the period from 1 May 2023 to 31 October 2023, under the arrangements in force at the date of this Document, amount to £24,000.

8.7. None of the Directors or Proposed Directors has any commission or profit sharing arrangements with the Company.

8.8. Save as disclosed in paragraphs 7.2 to 7.3 above, the total emoluments of the Directors and the Proposed Directors will not be varied as a result of the Acquisition or the Admission.

8.9. Save as disclosed in paragraphs 7.2 to 7.3, there are no existing or proposed service contracts between the Company and any of the Directors or the Proposed Directors which are not terminable on less than 12 months' notice, nor have any of their letters of appointment or service contracts been amended in the six months prior to the date of this Document.

8.10. There are no amounts set aside or accrued by the Enlarged Group to provide for pension, retirement or similar benefits, nor are any such arrangements proposed.

8.11. In addition to their directorships of the Company, the Directors and the Proposed Directors are or have been members of the administrative, management or supervisory bodies or partners of the following companies or partnerships within the five years prior to the publication of this Document:

Director / Proposed Director	*Current appointments*	*Previous appointments*
Mr Allan Rowley	Nexgen Accountants Limited Ginger1 Limited	Ginger 10 LLP Sumner Group Leisure Limited Sumner Group Mining Plc
Mr Aamir Quraishi	Consiglio Partners Ltd Shineco, Inc Aliph Partners Ltd Aidos Tech Investments Plc	Sumner Group Mining Plc Sumner Group Holdings Ltd Isambard Group Developments Ltd Isambard Acquisitions Ltd
Mr Hoken Yanase	Minnadeooyasan-Hanbai Co., Ltd Kyosei ART Inc. Minnade LSE O Yokushi Honkide Nihon to Sekai O Kaeru Hitotachi Ga Atsumaru Co., Ltd Kyosei Travel Inc. Minnadeooyasan Inc. Miracle Legacy Inc. Narita Gateway Project No. 1 Inc. Narita Gateway Project No. 2 Inc. Narita Gateway Project No. 3 Inc. Narita Gateway Project No. 4 Inc. Narita Gateway Project No. 5 Inc. Narita Gateway Project No. 6 Inc. Soemoncho Town Development Contribution Project Inc. (Narita Gateway Project No. 7 Inc.) Tomoiki Farm Inc. Iseshima Tourism Development Inc. MEP Fukuoka Inc. Japan Heli-system, Inc. Tomoiki Medical Service LLC.	Epic Inc. AFJ Inc. Agre Green House Inc. Agrevo Health Foods Inc.
Mr Hiromitsu Sakai	Minnadeooyasan-Hanbai Co., Ltd	Toshi-Souken Invest Fund Inc.
Mr Frankie Leung	MMR Champion Limited Great Success Investment Holdings Ltd Eastern Glory (HK) Technology Investment Management Limited Agrevo Bio Company Limited Real Champ Biotech Limited	None
Mr Nigel Collins	Reynolds Porter Chamberlain LLP	None
Mr Kazuo Ichimura	None	None

8.12. Save as disclosed in paragraphs 8.13 and 8.14 below, no Director or Proposed Director has:

8.12.1. had any convictions in relation to fraudulent offences or unspent convictions in relation to indictable offences in the last five years;

8.12.2. had a bankruptcy order made against him or her or entered into an individual voluntary arrangement in the last five years;

8.12.3. been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of an issuer in the last five years which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, or company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he or she was acting in that capacity for that company or within the 12 months after he or she ceased to so act;

8.12.4. been a partner in any partnership in the last five years placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;

8.12.5. in the last five years been subject to receivership in respect of any asset of such Director or of a partnership of which the Director was a partner at the time of or within 12 months preceding such event; or

8.12.6. in the last five years been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) nor has such Director been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

8.13. Mr Aamir Quraishi and Mr Allan Rowley were both directors of Promovise Limited until their resignation on 30 September 2016 and 9 May 2019 respectively. A winding-up order was made against the company on 13 December 2023.

8.14. Additionally, Mr Allan Rowley was a director of Ginger 10 LLP which was dissolved via voluntary strike-off in 2019.

8.15. No Director or Proposed Director has been interested in any transaction with any member of the Group which was unusual in its nature or conditions or significant to the business of the Group during the current financial year which remains outstanding or unperformed.

8.16. In the case of those Directors or the Proposed Directors who have roles as directors of companies other than the Company or are otherwise interested in other companies or businesses, although there are no current conflicts of interest, it is possible that the general duties under chapter 2 of part 10 of the Act and fiduciary duties owed by those Directors to companies or other businesses of which they are directors or otherwise interested in from time to time may give rise to conflicts of interest with their duties owed to the Enlarged Group. Except as mentioned above and in paragraph 7 of Part IV of this Document, there are no potential conflicts of interest between the duties owed by the Directors or the Proposed Directors to the Enlarged Group and their private duties or duties to third-parties.

8.17. Except for the Directors and the Proposed Directors, the Board does not believe that there are any other senior managers who are relevant in establishing that the Enlarged Group has the appropriate expertise and experience for the management of the Enlarged Group's business.

9. Warrants and Deeds of Termination

9.1. ***Founder Warrants***

9.1.1. On 24 October 2022, the Company authorised the constitution of 3,200,000 Founder Warrants to Mr Huang on the terms of a warrant instrument. Pursuant to the terms of the warrant instrument, 1,600,000 Founder Warrants entitle the warrant holders to subscribe for new Ordinary Shares at an exercise price equal to 4 pence per Ordinary Share, being the

price at which the Ordinary Shares were issued on IPO, and a further 1,600,000 Founder Warrants entitle the warrant holders to subscribe for each new Ordinary Share at an exercise price of 8 pence per Ordinary Share. All of the Founder Warrants were originally to expire on 30 October 2025, being 3 years from the date of IPO. The terms of the Founder Warrant instrument are governed by the laws of England and Wales. These Founder Warrants are to be cancelled on Admission pursuant to the terms of the Huang Deed of Termination.

9.1.2. On 24 October 2022, the Company authorised the constitution of 3,200,000 Founder Warrants to Mr Pan on the terms of a warrant instrument. Pursuant to the terms of the warrant instrument, 1,600,000 Founder Warrants entitle the warrant holders to subscribe for new Ordinary Shares at an exercise price equal to 4 pence per Ordinary Share, being the price at which the Ordinary Shares were issued on IPO, and a further 1,600,000 Founder Warrants entitle the warrant holders to subscribe for each new Ordinary Share at an exercise price of 8 pence per Ordinary Share. All of the Founder Warrants were originally to expire on 30 October 2025, being 3 years from the date of IPO. The terms of the Founder Warrant instrument are governed by the laws of England and Wales. These Founder Warrants are to be cancelled on Admission pursuant to the terms of the Pan Deed of Termination.

9.1.3. On 24 October 2022, the Company authorised the constitution of 1,600,000 Founder Warrants to Mr Quraishi on the terms of a warrant instrument. Pursuant to the terms of the Founder Warrant instrument, 800,000 Warrants entitle the warrant holders to subscribe for each new Ordinary Share at an exercise price equal to 4 pence per Ordinary Share, being the price at which the Ordinary Shares were issued on IPO, and a further 800,000 Founder Warrants entitle the warrant holders to subscribe for each new Ordinary Share at an exercise price of 8 pence per Ordinary Share. All of the Founder Warrants expire on 30 October 2025, being 3 years from the date of IPO. The terms of the Founder Warrant instrument are governed by the laws of England and Wales. These Founder Warrants are to be cancelled on Admission pursuant to the terms of the Quraishi Deed of Termination.

9.2. ***Broker Performance Warrants and Broker Placing Warrants***

9.2.1 On 24 October 2022, the Company authorised the constitution of 500,000 Broker Performance Warrants to Optiva Securities Limited ("**Optiva**") on the terms of a warrant instrument. The Broker Performance Warrants are exercisable at 4 pence per Ordinary Share, being the price at which the Ordinary Shares were issued on IPO, 50 per cent. of these warrants vest if the 5-day VWAP of the Company exceeds a 150 per cent. premium to the exercise price, and the remaining 50 per cent. of these warrants vest if the 5-day VWAP of the Company exceeds a 250 per cent. premium to the exercise price. These warrants were originally to expire on 30 October 2025, being 3 years from the date of IPO, regardless of whether they have vested. Pursuant to the terms of the warrant instrument, Optiva has agreed that it will not sell any of its Ordinary Shares related to the Broker Performance Warrants until the Company has completed an acquisition. The terms of the Broker Performance Warrant instrument are governed by the laws of England and Wales. These Broker Placing Warrants are to be cancelled on the date of this Document pursuant to the terms of the Optiva Deed of Termination.

9.2.2 On 24 October 2022, the Company authorised the constitution of 75,000 Broker Placing Warrants to Optiva on the terms of a warrant instrument. The Broker Placing Warrants are exercisable at 4 pence per Ordinary Share, being the price at which the Ordinary Shares were issued on IPO, and expire on 30 October 2025, being 3 years from the date of IPO. The terms of the Broker Placing Warrant instrument are governed by the laws of England and Wales. These Broker Placing Warrants are to be cancelled on the date of this Document pursuant to the terms of the Optiva Deed of Termination.

9.2.3 On 30 July 2024, the Company and Mr Aamir Quraishi entered into a deed of termination pursuant to which Mr Quraishi agreed that the 1,600,000 warrants held by him are to be cancelled for nil consideration. The Quraishi Deed of Termination is conditional on Admission becoming effective. The terms of the Quraishi Deed of Termination are governed by the laws of England and Wales.

9.2.4 On 30 July 2024, the Company and Mr Pan entered into a deed of termination pursuant to which Mr Pan agreed that the 3,200,000 warrants held by him are to be cancelled for nil consideration. The Pan Deed of Termination is conditional on Admission becoming effective. The terms of the Pan Deed of Termination are governed by the laws of England and Wales.

9.2.5 On 30 July 2024, the Company and Optiva entered into the Optiva Deed of Termination pursuant to which Optiva agreed that the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants held by it are to be cancelled in consideration for an aggregate payment of £57,500 to be paid on the date of this Document. The Optiva Deed of Termination is conditional on the publication of this Document. The terms of the Optiva Deed of Termination are governed by the laws of England and Wales.

9.2.6 On 30 July 2024, the Company and Mr Huang entered into the Huang Deed of Termination pursuant to which Mr Huang agreed that the 3,200,000 warrants held by him are to be cancelled for nil consideration. The Huang Deed of Termination is conditional on Admission becoming effective. The terms of the Huang Deed of Termination are governed by the laws of England and Wales.

10. Material Contracts

10.1. The following are summaries of each material contract, other than contracts entered into in the ordinary course of business, to which the Company is a party, within the period from 30 July 2022 to (and including) 30 July 2024 (being the period of two years immediately preceding the Latest Practicable Date prior to the publication of this Document) and to which MOH is a party, within the period from 30 July 2022 to (and including) 30 July 2024 (being the period of two years immediately preceding the Latest Practicable Date prior to the publication of this Document); and any other contract (not being a contract entered into in the ordinary course of business) entered into by the Enlarged Group which contains any provision under which any member of the Enlarged Group has an obligation or entitlement which is material to the Enlarged Group as at the date of this Document. All fees stated being exclusive of VAT:

Company

10.2. ***Acquisition Agreement***

On 30 July 2024, the Company, MOH and KBC entered into the Acquisition Agreement, pursuant to which the Company has conditionally agreed to acquire 97.41 per cent. of the issued share capital of MOH from KBC for consideration of approximately £34.5 million to be satisfied by the issue of Consideration Shares to KBC on a fully paid basis at a deemed issue price of £0.15 per Ordinary Share.

Under the Acquisition Agreement, the Company has the benefit of customary warranties relating to (amongst other things) the business, assets and financial information of MOH and certain customary tax indemnities and covenants given by KBC.

The maximum liability of KBC under all claims under the Acquisition Agreement is limited to approximately 70 per cent. of the value of the Consideration Shares to be received by it. Claims under the Acquisition Agreement are subject to certain financial, time and other limitations. The threshold to be exceeded in respect of the amount of each claim is £50,000, in which case KBC shall be liable for the whole amount claimed and not only the excess. The limitation period in respect of warranty claims under the Acquisition Agreement is 24 months from the signing date of the Acquisition Agreement in the case of general warranties (other than the fundamental warranties) and 7 years from the date of Completion in respect of a claim under the tax warranties and/or tax covenant.

The Acquisition Agreement is conditional on, among other things:

(a) the approval of the Rule 9 Waiver by the Independent Shareholders taken on a poll;

(b) the approval of the other Resolutions at the General Meeting;

(c) the Consideration Shares having been issued and allotted unconditionally subject only to Admission;

(d) no material adverse change having occurred in the operations, assets, position, (financial, trading or otherwise), profits or prospects of MOH and/or its business;

(e) no material breach of any of the interim covenants given by KBC in the period between the signing date of the Acquisition Agreement and Completion; and

(f) Admission of the Enlarged Issued Share Capital becoming effective by no later than 8.00 a.m. on 19 August 2024 (or such later date as the parties to the Acquisition Agreement may agree).

The Acquisition Agreement may be terminated by the Company in certain customary limited circumstances, including where the Company becomes aware of a material breach of the Acquisition Agreement prior to Completion.

The Acquisition Agreement is governed by English law.

10.3. ***Relationship Agreement with KBC***

The Company, the Financial Adviser, KBC and Mr Kenichi Yanase (KBC and Mr Kenichi Yanase together the "**Covenantors**") have entered into the shareholder relationship agreement dated 30 July 2024 to regulate the ongoing relationship between the Company and the Covenantors and to ensure appropriate governance and independence of the management team of the Company. The Directors believe that the shareholder relationship agreement will enable the Company to carry on its business in a manner which is independent of the interests of the Covenantors and to ensure that all arrangements between the Company and the Covenantors are on normal commercial terms and on an arms' length basis.

The relationship agreement continues in force and effect for so long as the Ordinary Shares are admitted to trading on the London Stock Exchange's Main Market for listed securities (including any period of suspension of trading) or AIM (the market of the same name operated by the London Stock Exchange) or any other recognised investment exchange (as defined in section 285 of the FSMA) or overseas investment exchange (as defined in section 313 of the FSMA) or any regulated market (as defined in the Markets in Financial Instruments Directive (2014/65/EU)) within the European Economic Area, and if the Covenantors either individually or together are interested in the Ordinary Shares representing 20 per cent. or more of the rights to vote at a general meeting of the Company.

In particular, the Covenantors have agreed to exercise their voting rights to procure (to the extent that they are able by the exercise of such rights to procure) and shall abstain (where appropriate) from exercise of such powers in such a way to ensure that:

- the business carried on by the Company shall be managed for the benefit of the Shareholders as a whole and independently of the Covenantors; and
- all transactions, agreements and arrangements between the Company and any of the Covenantors shall be on an arm's length basis and on normal commercial terms and with the prior written approval of the independent Director(s);

The Covenantors also undertake to the Company and the Financial Adviser that they shall:

- comply with the UKLR in relation to the Company insofar as applicable to it;
- not take, or omit to take, any action which may render the Company unsuitable for listing on the London Stock Exchange's Main Market;
- comply with the Articles and applicable laws, including those relating to the disclosure of interests in shares;

- not acquire any interest in the shares or other securities of any member of the Group, other than the Company and procure that none of the Covenantors shall take any action which is intended to preclude or inhibit any member of the Group from operating independently of the Covenantors;
- not make any public announcement, communication, disclosure, filing or publicity to any person who is not a party relating to the subject matter or terms of, or information provided to the relevant Covenantor by the Company, pursuant to the relationship agreement nor release any such information into the public domain other than in accordance with a prior written Board decision;
- keep confidential and not disclose or publish any information in relation to the Group in its possession that is confidential save to the extent such information is required to be disclosed by applicable laws and not use any such information for its own benefit or the benefit of any other business;
- inform the Board as soon as it becomes aware that they or their Associate is, or is proposing to enter into any transaction or relationship with any member of the Group and as required pursuant to the terms of reference, seek approval from the Related Parties' Committee;
- the Board shall at all times be comprised of at least two independent Directors;
- if an independent Director ceases to be either an independent Director or a Director, one or more new independent Directors will be appointed to the Board;
- the remuneration committee, nomination committee (as and when constituted) and audit committee established by the Board from time to time and any other corporate governance Board committee shall be comprised of at least two independent Directors and chaired by an independent Director; and
- procure that the Related Parties Committee shall always be constituted by a majority of independent Directors.

The Covenantors further undertake to the Company and the Financial Adviser that they shall not, without the approval of an independent Director:

- take any action that would have the effect of preventing or might reasonably be expected to prevent the Group from complying with its obligations under applicable laws including the UKLR and the Act;
- propose, or exercise any voting rights on, any resolution at any general meeting of the Company to approve the cancellation of the Company's listing on the London Stock Exchange's Main Market for listed securities;
- exercise their voting rights in respect of any resolution relating to a transaction, agreement or arrangement with or relating to the Covenantors;
- exercise their voting rights to control the appointment of Directors who are able to exercise a majority of votes at Board meetings;
- exercise their voting rights in such a manner which would be to the detriment of Shareholders;
- offer employment to or enter into a contract for services of, or attempt to solicit or seek to entice away from the Group any individual who is at the time of the offer, contract or attempt a Director, officer or employee holding an executive or managerial position with the Group;
- solicit or entice away from the Group any supplier who has supplied within the previous 12 months goods and services to the Group if that solicitation or enticement would cause such supplier to cease supplying those goods and services to the Group; or
- propose or vote on any resolution to approve the cancellation of Admission.

The Relationship Agreement is governed by English law.

10.4. ***Cornerstone Shareholder Relationship Agreement***

The Company and Cornerstone Financial Holdings Ltd (the "**Covenantor**") entered into the shareholder relationship agreement dated 24 October 2022 to regulate the ongoing relationship

between the Company and the Covenantor and to ensure appropriate governance and independence of the management team of the Company. The Directors believe that the shareholder relationship agreement enables the Company to carry on its business in a manner which is independent of the interests of the Covenantor and to ensure that all arrangements between the Company and the Covenantor are on normal commercial terms and on an arms' length basis.

The relationship agreement, which is governed by English law, continues in force and effect for so long as the Ordinary Shares are admitted to trading on the London Stock Exchange's Main Market for listed securities (including any period of suspension of trading) and if the Covenantor has an interest in the Ordinary Shares representing 20 per cent. or more of the rights to vote at a general meeting of the Company. The relationship agreement will cease to have effect on Admission as the Covenantor's interest in the Ordinary Shares will fall below the 20 per cent. threshold on Admission.

10.5. ***Tong Shareholder Relationship Agreement***

The Company and Mr Tong (the "**Covenantor**") entered into the shareholder relationship agreement dated 24 October 2022 to regulate the ongoing relationship between the Company and the Covenantor and to ensure appropriate governance and independence of the management team of the Company. The Directors believe that the shareholder relationship agreement enables the Company to carry on its business in a manner which is independent of the interests of the Covenantor and to ensure that all arrangements between the Company and the Covenantor are on normal commercial terms and on an arms' length basis.

The relationship agreement, which is governed by English law, continues in force and effect for so long as the Ordinary Shares are admitted to trading on the London Stock Exchange's Main Market for listed securities (including any period of suspension of trading) and if the Covenantor has an interest in the Ordinary Shares representing 20 per cent. or more of the rights to vote at a general meeting of the Company. The relationship agreement will cease to have effect on Admission as the Covenantor's interest in the Ordinary Shares will fall below the 20 per cent. threshold on Admission.

10.6. ***Wu Shareholder Relationship Agreement***

The Company and Ms Wu (the "**Covenantor**") entered into a shareholder relationship agreement dated 24 October 2022 to regulate the ongoing relationship between the Company and the Covenantor and to ensure appropriate governance and independence of the management team of the Company. The Directors believe that the shareholder relationship agreement enables the Company to carry on its business in a manner which is independent of the interests of the Covenantor and to ensure that all arrangements between the Company and the Covenantor are on normal commercial terms and on an arms' length basis.

The relationship agreement, which is governed by English law, continues in force and effect for so long as the Ordinary Shares are admitted to trading on the London Stock Exchange's Main Market for listed securities (including any period of suspension of trading) and if the Covenantor has an interest in the Ordinary Shares representing 20 per cent. or more of the rights to vote at a general meeting of the Company. The relationship agreement will cease to have effect on Admission as the Covenantor's interest in the Ordinary Shares will fall below the 20 per cent. threshold on Admission.

10.7. ***Registrar Agreement***

The Company and the Registrar entered into an agreement dated 10 August 2021 (the "**Registrar Agreement**"), pursuant to which the Registrar has agreed to act as registrar to the Company and to provide transfer agency services and certain other administrative services to the Company in relation to its business and affairs. The Registrar Agreement is for an initial period of twelve months and will continue in force until terminated by either party on not less than six months' notice. The agreement is subject to immediate termination on the occurrence of certain events, including a material and continuing breach or insolvency. The agreement contains certain customary undertakings and indemnities by the Company in favour of the Registrar.

The Registrar is entitled to receive the annual fee for creation and maintenance of the share register of £1.60 per holder of Ordinary Shares appearing on the register during the fee year, with a minimum charge per quarter of £500. The Registrar will also be entitled to receive transfer activity fees, fees for

processing a proxy for any AGM or general meeting and fees for dealing with any dividend payments. In addition to the annual fee, the Registrar is entitled to reimbursement for all out-of-pocket expenses incurred by it in the performance of its services. The Registrar Agreement is governed by English law.

10.8. ***Introduction Agreement***

On 30 July 2024: (1) the Financial Adviser; (2) the Company; (3) the Proposed Directors and (4) the Directors entered into the introduction agreement ("**Introduction Agreement**").

The Introduction Agreement is conditional upon Admission taking place on or before 8.00 a.m. on 19 August 2024 or such later date as the Financial Adviser and the Company may agree, but in any event not later than 5.00 p.m. on 30 September 2024.

Under the terms of the Introduction Agreement, the Financial Adviser has agreed to act as financial adviser, and Rule 3 adviser to the Company. In consideration for the services provided by the Financial Adviser, the Company has agreed to pay the Financial Adviser a corporate finance fee.

The Company and the Directors have given certain warranties as to the accuracy of the information contained in this Document and other matters in relation to the Company and the business of the Enlarged Group. The Company has also given the customary corporate finance indemnities to the Financial Adviser and to some of its employees and partners. The Financial Adviser may terminate the Introduction Agreement in certain specified circumstances prior to Admission, principally in the event of a material breach of the Introduction Agreement or any of the warranties contained in it or any failure by the Directors, Proposed Directors or the Company to comply with their obligations which is or will be in the opinion of the Financial Adviser, materially prejudicial in the context of the Acquisition or the Admission. The Introduction Agreement is governed by the laws of England and Wales.

10.9. ***Financial Adviser Agreements***

10.9.1 *Financial Adviser Engagement Letter*

On 5 December 2023, the Financial Adviser, the Company and MOH entered into an engagement letter pursuant to which the Financial Adviser would provide services for assisting with Admission including the preparation of a prospectus, liaising with the FCA and the Company's and MOH's professional advisers. Pursuant to the engagement letter, the Financial Adviser will be paid a fee payable in tranches upon the achievement of various milestones. The engagement letter is governed by the laws of England and Wales.

10.9.2 *Financial Adviser Agreement*

On 30 July 2024 the Financial Adviser and the Company entered into a financial adviser agreement pursuant to which the Company appointed the Financial Adviser as the Company's financial adviser with effect from Admission and for an initial period of 12 months and continuing thereafter until terminated by either party giving the other 3 months' notice. Pursuant to the financial adviser agreement, the Company has agreed to pay to the Financial Adviser an annual retainer fee payable quarterly in advance, the first payment being due on the day of Admission. The financial adviser agreement is governed by the laws of England and Wales.

10.10. ***Lock-in and Orderly Market Agreement***

Pursuant to the lock-in agreement dated 30 July 2024 between: (1) the Company; (2) the Financial Adviser; and (3) KBC, representing 229,779,093 Ordinary Shares and 80.69 per cent. of the Enlarged Issued Share Capital, KBC has agreed that (except in acceptance of any offer made in accordance with the Takeover Code extended to all Shareholders of the Company; in the case of certain intra-group transfers; or in the event of an intervening court order) KBC will not during the period of 6 months from Admission ("**Locked-in Period**") dispose of, or agree to dispose of, any interest in Ordinary Shares held by KBC without the consent of the Financial Adviser.

Further, KBC has undertaken that in the 6 month period following the Locked-in Period it will not dispose of any interest in Ordinary Shares except, subject to the transfer being effected in accordance with Rules 11.2.1 and 11.2.9 of the FCA Handbook Conduct of Business, through a broker nominated

by the Company and that such disposal shall be in accordance with the reasonable requirements of the Financial Adviser (or, if applicable, any new broker/corporate adviser or financial adviser appointed by the Company), to maintain an orderly market in the Ordinary Shares which the parties agree shall be treated as the dominant execution factor when executing the trade for the purposes of the relevant broker/corporate adviser's best execution responsibilities.

MOH

10.11. ***Joint Business Agreement and Addendum to the Joint Business Agreement***

On 1 January 2024 MOH, TSIF and TSIB entered into the Joint Business Agreement which sets out the terms and conditions pursuant to which MOH and TSIB may purchase and develop real estate to be purchased by TSIF ("**Subject Property**") as well as the right to provide other services to TSIF including crowdfunding services and other TSIF Assistance Work in connection with FTKs to raise funds from investors for TSIF for the Subject Property. This agreement sets out the responsibilities of each of MOH and TSIB in connection with such services.

The Joint Business Agreement requires that TSIB either solely or jointly with MOH purchase real estate and carry out Commercialisation Work to prepare the real estate for sale to TSIF for it to become Subject Property. If either MOH or TSIB carry out the Commercialisation Work solely then that party alone effects the sale of the Subject Property to TSIF.

In addition, the Joint Business Agreement authorises MOH to carry out TSIF Assistance Work for and on behalf of TSIF. TSIF is then entitled to enter into FTK Contracts to raise funds for the purchase of real estate. TSIF is required to then own, manage and operate such real estate. The purchase price paid for the real estate is to be agreed by the parties on a case by case basis.

The Joint Business Agreement ratifies and confirms the exclusive right granted to TSIB for TSIB and/or MOH to sell real estate to TSIF (**Exclusive Sales Rights**). In terms of profit distribution the Joint Business Agreement provides that if TSIB and MOH jointly provide Commercialisation Work, TSIB and MOH shall jointly sell such Subject Property to TSIF with the profit (being the sum of the sale price of the real estate less the purchase cost of such real estate) being allocated 90 per cent. to TSIB and 10 per cent. to MOH. For sales effected between 1 April 2023 to 31 March 2024 the profit allocation was 95 per cent. to TSIB and 5 per cent. to MOH. The payment of such profit shall be made on the same date that TSIF is required to pay the purchase price for the real estate as set out in the relevant sale agreement.

MOH shall also be entitled to be paid for TSIF Assistance Work which is contracted to MOH by TSIF. TSIB shall pay (on behalf of TSIF) MOH an amount equivalent to 10 per cent. of the sale price of the real estate paid by TSIF. This fee is due and payable at the end of the month falling 3 months after the conclusion of the sale contract of the relevant real estate.

In addition, the agreement provides that MOH is entitled to exclusively develop cold-chain facilities (including food processing facilities and frozen/refrigerated warehouses utilising the HybridICE technology owned by FrostiX). In such case, MOH is not required to share any of the profits or commissions paid to it by TSIF with TSIB or any other party.

Pursuant to an addendum to the Joint Business Agreement dated 11 June 2024 made between the MOH, TSIF and TSIB, the parties have agreed that in the event TSIF receives any funding directly from investors through the application known as "Minnadeooyasan Mini" or 'MINI": (i) any capital raised by TSIF will be used to acquire real estate from only MOH and/or TSIB; and (ii) MOH will continue to receive Commercialisation Fees and fees in relation to TSIF Assistance Work. MOH has also been granted an option to acquire the application from TSIF at any time during the duration of the JBA at a price equal to the development costs, application fees and any maintenance fees paid by TSIF in respect of MINI.

The Joint Business Agreement cannot be assigned by any party without the prior consent of the other parties. The term of the Joint Business Agreement is 30 years from the date of the agreement which cannot be terminated by any party save in the event that a party has breached the provision relating to anti-social forces. The Tokyo District Court shall have exclusive jurisdiction for any disputes in relation to this agreement.

10.12. ***The Supplemental Agreement to the Joint Business Agreement***

On 5 March 2024 MOH, TSIF and TSIB entered into the Supplemental Agreement which provided that if; (i) TSIB ceases to exist as a legal entity by reason of insolvency, dissolution or liquidation or otherwise ceases to trade; (ii) TSIB loses its status as a party to the Joint Business Agreement; or (iii) any other circumstances occur that extinguish or restrict TSIB's Exclusive Sales Rights to TSIF and/or restricts MOH's ability to participate under the terms of the Joint Business Agreement, TSIF shall automatically following written notice from MOH to TSIF, directly and irrevocably and fully grant to MOH the Exclusive Sales Rights (on the same terms as granted to TSIB) to sell real estate to TSIF. The Joint Business Agreement as amended and supplemented by the Supplemental Agreement is governed by the laws of Japan and the Tokyo District Court shall have exclusive jurisdiction for any disputes in relation to this agreement.

10.13. ***The Shared Services Agreements***

(a) *TSIB Shared Services Agreement*

MOH and TSIB entered into the TSIB Shared Services Agreement dated 29 May 2024, pursuant to which TSIB has agreed to provide certain services to MOH in return for payment by MOH of certain monthly charges which amount to JPY 38.4 million per annum. The services to be provided by TSIB to MOH include the use of office space. There are certain customary responsibilities on TSIB as a supplier and certain customary obligations on MOH as the recipient of services under the agreement. The TSIB Shared Services Agreement will (unless terminated earlier in accordance with its terms) terminate on 31 October 2026 and is governed by Japanese law.

(b) *TSIF Shared Services Agreement*

MOH and TSIF entered into the TSIF Shared Services Agreement dated 29 may 2024, pursuant to which TSIF has agreed to provide certain insurance cover in respect of the offices which MOH currently operates from and temporary disability compensation insurance, in return for payment by MOH of certain monthly charges which amount to JPY 2,395,158 per annum. There are certain customary responsibilities on TSIF as a supplier and certain customary obligations on MOH as the recipient of services under the agreement. The TSIF Shared Services Agreement will (unless terminated earlier in accordance with its terms) terminates on 31 October 2026 and is governed by Japanese law.

10.14. ***Contract with Consiglio Partners Ltd***

On 6 June 2023, MOH entered into an agreement with Consiglio Partners Ltd ("**Consiglio Partners**") whereby Consiglio Partners would provide general consultancy and preparatory support to MOH in its quest to explore a listing on the London Stock Exchange. Under the agreement, the total consideration payable to Consiglio Partners is £50,000, of which £35,000 is payable subject to Admission. Mr Quraishi is the sole owner of and is a director of Consiglio Partners. On Admission the contract will terminate.

KBC

10.15. Save for the Acquisition Agreement, the Relationship Agreement, and the Lock-In Agreement, as disclosed in paragraphs 10.2, 10.3 and 10.10 respectively, and the material contracts entered into by MOH, as disclosed in paragraphs 10.11-10.14 in this Part X of this Document, no material contracts (other than contracts entered into in the ordinary course of business) have been entered into by KBC or any of its subsidiaries within the period from 30 July 2022 to (and including) 30 July 2024 (being the period of two years immediately preceding the Latest Practicable Date prior to the publication of this Document).

Facility Agreement

10.16. On 23 July 2024, MOH and TSIB entered into a facility agreement for a period of 30 years, expiring on 31 March 2053, in connection with their commercial arrangements under with the Joint Business Agreement (the "**Facility Agreement**"). The Facility Agreement provides that where TSIB and MOH

jointly sell real estate to TSIF, TSIB shall initially fund the purchase price of any such real estate. Any amounts that TSIB pays on behalf of MOH shall be deemed a non-interest bearing loan from TSIB to MOH. On sale of any real estate, TSIB shall pay to MOH the proportion of the sale proceeds that MOH is entitled to receive less the initial purchase price that was due to be funded by MOH. As of 1 April 2024, MOH is required to fund 10 per cent. ("**Applicable Percentage**") of the purchase price of any real estate. Where the amount of the proceeds from the sale of the real estate to TSIF does not exceed the amount of the original purchase price of such real estate, then MOH shall repay the loan to TSIB within three months of the date of sale of the real estate. The amount repayable to TSIB shall be calculated by subtracting the amount of the sales proceeds from the amount of the original purchase price of such real estate, multiplied by the Applicable Percentage. TSIB may demand that MOH repay any loans on demand in certain circumstances including if MOH fails to pay any amounts when due or if MOH enters into any insolvency arrangements or proceedings. The Facility Agreement is governed by the laws of Japan.

Outsourced Compliance Agreement

10.17 On 1 August 2023, MOH entered into a legal consulting agreement with Tadahiko Yasukuni (for and on behalf of his law firm, Nagashima Hashimoto & Yasukuni, a law firm based in Tokyo, Japan) to provide general legal advice in connection with MOH's business affairs ("**Legal Consulting Agreement**"). On 17 June 2024, the Legal Consulting Agreement was amended to include advisory and consulting advice in connection with ongoing compliance matters relating to the FTK Act as it applies to MOH, amongst other matters. The contract renews each year for a period of 12 months, unless terminated by either party on giving one month's prior written notice. The Legal Consulting Agreement is governed by the laws of Japan.

11. Working capital

The Company is of the opinion that the working capital available to the Group and the Enlarged Group, is sufficient for the Group's and, following completion of the Acquisition, the Enlarged Group's present requirements, that is, for at least the next 12 months from the date of this Document.

12. Litigation

12.1. There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months prior to the date of this Document which may have, or have had in the recent past, significant effects on the Company's financial position or profitability.

12.2. There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Enlarged Group is aware) during the 12 months prior to the date of this Document which may have, or have had in the recent past, significant effects on MOH's financial position or profitability.

13. Premises

The Company does not own any premises or property. MOH leases office premises located at 3F, Grace Kojimachi, Niban-cho 12-3, Chiyoda-ku, Tokyo. Tokyo, Japan.

14. Intellectual property

The Enlarged Group is not dependent on any patents or licences, industrial, commercial or financial contracts, or new manufacturing processes, where such are of fundamental importance to the Enlarged Group's business or profitability.

15. Related party transactions

Save as disclosed below, in Note 28 of the Audited Historical Financial Information of MOH set out in Section B of Part VII of this Document and Note 17 of the Unaudited Historical Interim Financial Information of MOH in Section C of Part VII of this Document and in Notes 12, 17 and 8 of the notes to the accounts

of the Company for the periods ended 30 April 2022, 30 April 2023 and 31 October 2023 respectively which are incorporated by reference into Sections A and B of Part VI of this Document, the Enlarged Group was not a party to any transactions with related parties for the period covered by the historical financial information up to the date of this Document:

15.1. The non-executive letters of appointment and service agreements as set out in paragraphs 7.2 and 7.3 of this Part X of this Document;

15.2. The Founder Warrants, details of which are set out in paragraph 9.1 of this Part X of this Document;

15.3. The Joint Business Agreement (including the Addendum thereto), details of which are set out in paragraph 10.11 of Part X of this Document;

15.4. The Supplemental Agreement, details of which are set out in paragraph 10.12 of Part X of this Document;

15.5. The Shared Services Agreements, details of which are set out in paragraph 10.13 of Part X of this Document;

15.6. The Deeds of Termination, details of which are set out in paragraphs 9.2.3, 9.2.4 and 9.2.6 of Part X of this Document;

15.7. The contract with Consiglio Partners Ltd, details of which are set out in paragraph 10.14 of Part X of this Document; and

15.8. The Facility Agreement, details of which are set out in paragraph 10.16 of Part X of this Document.

16. Significant change

16.1. The Company entered into the Acquisition Agreement on 30 July 2024 with MOH and KBC in connection with the Acquisition pursuant to which the Company will acquire 97.41 per cent. of the issued share capital of MOH for a total consideration of £34.5 million to be satisfied by the issue and allotment of the Consideration Shares.

16.2. Save as disclosed above, there has been no significant change in the financial position or performance of the Company since 31 October 2023, being the date of the end of the last financial period for which unaudited financial information has been published.

16.3 Further, there has been no significant change in the financial position or performance of MOH since 30 September 2023, being the date of the end of the last financial period for which unaudited financial information has been published.

17. Mandatory bids and compulsory acquisition rules relating to the Ordinary Shares

17.1. The Takeover Code applies to the Company and the Shareholders will be entitled to the protections afforded by the Takeover Code. The Takeover Code operates principally to ensure that the Shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The Takeover Code also provides an orderly framework within which takeovers are conducted.

17.2. Other than as provided by the Takeover Code and Chapter 28 of the Act, there are no rules or provisions relating to mandatory bids and/or squeeze-out and sell-out rules that apply to the Ordinary Shares.

17.3. The Takeover Code is issued and administered by the Takeover Panel.

17.4. There have been no public takeover bids for the Ordinary Shares since the Company was incorporated.

17.5. ***Mandatory bid provisions***

Rule 9 of the Takeover Code is designed to prevent the acquisition or consolidation of control of a company subject to the Takeover Code without a general offer being made to all shareholders. Under Rule 9 of the Takeover Code, when: (i) any person acquires, whether by a series of transactions over

a period of time or not, an interest in shares which (taken together with shares in which he is already interested and in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company subject to the Takeover Code; or (ii) any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold more than 50 per cent. of the voting rights of such a company, and such person or any person acting in concert with him acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Takeover Panel, that person, and any person acting in concert with him, must make a general offer in cash to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class of transferable securities carrying voting rights to acquire the balance of the shares not held by him and his concert party.

An offer under Rule 9 of the Takeover Code must be in cash (or accompanied by a cash alternative) and at the highest price paid within the 12 months prior to the announcement of the offer for any shares in the company by the person required to make the offer or any person acting in concert with him.

Offers for different classes of equity share capital must be comparable; the Takeover Panel should be consulted in advance in such cases.

17.6. ***Squeeze-out***

Under the Act, if a "takeover offer" (as defined in section 974 of the Act) is made for the Ordinary Shares and the offeror were to acquire, or unconditionally contract to acquire, not less than 90 per cent. in value of the Ordinary Shares to which the offer relates and not less than 90 per cent. of the voting rights carried by the Ordinary Shares to which the offer relates, it could, within three months of the last day on which its takeover offer can be accepted, compulsorily acquire the remaining 10 per cent. The offeror would do so by sending a notice to outstanding members telling them that it will compulsorily acquire their Ordinary Shares and then, six weeks later, it would execute a transfer of the outstanding Ordinary Shares in its favour and pay the consideration for the outstanding Ordinary Shares to the Company, which would hold the consideration on trust for outstanding members. The consideration offered to the minority Shareholders whose Ordinary Shares are compulsorily acquired must, in general, be the same as the consideration that was available under the original offer unless a member can show that the offer value is unfair.

17.7. ***Sell-out***

The Act also gives minority members a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all the Ordinary Shares and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90 per cent. in value of the Ordinary Shares and not less than 90 per cent. of the voting rights carried by the Ordinary Shares, any holder of Ordinary Shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those Ordinary Shares. The offeror is required to give any member notice of its right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority members to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three months from the date on which notice is served on members notifying them of their sell-out rights. If a member exercises its rights, the offeror is entitled and bound to acquire those Ordinary Shares on the terms of the offer or on such other terms as may be agreed.

17.8. ***Concert parties***

The Company's Financial Adviser has liaised with the Takeover Panel and based upon the information available, the Takeover Panel has confirmed that, on Admission, there will be one concert party the details of which are set out in Part V of this Document.

It should be noted that following completion of the Acquisition, the Concert Party will hold more than 50 per cent. of the Company's voting share capital and will then be able to increase its aggregate shareholding in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other Shareholders. However, individual members of the Concert Party will not be able to increase their percentage shareholding through or between a Rule 9 threshold, without the consent of the Panel. On Admission, KBC's interest

in the Enlarged Issued Share Capital will be 229,779,093 Ordinary Shares representing 80.69 per cent. of the Enlarged Issued Share Capital. As KBC will hold more than 50 per cent. of the Company's voting share capital it will be able to acquire further interests in shares without incurring any obligation under Rule 9 to make a general offer to the Company's other Shareholders. Furthermore, in the event that the Waiver Resolution is approved at the General Meeting, the Concert Party will not be restricted from making an offer for the Company.

18. Accounts

The Company's annual report and accounts will be made up to 30 April in each year, with the next annual report and accounts covering the period from 1 May 2023 to 30 April 2024. It is expected that the Company will make public its annual report and accounts within four months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible). The Company will also prepare unaudited interim reports for each six-month period ending 31 October. It is expected that the Company will make public its unaudited interim reports within three months of the end of the interim period.

19. General

19.1. (a) Crowe UK LLP was appointed as the auditor of the Company on 11 August 2021. Crowe UK LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales at the address of 55 Ludgate Hill, London EC4M 7JW, United Kingdom.

. (b) Crowe UK LLP, which has no material interest in the Enlarged Group, has given and has not withdrawn its written consent to the issue of this Document with the inclusion of the references to its name in the form and context in which it appears.

19.2. (a) RPG Crouch Chapman LLP was appointed as the auditor of the Company on 20 June 2024. RPG Crouch Chapman LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales at the address 40 Gracechurch Street, London EC3V 0BT.

(b) RPG Crouch Chapman LLP, which has no material interests in the Enlarged Group, has given and has not withdrawn its written consent to the issue of this Document with the inclusion of the references to its name in the form and context in which it appears.

19.3. MacIntyre Hudson LLP (of which MHA is a trading name) of Moorgate House, 201 Silbury Boulevard, Milton Keynes, MK9 1LZ was appointed as the reporting accountants of the Company on 14 February 2024. MacIntyre Hudson LLP is registered to carry out reporting accounting work by the Institute of Chartered Accountants in England and Wales.

19.4. MacIntyre Hudson LLP, which has no material interest in the Enlarged Group, has given and has not withdrawn its written consent to: (1) the issue of this Document with the inclusion of the references to its name in the form and context in which it appears; and (2) the inclusion of the following reports in Parts VII and Part VIII of this Document:

19.4.1. Reporting accountants' report on the historical financial information of MOH;

19.4.2. Historical financial information of MOH;

19.4.3. Report on the unaudited pro forma aggregated statement of net assets and the unaudited pro forma aggregated statement of comprehensive income;

19.4.4. Unaudited pro forma aggregated statement of net assets; and

19.4.5. Unaudited pro forma aggregated statement of comprehensive income.

and has authorised the contents of those reports for the purposes of this Document.

19.5. To the best of the knowledge of the Company, having taken into account the following circumstances, neither RPG Crouch Chapman LLP, MacIntyre Hudson LLP, nor Crowe UK LLP have a material interest in the Enlarged Group, as none of the following apply to it:

19.5.1. ownership of securities issued by any member of the Enlarged Group or options to acquire or subscribe for securities of the Company;

19.5.2. former employment by the Company or any form of compensation provided to either RPG Crouch Chapman LLP or MacIntyre Hudson LLP or Crowe UK LLP; or

19.5.3. any connections to the financial intermediaries involved in the Acquisition or Admission.

19.6. The Financial Adviser has given and not withdrawn its written consent to the issue of this Document with the inclusion of its name and references to it in the form and context in which it appears.

19.7. There are no provisions of the Company's Articles, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the Company.

19.8. Save as disclosed, the Company does not have any pre-emption rights which are different from those contained in the Act.

19.9. Save as disclosed, the Company does not have any conversion or redemption provisions in relation to its Ordinary Shares.

19.10. Save as disclosed in paragraph 6 of Part lll of this Document, there are no governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Enlarged Group's operations.

19.11. The costs of or incidental to the Acquisition and Admission paid or payable by the Enlarged Group are expected to be approximately £0.9 million (exclusive of VAT) of which approximately £0.25 million (exclusive of applicable VAT) is paid or payable by the Company.

19.12. Neither the Directors nor the Proposed Directors are aware of any environmental issues which may affect the Enlarged Group's utilisation of its tangible fixed assets (if any).

19.13. Save as disclosed in paragraph 10 of Part III of this Document, neither the Directors nor the Proposed Directors are aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Enlarged Group's prospects for at least the current financial year.

19.14. The Company's accounting reference date is 30 April and the current accounting period ended on 30 April 2024.

19.15. The financial information relating to the Company incorporated by reference into Sections A and B of Part VI of this Document does not constitute statutory accounts for the purposes of section 434 of the Act.

19.16. The financial information relating to MOH contained in Sections B and C of Part VII of this Document does not constitute statutory accounts for the purposes of section 434 of the Act.

19.17. The issue of the Consideration Shares will result in the Existing Ordinary Shares held immediately prior to Admission being diluted so as to constitute approximately 19.31 per cent. of the Enlarged Issued Share Capital.

19.18. The Company, the Directors and the Proposed Directors confirm that information sourced from third-parties has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by those third-parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third-party information has been used, the source of such information has been identified in this Document.

20. Documents for inspection

Copies of the following documents may be inspected, free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays), at the registered office of the Company for a period of 12 months from the date of this Document:

1. the Articles;
2. the material contracts of the Enlarged Group, including those entered into with KBC, referred to in paragraph 10 of this Part X of this Document;
3. the accountants' reports by MacIntyre Hudson LLP set out in Section A of Part VII and in Section A of Part VIII of this Document;
4. the audited accounts of the Company for the period from incorporation to 30 April 2023 incorporated by reference into Section A of Part VII of this Document;
5. the audited accounts of MOH for each of the three years ended 31 March 2023;
6. the unaudited interim financial information of MOH for the six month period to 30 September 2023;
7. the unaudited pro forma aggregated statement of net assets of the Company referred to in Section B of Part VIII of this Document;
8. the unaudited pro forma aggregated statement of comprehensive income of the Company referred to in Section C of Part VIII of this Document;
9. the unaudited interim financial information of the Company for the six month period to 31 October 2023 incorporated by reference into Section B of Part VII of this Document;
10. the letters of appointment and service agreements of the Directors and Proposed Directors referred to in paragraphs 7.2 and 7.3 of this of Part X of this Document;
11. the consent letter from Crowe UK LLP;
12. the consent letter from MacIntyre Hudson LLP;
13. the consent letter from the Financial Adviser;
14. the consent letter from RPG Crouch Chapman LLP;
15. the Acquisition Agreement; and
16. this Document.

In addition, this Document will be published in electronic form and be available on the Company's website at www.mohnippon.com.

Dated: 31 July 2024

PART XI

DEFINITIONS

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

£ or Pound(s) Sterling	UK pound sterling
Acquisition	the acquisition of 97.41 per cent. of the issued share capital of MOH by the Company in accordance with the terms of the Acquisition Agreement further details of which are set out in paragraph 10.2 of Part X of this Document
Acquisition Agreement	the conditional agreement dated 30 July 2024 between: (1) the Company and (2) KBC and (3) MOH in relation to the Acquisition, further details of which are set out in paragraph 10.2 of Part X of this Document
Act	the Companies Act 2006, as amended from time to time
Addendum	the addendum to the Joint Business Agreement, further details of which are set out in paragraph 10.11 of Part X of this Document
Additional Shares	the £142,500 in nominal value of new ordinary shares subject to the passing of the Resolutions at the General Meeting
Admission	the proposed readmission of the Existing Ordinary Shares and the admission of the Consideration Shares to the Equity Shares (transition) category of the Official List and to trading on the Main Market
Affiliate or **Affiliates**	an affiliate of, or person affiliated with, a person; a person that, directly or indirectly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified
AGM	an Annual General Meeting of the Company
AI	artificial intelligence
Articles or **Articles of Association**	the articles of association of the Company in force from time to time
ASEAN	Association of South East Asian Nations
Audit Committee	the audit committee of the Board
Board	the board of directors of the Company as it will be on Admission
Broker Performance Warrants	the 500,000 warrants granted to Optiva Securities Ltd to subscribe for Ordinary Shares at 4 pence per Ordinary Share as further described in paragraph 9.2 of Part X of this Document
Broker Placing Warrants	the 75,000 Warrants granted to Optiva Securities Ltd to subscribe for Ordinary Shares at 4 pence per Ordinary Share as further described in paragraph 9.2 of Part X of this Document
Business day	a day (other than a Saturday or a Sunday) on which banks are open for business in London
Cancellation	the proposed cancellation from the Official List and to trading on the Main Market of the Existing Ordinary Shares immediately prior to Admission

certificated or **in certificated form**	an Ordinary Share which is not in uncertificated form
change of control	the acquisition of control of the Company by any person or party (or by any group of persons or parties who are acting in concert)
Commercialisation Work	the commercialisation of real estate property through development and other services so that the real estate property can be used for the Subject FTKs
Company	Bowen Fintech Plc, a company incorporated in England and Wales with registered number 13349097
Completion	completion of the Acquisition, which is due to occur on the date of Admission
Concert Party	the members of the Concert Party being KBC (including any director of KBC (together with close relatives and related trusts of any of them), or any subsidiary or portfolio company owned by KBC), Mr Kenichi Yanase and Mr Hoken Yanase, further details of which are set out in Part V of this Document
connected person	as defined in section 252 of the Act
Consideration Shares	the 229,779,093 new Ordinary Shares to be issued to KBC in connection with the Acquisition as set out in the Acquisition Agreement
control	(i) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to: (a) cast, or control the casting of, more than 50 per cent. of the maximum number of votes that might be cast at a general meeting of the Company; or (b) appoint or remove all, or the majority, of the Directors or other equivalent officers of the Company; or (c) give directions with respect to the operating and financial policies of the Company with which the Directors or other equivalent officers of the Company are obliged to comply; and/or (ii) the holding beneficially of more than 50 per cent. of the issued shares of the Company (excluding any issued shares that carry no right to participate beyond a distribution of either profits or capital), but excluding in the case of each of (i) and (ii) above any such power or holding that arises as a result of the issue of Ordinary Shares by the Company in connection with an acquisition;
CREST or **CREST System**	the paperless share settlement system and system for the holding and transfer of shares in uncertified form in respect of which Euroclear UK and International Limited is the Operator (as defined in the CREST Regulations)
CREST Regulations or **Regulations**	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
Daily Official List	the daily official list of the London Stock Exchange
Deeds of Termination	each of the Huang Deed of Termination, the Quraishi Deed of Termination, the Pan Deed of Termination and the Optiva Deed of Termination
Directors	the directors of the Company as at the date of this Document, being Mr Allan Rowley and Mr Aamir Quraishi or following Admission the directors of the Company from time to time

Disclosure and Transparency Rules or **DTRs**	the Disclosure Guidance and Transparency Rules of the FCA made in accordance with section 73A of FSMA (as amended by the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 (SI 2019/707)) and such other statutory instruments that may be in force from time to time
Document	this document, which comprises a prospectus prepared in accordance with the Prospectus Regulation Rules
EBITDA	earnings before interest, tax, depreciation and amortisation
EEA Member States	the member states of the EEA
Enlarged Group	together the Company and its subsidiaries, including MOH, from time to time following Completion
Enlarged Issued Share Capital	284,779,093 Ordinary Shares, being the Existing Ordinary Shares and the Consideration Shares
EU	the European Union
Euroclear	Euroclear UK and International Limited
European Economic Area or **EEA**	territories comprising the European Union together with Norway, Iceland and Liechtenstein
Exclusive Sales Rights	the rights granted to TSIB by TSIF pursuant to the terms of the Joint Business Agreement for TSIB and/or MOH to sell real estate to TSIF and for TSIF to only purchase such real estate from TSIB and/or MOH
Existing Ordinary Shares	the 55,000,000 Ordinary Shares in issue as at the date of this Document
Existing Shareholders	the shareholders of the Company as at the date of this Document
FCA or **Financial Conduct Authority**	the Financial Conduct Authority of the United Kingdom
Facility Agreement	the loan agreement made between TSIB and MOH dated 23 July 2024 relating to their commercial arrangements under the Joint Business Agreement in connection with the purchase of real estate to be sold to TSIF, further details of which are set out in paragraph 10.16 of Part X of this Document
Financial Adviser	Cairn Financial Advisers LLP
Financial Adviser Agreement	the financial adviser agreement dated 30 July 2024 entered into between the Company and the Financial Adviser, pursuant to which the Financial Adviser has agreed to provide corporate finance services to the Company following Admission, further details of which are set out in paragraph 10.9.2 of Part X of this Document
Financial Adviser Engagement Letter	the financial adviser engagement letter dated 5 December 2023, pursuant to which the Financial Adviser has agreed to provide corporate finance services in connection with Admission, further details of which are further described in paragraph 10.9.1 of Part X of this Document
Form of Proxy	the form of proxy which is enclosed with this Document for use by Existing Shareholders in connection with the General Meeting
Founder Warrants	means the 8,000,000 Warrants in aggregate granted to Mr Huang, Mr Quraishi and Mr Pan, further details of which are set out in paragraph 9.1 of Part X of this Document

FrostiX	FrostiX Co., Ltd
FSMA	the Financial Services and Markets Act 2000
FTK	specified joint real estate ventures governed by the FTK Act
FTK Act	Act on Specified Joint Real Estate Ventures (1994) (Japan)
FTK Contracts	a contract stipulating that one party contributes to the real estate property transactions performed by the other party, that the other party performs real estate property transactions involving the contributed assets, and that the profits generated from said real estate property transactions will be distributed (Article 2, Paragraph 3, Item 2 of the FTK Act (silent partnership form)
GDPR	the General Data Protection Regulation (EU) 2016/679 as it forms part of retained direct EU legislation as defined in the European Union (Withdrawal) Act 2018, as amended
General Meeting	the general meeting of the Company proposed to be held at the offices of Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA at 11.00 a.m. on 16 August 2024, the notice of which is set out in this Document
Group	the Company and its subsidiaries from time to time
Huang Deed of Termination	the deed of termination cancelling the 3,200,000 Founder Warrants granted to Mr Huang with effect from Admission, further details of which are set out in paragraph 9.2.6 of Part X
HMRC	His Majesty's Revenue & Customs
IFRS	International Financial Reporting Standards as adopted by the European Union
Implementation Date	the date upon which the UKLR come into force, being 29 July 2024
Independent Shareholders	those shareholders independent of the Acquisition who are capable of voting on the Waiver Resolution pursuant to the Takeover Code, being all of the Existing Shareholders of the Company
Introduction Agreement	the conditional agreement dated 30 July 2024 between: (i) the Company; (ii) the Directors; (iii) the Proposed Directors and (iii) the Financial Adviser as further described in paragraph 10.8 of Part X of this Document
IPO	the admission of the Company to the Standard Segment of the Official List and to trading on the Main Market on 31 October 2022
IPO Prospectus	the prospectus published by the Company dated 25 October 2022 in connection with its IPO
ISIN	International Securities Identification Number
Issued Share Capital	the total number of Ordinary Shares in issue from time to time
Item 2 Work	the business that falls under Article 2, Paragraph 4, Item 2 of the FTK Act, in respect of the Subject FTKs, namely, the business of acting as an agent or broker for the entering into of FTK Contracts for the Subject FTKs

JCB	JCB Co., Ltd
Joint Business Agreement	the joint business agreement dated 1 January 2024 entered into between MOH, TSIB and TSIF, which is subsequently amended by the Supplemental Agreement, further details of which are set out in paragraph 10.11 of Part X of this Document
KBC	Kyosei Bank Co., Ltd, a private company incorporated in Japan with company registration number 0100-01-125402, having its registered office address located at 2F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan
KBC Group	KBC including all of its direct and indirect subsidiaries and associate companies including TSIB and TSIF
Latest Practicable Date	30 July 2024 being the latest practicable date prior to publication of this Document
LEI	legal entity identifier
Listing Rules	until the day immediately before the Implementation Date the listing rules made by the FCA under section 73A of FSMA
Lock-In Agreement	the lock-in agreement between: (1) the Company; (2) the Financial Adviser; and (3) KBC, further details of which are set out in paragraph 10.10 of Part X of this Document
London Stock Exchange or **LSE**	London Stock Exchange Group plc
Main Market	the LSE's main market for listed securities
Market Abuse Regulation	Regulation (EU) no 596/2014 as it forms part of retained direct EU legislation as defined in the European Union (Withdrawal) Act 2018, as amended
Member States	member states of the EU
MOH	Minnadeooyasan-Hanbai Co. Ltd., a private company incorporated in Japan with company registration number 0100-01-124280, having its registered office address located at 3F Grace Kojimachi, 12-3, Nibancho, Chiyoda-ku, Tokyo. Tokyo, Japan
MOH Directors	the directors of MOH as at the date of this Document being Makoto Oguma, Hoken Yanase and Hiromitsu Sakai
Official List	the official list maintained by the FCA
Optiva Deed of Termination	the deed of termination cancelling the 500,000 Broker Performance Warrants and the 75,000 Broker Placing Warrants granted to Optiva with effect from the date of this Document, further details of which are set out in paragraph 9.2.5 of Part X of this Document
Orderly Market Agreement	the orderly market agreement between: (1) the Company; (2) the Financial Adviser; and (3) KBC, further details of which are set out in paragraph 10.10 of Part X of this Document
Ordinary Resolution	a resolution passed at a meeting of the Shareholders duly convened and passed by a simple majority of the votes cast, whether on a show of hands or on a poll

Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company, including, if the context requires, the Consideration Shares
Overseas Shareholders	holders of Ordinary Shares who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or persons who are nominees or custodians, trustees or guardians for citizens or residents in or nationals of, countries other than the UK
Pan Deed of Termination	the deed of termination cancelling the 3,200,000 Founder Warrants granted to Mr Pan with effect from Admission, further details of which are set out in paragraph 9.2.4 of Part X of this Document
Pro Forma Financial Information	the unaudited pro forma aggregated statement of net assets of the Company as at 31 October 2023 and the unaudited proforma aggregated statement of comprehensive net income of the Company for the year to 30 April 2023 set out in Sections B and C respectively of Part VIII of this Document
Proposals	the Acquisition, the Rule 9 Waiver, the increase in authorities to issue Ordinary Shares, the passing of the Resolutions and Admission
Proposed Directors	each of Mr Hoken Yanase, Mr Hiromitsu Sakai, Mr Frankie Leung, Mr Nigel Collins and Mr Kazuo Ichimura, all of whom are to be appointed as Directors of the Company with effect from Admission
Prospectus Regulation	Regulation (EU) no. 2017/1129
Prospectus Regulation Rules	the prospectus regulation rules of the FCA made pursuant to section 73A of the FSMA, as amended
QCA Code	the QCA Corporate Governance Code, published by the Quoted Companies Alliance and amended from time to time
Quraishi Deed of Termination	the deed of termination cancelling the 1,600,000 Founder Warrants granted to Mr Quraishi with effect from Admission, further details of which are set out in paragraph 9.2.3 of Part X of this Document
Record Date	the record date of the General Meeting being 11.00 a.m. on 14 August 2024
Register	the register of holders of Ordinary Shares to be maintained by the Registrar
Registrar or **Share Registrars**	Share Registrars Limited
Regulation S	Regulation S promulgated under the Securities Act
Related Parties Committee	the related parties committee of the Board, as further detailed in paragraph 5 of Part IV of this Document
Relationship Agreement	the relationship agreement between (1) the Company, (2) the Financial Adviser, (3) KBC and (4) Mr Kenichi Yanase as further detailed in paragraph 10.3 of Part X of this Document
Remuneration Committee	the remuneration committee of the Board
Resolutions	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting with any permitted amendments thereto

Reverse Takeover	a transaction defined as a reverse takeover in Listing Rule 5.6.4R prior to the Implementation Date and UKLR 7.1.4 from and including the Implementation Date
RIS	one of the regulated information services authorised by the FCA to receive, process and disseminate regulated information in respect of listed companies
Rule 9 Waiver	the waiver of the obligations of the Concert Party to make a general offer for the Company under Rule 9 of the Takeover Code which may otherwise arise as a consequence of the issue of the Consideration Shares, granted by the Panel, conditional upon approval of the Independent Shareholders voting on a poll, further details of which are set out in Part V of this Document
Securities Act	the United States Securities Act of 1933, as amended
Share Dealing Code	the Company's policy on director dealings in securities which is consistent with MAR
Shared Services Agreements	together, the TSIF Shared Services Agreement and the TSIB Shared Services Agreement
Shareholders or **members**	holders of Ordinary Shares
SPAC	special purpose acquisition company
Special Resolution	a resolution of Shareholders requiring a majority of not less than 75 per cent.
Standard Listing	a standard listing on the Official List under Chapter 14 of the Listing Rules
Standard Segment	the segment of the Official List where companies with the Standard Listing were admitted prior to the Implementation Date
Subject FTK	the FTKs which are funded by TSIF entering into FTK Contracts with investors procured by MOH for the purposes of funding the purchase of real estate
Supplemental Agreement	the letter of agreement dated 11 June 2024 entered into between TSIB, MOH and TSIF to amend certain terms of the Joint Business Agreement, further details of which are set out in paragraph 10.12 Part X of this Document
subsidiary	has the meaning given to it by section 1159 of the Act
Suspension	the suspension of trading in the Company's Existing Ordinary Shares effective as at 8.00 a.m. on 22 December 2023 pending publication of a prospectus relating to the Acquisition
Takeover Code	the UK City Code on Takeovers and Mergers
Takeover Panel or **Panel**	the Panel on Takeovers and Mergers
TSIB	Toshi-Souken Invest Bank Inc, a subsidiary company of KBC
TSIF	Toshi-Souken Invest Fund Inc, a subsidiary company of TSIB
TSIF Assistance Work	includes agent sales activities, management of participants and new customers of the Subject FTKs, advertising and marketing, keeping of records and other incidental work including Item 2 Work related to crowdfunding services

TSIB Shared Services Agreement	the shared services agreement dated 29 May 2024, pursuant to which TSIB has agreed to provide office space to MOH, further details of which are set out in paragraph 10.13 of Part X of this Document
TSIF Shared Services Agreement	the shared services agreement dated 29 May 2024, pursuant to which TSIF has agreed to provide certain insurance cover to MOH, further details of which are set out in paragraph 10.13 of Part X of this Document.
UK or **United Kingdom**	the United Kingdom of Great Britain and Northern Ireland
UK Corporate Governance Code	the Corporate Governance Code, published by the Financial Reporting Council and as amended from time to time
UKLR	from the Implementation Date, the UK listing rules made by the FCA pursuant to FSMA, as amended from time to time
UK Prospectus Regulation	Regulation (EU) no. 2017/1129 as it forms part of retained direct EU legislation as defined in the European Union (Withdrawal) Act 2018, as amended
uncertificated or **in uncertificated form**	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United States, US or **USA**	the United States of America, its territories and possessions
VAT	UK value added tax
voting rights	all the voting rights attributable to the capital of a company which are currently exercisable at a general meeting
VWAP	volume weighted average price
Waiver Resolution	means the resolution of Independent Shareholders to approve the Rule 9 Waiver described in Part V of this Document
Warrants	the 8,575,000 Ordinary Shares subject to warrants issued by the Company as at the date of this Document, being the Founder Warrants which will be cancelled at Admission pursuant to the Deeds of Termination
Yen, JPY or **Japanese Yen**	Japanese Yen, the official currency of Japan
YOY	year on year

References to a "company" in this Document shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.

All references to legislation or regulation in this Document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, supplement, re-enactment or extension thereof. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

For the purpose of this Document, "subsidiary" and "subsidiary undertaking" have the meanings given by the Act.

PART XII

PROXY INSTRUCTIONS

This Document is furnished in connection with the solicitation of proxies by the Board of the Company for use at the general meeting of Shareholders of the Company (the "**Meeting**") to be held at Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA at 11:00 a.m. (London time) on 16 August 2024 and at any adjournment or adjournments thereof, for the purposes set out in the Notice of Meeting (the "**Notice**") in this Document.

Resolution 1 will be proposed at the Meeting as an ordinary resolution to be held on a poll requiring approval of more than 50 per cent. of the Independent Shareholders. Resolution 2 and Resolution 4 shall be proposed at the Meeting as ordinary resolutions, requiring approval of more than 50 per cent. of the votes cast. Resolution 3 will be proposed at the Meeting as a special resolution, requiring approval of more than 75 per cent. of the votes cast.

Shareholders may vote on all matters before the Meeting.

The form of proxy enclosed with the Notice affords each Shareholder the opportunity to specify the manner in which that Shareholder's proxy is to vote with respect to any specific item by checking the appropriate space on the form of proxy in order to indicate whether the Existing Ordinary Shares registered in the Shareholder's name shall be voted for, voted against or withheld from voting.

The proxy must be signed by the Shareholder or each such Shareholder's attorney duly authorised in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorised. Persons signing as executors, administrators, trustees or in any other representative capacity should so indicate and give their full title as such. A partnership should sign in the partnership's name and by an authorised person(s).

A Shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to a different Existing Ordinary Share or Existing Ordinary Shares held by that Shareholder. You may not appoint more than one proxy to exercise rights attached to one Existing Ordinary Share. Should you wish to appoint more than one proxy please contact the relevant registrar and transfer agent in good time before the Meeting in order that the proxy forms are received in accordance with the times set out below. Please see the form of proxy which has more information in relation to the manner in which a proxy may be appointed.

Unless otherwise indicated any proxy will be granted in favour of the Chairman of the Meeting who will be an officer of the Company.

The registrar and transfer agent for the Existing Ordinary Shares is Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

A form of proxy is enclosed with the Notice. To be effective, the form of proxy and the original authority (if any) under which it is made must be deposited at the appropriate office of the Company's registrar and transfer agents and not at the offices of the Company so as to be received not later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the Meeting. An appointment of a proxy which is not received in accordance with these requirements may be invalid.

As an alternative to completing the form of proxy, Shareholders can vote and appoint a proxy electronically by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. The relevant log-in details (i.e. user name and access code) can be located on the top of the Form of Proxy. For an electronic proxy to be valid, your appointment must be received by the Company's registrar no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the holding of the Meeting. An appointment of a proxy which is not received in accordance with these requirements may be invalid.

You may not use any electronic address provided within this Notice or any related documents (including the form of proxy) to communicate with the Company other than as expressly stated.

To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 7RA36) not later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours (ignoring any part of a day that is not a working day) before the time of the meeting (or any adjournment thereof).

Completion of the proxy does not preclude a Shareholder from subsequently attending and voting at the Meeting in person if he or she so wishes. In this circumstance, the proxy appointment will be automatically terminated. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same Existing Ordinary Share. In accordance with the Articles and Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders entered on the Company's register of Shareholders 48 hours (ignoring any part that is not a working day) before that date of the of the Meeting, or, if the Meeting is adjourned, Shareholders entered on the Company's register of Shareholders 48 hours (ignoring any part of a day that is not a working day) before the adjourned Meeting shall be entitled to vote at the Meeting.

MANNER IN WHICH PROXIES WILL BE VOTED

The Chairman of the Meeting will vote or withhold from voting the Existing Ordinary Shares in respect of which he is appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the form of proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Existing Ordinary Shares will be voted accordingly.

In the absence of such direction, such Existing Ordinary Shares will be voted by the Chairman of the Meeting in favour of the passing of the matters set out in the Notice. The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice, and with respect to other matters which may properly come before the Meeting or any adjournment thereof. At the date hereof, the Directors know of no such amendments, variations or other matters. **However, if any other matters should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the proxy.**

PART XIII

NOTICE OF GENERAL MEETING

BOWEN FINTECH PLC

(incorporated and registered in England and Wales with registered number 13349097)

NOTICE IS HEREBY GIVEN that a General Meeting of Bowen Fintech Plc (the "**Company**") will be held at Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA on 16 August 2024 at 11.00 a.m. (the "**Meeting**") for the purpose of considering and, if thought fit, passing resolutions 1, 2 and 4 as ordinary resolutions and resolution 3 as a special resolution, as set out below:

ORDINARY RESOLUTIONS

1 THAT the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on any member of the Concert Party to make a general offer to shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers (the "**Takeover Code**") as a result of the issue of the Consideration Shares to them pursuant to the acquisition agreement between (1) the Company and (2) Minnadeooyasan-Hanbai Co. Ltd ("**MOH**") and (3) Kyosei Bank Co., Ltd for the purchase of approximately 97.41 per cent. of the share capital of MOH by the Company dated 30 July 2024 ("**Acquisition Agreement**"), be and is hereby approved.

In order to comply with the Takeover Code, the waiver under Rule 9 of the Takeover Code will be taken on a poll to be passed by more than 50 per cent. of votes cast by the Independent Shareholders present and voting at this Meeting in person or by proxy and no members of the Concert Party will vote on the Waiver Resolution.

2 THAT subject to passing of Resolution 1 above, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("**Act**"), to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for or to convert any security into shares of the Company ('**Relevant Securities**') up to an aggregate nominal amount of:

(a) £2,297,793, in relation to the issue of the Consideration Shares (as such term is defined in the prospectus published by the Company dated 31 July 2024 of which this Notice forms part (the "**Prospectus**")); and

(b) £142,500 in relation to the Additional Shares (as such term is defined in the Prospectus);

in each case to such persons and at such times and on such terms as the Directors think proper provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen (15) months from the date of passing this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry, and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

3 THAT, subject to the passing of Resolution 2 above, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 2, or by way of a sale of treasury shares, as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to the allotment of the Additional Shares up to an aggregate nominal amount of £142,500 provided that this power shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen (15) months from the date of passing this resolution, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 and 561 of the Act to the extent not utilised at the date it is passed.

ORDINARY RESOLUTION

4. THAT Crowe U.K. LLP be removed as auditors of the Company, and RPG Crouch Chapman LLP be appointed as auditors of the Company to hold office with effect from 20 June 2024 to the conclusion of the next meeting at which accounts are laid before the Company following their appointment at a remuneration to be determined by the Directors.

By order of the Board

Trakehner Cosec Limited

Company Secretary

Registered Office: 71-75 Shelton Street, Covent Garden, London, United Kingdom, WC2H 9JQ

31 July 2024

NOTES TO THE NOTICE OF MEETING

1. Resolution 1 set out in this notice will be taken by Independent Shareholders on a poll in accordance with the requirements of the Panel on Takeovers and Mergers for a dispensation from Rule 9 of the Takeover Code.
2. Information about this meeting is available from the Company's investor relations webpage: www.mohnippon.com.
3. As a member of the Company, you are entitled to appoint another person as proxy to exercise all or any of your rights to vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint the Chairman of the Meeting or another person as your proxy insert their full name into the proxy form.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrar, Share Registrars at Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
6. You can register your vote(s) for the General Meeting either:
   - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
   - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 16 – 19 below.

   In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:00 a.m. on 14 August 2024.
7. If you do not give your proxy an indication of how to vote on any Resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting as he or she thinks fit) in relation to any other matter which is put before the Meeting.
8. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using a hard-copy proxy form, the form must be:
   a. completed and signed (with any alteration or deletion signed and initialed);
   b. received not later than 48 hours (ignoring any part of a day that is not a working day) before the time of the Meeting (or any adjournment thereof).

9. In the case of a member who is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's registrar, Share Registrars at Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours (ignoring any part of a day that is not a working day) before the time of the meeting (or any adjournment thereof).
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
15. You may not use any electronic address provided within this notice or any related documents (including the proxy form) to communicate with the Company other than as expressly stated.
16. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
17. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) no later than 11:00 a.m. on 14 August 2024, or, in the event of an adjournment of the General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
18. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
19. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
20. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at 11:00 a.m. on 14 August 2024 (or in the case of adjournment 48 hours (ignoring any part of a day that is not a working day) before the time of the adjourned meeting) will be entitled to vote at the meeting. Changes to entries in the register of members after that time shall be disregarded in determining the right of any person to vote at this meeting.
21. As at 31 July 2024 the Company's issued ordinary share capital was 55,000,000 Ordinary Shares. The Company holds no Ordinary Shares in treasury therefore the total voting rights as at 31 July 2024 are 55,000,000.
22. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Shareholders are therefore urged to submit their votes by proxy before 11:00 a.m. on 14 August 2024 and Shareholders should appoint the Chairman of the meeting as their proxy.