THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in MOH Nippon Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

MOH NIPPON PLC (PREVIOUSLY BOWEN FINTECH PLC)

(*Registered in England & Wales with company number 13349097)*

Directors
Aamir Quraishi
Hoken Yanase
Hiromitsu Sakai
Frankie Leung
Kazuo Ichimura
Nigel Collins
Allan Rowley

Registered Office
71-75 Shelton St Covent Garden
London, WC2N 9JQ
United Kingdom

tel: c/o +44 (0)204 582 3500
website: www.mohnippon.com

7 October 2024

Dear Shareholder,

Notice of Annual General Meeting

Enclosed with this letter is the notice ("**Notice**") convening an Annual General Meeting ("**AGM**") of MOH Nippon Plc (the "**Company**") together with the Company's audited financial statements and reports thereon for the year ended 30 April 2024.

The purpose of this letter is to provide you with a brief summary and explanation of the resolutions proposed by the Company at the AGM, which will be held at 4:00 pm on Wednesday 30 October 2024 at the offices of Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London, E1W 1AA.

Resolutions 1 to 12 (inclusive) are proposed as Ordinary Resolutions. This means that, in accordance with the requirements of the Companies Act 2006 (the "**Act**"), for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 13 and 14 (inclusive) are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The Company proposes the following Ordinary Resolutions at the AGM:

Resolution 1 - Receive the annual report and accounts

The Act requires the Directors of a public company to lay before the Company in a general meeting the annual report and accounts of the Company for each financial year. Resolution 1 is to receive the Company's financial statements and the report of the Board of Directors ("**Directors**") and auditors for the year ended 30 April 2024. Shareholders will have a reasonable opportunity at the AGM to ask questions and comment on these reports and on the business of the Company.

Resolution 2 - Approval of the Annual Report on Remuneration

Resolution 2 is to approve the Directors' Remuneration Report. The Report on Remuneration sets out payments made during the year ended 30 April 2024. The vote on the Report on Remuneration under

Resolution 2 is advisory only, and any entitlement of a Director to remuneration is not conditional on this resolution being passed.

Resolution 3 - Approval of the Directors' Remuneration Policy

Resolution 3 is to approve the Directors' Remuneration Policy as is stated in the Directors' Remuneration Report and is subject to a binding shareholder vote.

Resolutions 4 to 10 - Re-appointment of Directors

Resolutions 4 to 10 are to approve the re-appointment of the Directors. All of the Directors of the Company are putting themselves forward for re-appointment in accordance with the articles of association of the Company and the QCA Code recommendations.

Resolution 11 - Re-appointment of Auditor

Resolution 11 is to re-appoint RPG Crouch Chapman LLP as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting at which accounts are laid before the Company at a remuneration level to be determined by the Directors.

Resolution 12 - Directors' authority to allot shares

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by Shareholders. Resolution 12 proposes to authorise the Directors to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate nominal amount of £949,263 such authority to expire at the next annual general meeting of the Company or fifteen (15) months after the passing of this resolution, whichever date is the earlier. This amount represents approximately one third of the Company's issued ordinary share capital as at the date of this letter.

(Explanatory Note: As at the date of this letter, the Company's issued ordinary share capital is 284,779,093 Ordinary Shares of nominal value 1 penny per Ordinary Share. One third of the Company's issued share capital is approximately 94,926,364 Ordinary Shares.)

The Company is also proposing the following Special Resolutions at the AGM:

Resolution 13 - Suspension of pre-emption rights

The Act requires that any equity securities issued for cash (other than pursuant to an employee share scheme) must first be offered to existing shareholders pro rata to their holdings unless approval is obtained by special resolution to disapply this requirement. It is proposed that this approval also be granted for the same period as the authority under Resolution 12. Apart from rights issues or any other pre-emptive offer concerning equity securities, the Company is seeking disapplication of pre-emption rights in connection with any equity securities to be allotted and issued up to a nominal amount of ordinary shares equal to £569,558. This amount represents approximately 20 per cent of the Company's issued ordinary share capital as at the date of this letter. Resolution 13 also seeks disapplication of pre-emptive rights on a rights issue or other 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.

(Explanatory Note: As at the date of this letter, the Company's issued ordinary share capital is 284,779,093 Ordinary Shares of nominal value 1 penny per Ordinary Share. 20 per cent of the Company's issued share capital is approximately 56,955,819 Ordinary Shares.)

Resolution 14 - Notice period for General Meetings other than Annual General Meetings

The Articles allow the Company to call general meetings other than an annual general meeting on 14 clear days' notice without obtaining Shareholder approval. The notice period required under the Act for

general meetings of the Company is 21 days. The Act allows Shareholders to approve a shorter notice period, which cannot be less than 14 clear days. Therefore, in order to preserve its ability to call general meetings on 14 clear days' notice, Resolution 14 seeks such Shareholder approval.

It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of Shareholders as a whole. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Action to be taken by Shareholders

If you would like to come to the AGM to vote on the resolutions, to facilitate registration on the day, please notify the Company Secretary by writing to the registered office address confirming your attendance or by email to Kerin@TKcosec.com.

If you do not intend to be present at the AGM, please complete, sign and return the Form of Proxy in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received not later than 4:00pm on Monday 28 October 2024, being 48 hours (not counting any part of a day that is not a working day) before the time appointed for the holding of the AGM.

Alternatively, you can register your vote(s) for the AGM by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the Form of Proxy).

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Share Registrars Limited (ID 7RA36), so that it is received no later than 4:00pm on Monday 28 October 2024.

In order that the voting preferences of all shareholders may be taken into account, the Company will conduct a poll vote on all resolutions put to the AGM. Shareholders are requested to therefore submit their votes in respect of the business to be discussed, electronically or by post in advance, as set out in the Notice. Votes should be submitted via proxy as early as possible.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

Recommendation

Your Board is of the opinion that all the proposals to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of the Resolutions to be proposed at the AGM.

Yours faithfully,

Trakehner Cosec Limited
Company Secretary

MOH NIPPON PLC (PREVIOUSLY BOWEN FINTECH PLC)

(*Incorporated in England & Wales with Company Number 13349097)*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of MOH Nippon Plc (the "**Company**") will be held at 4:00 pm on Wednesday 30 October 2024 at the offices of Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London, E1W 1AA for the following purposes:

To consider and, if thought fit, pass Resolutions 1 to 12 which will be proposed as Ordinary Resolutions, and Resolutions 13 and 14 which will be proposed as Special Resolutions:

Ordinary Resolutions

1. To receive the Company's financial statements and the report of the board of directors ("**Directors**") and auditors for the year ended 30 April 2024.

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 30 April 2024.

3. To approve the Directors' Remuneration Policy, as set out in the Directors' Remuneration Report for the year ended 30 April 2024.

4. To re-appoint Aamir Ali Quraishi as a Director of the Company.

5. To re-appoint Hoken Yanase as a Director of the Company.

6. To re-appoint Hiromitsu Sakai as a Director of the Company.

7. To re-appoint Frankie Leung as a Director of the Company.

8. To re-appoint Kazuo Ichimura as a Director of the Company.

9. To re-appoint Nigel Collins as a Director of the Company.

10. To re-appoint Allan Rowley as a Director of the Company.

11. To re-appoint RPG Crouch Chapman LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.

12. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company ("**Relevant Securities**") up to a maximum aggregate nominal amount of £949,263 provided that this authority shall 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 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 resolution revokes and replaces all unexpected authorities previously granted to the Directors to allot shares or grant rights for or to convert any securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

13. That subject to, and conditional on, the passing of Resolution 12, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by Resolution 12 as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be 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 (a) above) of equity securities up to an aggregate nominal amount of £569,558,

and this authority shall 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 date make an 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 an offer of agreement as if the power conferred hereby has not expired.

14. That, subject to the Articles of Association of the Company as in force from time to time, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD OF DIRECTORS

Trakehner Cosec Limited
Company Secretary
7 October 2024

Notes:

Entitlement to attend and vote

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 4:00pm on Monday 30 October 2024 (or, if this meeting is adjourned, in the register of members 48 hours (ignoring any part of a day that is not a working day) prior to the adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of Ordinary Shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Proxies

2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company and you should have received a Form of Proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes set out in the Form of Proxy.

3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided in the Form of Proxy. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

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, you will need to complete a separate Form of Proxy in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar at Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; tel 01252 821390. Calls are charged at the standard rate. If you are outside the United Kingdom, please call +44 1252 821390.

6. 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.

7. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

8. To be valid for the meeting, a Form of Proxy should be completed, signed and lodged (together with any power of attorney or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar:

    - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the onscreen instructions (you can locate your log-in details at the top of the Form of Proxy);
    - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy 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 13-16 below.

    In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 4:00pm on Monday 28 October 2024.

9. To direct your proxy how to vote on the resolutions mark the appropriate box on the Form of Proxy with an 'X'. To abstain from voting on a resolution, mark the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Marking "Discretionary", or failing to mark any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.

10. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided in the Form of Proxy. A proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).

11. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.

12. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

Appointment of proxy using CREST electronic proxy appointment service

13. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

14. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Share Registrars Limited (ID 7RA36), by 4:00pm on Monday 28 October 2024. 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.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his 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.

16. 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.

Corporate representatives

17. 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 share.

Nominated persons

18. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

19. The statement of the rights of members in relation to the appointment of proxies as stated above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

Issued Share Capital and Total Voting Rights

20. As at 4 October 2024, which is the latest practicable date prior to the publication of this notice, the Company's issued share capital comprised 284,779,093 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company does not hold any shares in treasury. Therefore, the total number of voting rights in the Company as at 4 October 2024 is 284,779,093.

21. The Company's website will include information on the number of shares and voting rights.

Members' requests under Section 527 of the Companies Act 2006

22. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' rights to ask questions

23. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website

24. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at mohnippon.com.

Voting results

25. The results of the voting at the Annual General Meeting will be announced through a regulatory information service and will appear on the Company's website at mohnippon.com as soon as is practicable.

Communications with the Company

25. Except as provided above members who have general queries about the Annual General Meeting should telephone Share Registrars Limited on 01252 821390. Calls are charged at the standard rate. If you are outside the United Kingdom, please call +44 1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. No other methods of communication will be accepted. You may not use any electronic address provided either in this notice of annual general meeting, or in any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.