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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION REGARDING THE COMPANY FOR THE PURPOSES OF ARTICLE 7 OF EU REGULATION 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018). NOTHING IN THIS ANNOUNCEMENT OR THE PROSPECTUS CONSTITUTES AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY TERRITORY.

31 July 2024

Bowen Fintech Plc
(to be renamed MOH Nippon Plc on or prior to Admission)
(the "Company")

Publication of Prospectus and Notice of General Meeting

Bowen Fintech Plc (LSE: BWN), a special purpose acquisition company formed to acquire businesses in the technology innovations market with a focus on the financial services sector, is pleased to announce today the publication of its prospectus dated 31 July 2024 ("Prospectus").

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 Minnadeooyasan-Hanbai Co. Ltd ("MOH") from Kyosei Bank Co., Ltd ("KBC"). As a result, the Company was granted a temporary suspension of the listing on the Official List of the Financial Conduct Authority ("FCA") ("Official List") of the Company's ordinary shares of £0.01 each ("Ordinary Shares") and of its trading on the Main Market for listed securities of the London Stock Exchange Group plc ("LSE") ("Main Market") until such time as it publishes a prospectus in relation to the acquisition ("Suspension").

On 30 July 2024, the Company entered into an 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 new Ordinary Shares ("Consideration Shares") at a deemed issue price of £0.15 per Consideration Share ("Acquisition"). KBC recently (and subsequent to the Company's announcement of 22 December 2023) increased its ownership of MOH to 97.41 per cent. of the issued share capital by acquiring shares from other shareholders of MOH prior to entering into the acquisition agreement.

The Acquisition constitutes a Reverse Takeover under the UK Listing Rules as it will result in a fundamental change in the business and management of the Company. The Acquisition is conditional, *inter alia*, upon the re-admission of the Company's 55,000,000 existing Ordinary Shares and the admission of the Consideration Shares to the Official List ("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 the Prospectus and which is being sent to Shareholders today.

On Admission, the Company's Ordinary Shares will be admitted to the Equity Shares (transition) category of the Official List.

The FCA has confirmed that the Suspension will remain in place until Admission.

The expected timetable for Admission is as follows:

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 are to London time unless otherwise stated.

Assuming that Shareholders approve the Resolutions to be proposed at the General Meeting, applications will be made to the FCA for the re-admission of the Existing Ordinary Shares and for the admission of the Consideration Shares to the Official List and to trading on the Main Market. It is anticipated that the existing listing on the Official List and trading in the Existing Ordinary Shares on the Main Market, 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).

On or prior to Admission, the Company's name will be changed to MOH Nippon Plc and its TIDM will become 'MOH'.

The Company's website address has been changed to www.mohnippon.com with immediate effect.

Availability of the Prospectus and total voting rights

The 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). A copy of the Prospectus is being submitted to the National Storage Mechanism and will be available for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

Copies of the Prospectus are also available on the Company's website (www.mohnippon.com) and at the offices of Gracechurch Group, 48 Gracechurch Street, London EC3V 0EJ during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of the Prospectus until a date one month following Admission.

It is expected that Admission will become effective and that dealings in the Enlarged Share Capital on the Main Market of the London Stock Exchange will commence at 8.00 a.m. (London time) on 19 August 2024. The Company is not raising any funds in connection with the Admission.

On Admission, the total issued share capital of the Company will comprise 284,779,093 Ordinary Shares each with voting rights. The Company does not currently hold any Ordinary Shares in treasury therefore the above figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company.

Aamir Quraishi, Non-Executive Chairman of the Company, said: "We are delighted to have reached this key milestone towards completing the acquisition of MOH and look forward to welcoming new colleagues in London and Tokyo. MOH is a leading crowdfunding platform for real estate investment in Japan, with an excellent track record and having raised c. £1.45 billion over the past 16 years. This, combined with having access to a pipeline of real estate opportunities as part of the KBC group of companies, means MOH is well placed to benefit from the sustained growth in the crowdfunding real estate investment market in Japan. We are also excited by the potential for diversifying our interests into real-estate technology innovation in the future, particularly regarding cold-chain logistics. We look forward to the months ahead and to updating shareholders on our progress."

Defined terms in this announcement that are not defined herein shall have the same meanings as in the Prospectus.

The Directors of the Company take responsibility for the contents of this announcement.

For more information:

The Company		
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Caution regarding forward looking statements

Certain statements in this announcement, are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should" "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.