

FINTECH ASIA LIMITED
INTERIM REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD
FROM 1 JULY 2022 TO 30 JUNE 2023

FINTECH ASIA LIMITED

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FINTECH ASIA LIMITED

COMPANY INFORMATION

GENERAL

Fintech Asia Limited (the “Company”) is a company limited by shares, incorporated in Guernsey on 28 May 2021 under The Companies (Guernsey) Law, 2008, (as amended).

The Company’s registration number is 69264 and its registered office is Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR.

On 15 September 2022, the Company was admitted to the main market for listed securities on the London Stock Exchange under the ticker symbol “FINA”, with shares registered with an ISIN of GG00BPGZTM87 and SEDOL of BPGZTM8.

PRINCIPAL ACTIVITY

The principal activity of the Company is to undertake the acquisition of one or more companies or businesses in the financial technology sector that offer new technologies that seek to improve and automate the delivery and use of financial services in Asia, or from Asia into the Western economies.

BOARD OF DIRECTORS

The board is responsible for leading and controlling the Company and has overall authority for the management and conduct of its business, strategy and development.

The board consists of Mr Oliver Stuart Fox, the Chief Executive Officer, who also fulfils the role of Chairman, and Ms Nicola Jane Walker and Mr Robert George Shepherd, two diverse and multi-disciplinary Non-Executive Directors (together, the “Directors” or the “Board”).

A full list of officers and advisors is shown on page 20.

CORPORATE GOVERNANCE

As a company with a standard listing, the Company is not required to comply with the provisions of the UK Corporate Governance Code.

The Directors have decided, so far as is practicable given the Company’s size and nature, to voluntarily adopt and comply with the Quoted Companies Alliance’s Corporate Governance Code (the “QCA Code”). However, at present, due to the size and nature of the Company, the Directors acknowledge that adherence to certain provisions of the QCA Code may be delayed until such time as the Directors are able to fully adopt them.

FINTECH ASIA LIMITED

CHIEF EXECUTIVE OFFICER'S STATEMENT

I am pleased to present the interim report and unaudited financial statements for Fintech Asia Limited for the 12 months to 30 June 2023.

PROPOSED ACQUISITION AND TEMPORARY SHARE SUSPENSION

On 14 March 2023, the Company announced its entry into a head of terms to acquire the entire issued share capital of InvesCore Financial Group Pte. Ltd ("InvesCore" or the "Target") (the "Proposed Acquisition").

InvesCore is a group of companies with its primary operations in the micro-finance sector, offering loans and investment products to businesses and individuals, primarily in Asia, and has developed technologies, including a mobile application, to sell certain of its product lines. It is an exciting business that meets the characteristics that we have been looking for to align to our acquisition strategy.

The Proposed Acquisition is classified as a reverse takeover in accordance with the FCA's Listing Rules. Accordingly, the Company requested the temporary suspension of its listing on the London Stock Exchange which became effective on 14 March 2023.

Since the announcement, the Company has continued to advance discussions with the Target with a view to agreeing terms to conclude a definitive Sale and Purchase Agreement and seek regulatory approval for future readmission to the Main Market of the London Stock Exchange. Alongside these discussions a detailed due diligence process is being undertaken. We cannot, at this time, confirm that these discussions and regulatory approvals will be successful, however at the time of publication we can confirm that the process remains active and ongoing.

ADMINISTRATOR, COMPANY SECRETARY, AND REGISTERED OFFICE

On 24 March 2023, the Company appointed New Street Management Limited and NSM Services Limited as its Administrator and Company Secretary, respectively. The Board wishes to thank Intertrust International Management Limited and Cosign Limited who previously fulfilled these functions. The Company's registered office has changed to Les Echelons Court, Les Echelons, St Peter Port, Guernsey GY1 1AR.

CHANGE OF ACCOUNTING DATE

On 21 June 2023, the Company changed its accounting reference date and financial year end from 30 June to 31 December. Going forward the annual and interim reports will be published each year for the 12 months to 31 December and 6 months to 30 June, respectively.

CONVERTIBLE LOAN FACILITY

Post period end, on 8 September 2023, the Company announced it had obtained an unsecured committed facility of £1 million *via* a convertible loan note instrument (the "Convertible Loan"). The Convertible Loan will be made available in three tranches over September and October 2023 with an interest rate equating to a fixed amount of five per cent. per annum.

The Convertible Loan is intended to bridge the Company's general working capital requirements, to the extent required, as the board seeks to finalise due diligence and documentation in respect of its Proposed Acquisition and the simultaneous re-admission of its enlarged share capital to the Standard Segment of the Official List maintained by the FCA and readmitted to trading on the Main Market of the London Stock Exchange, as announced on 14 March 2023.

On behalf of the Board, I thank the shareholders and advisors of the Company for their continued support.

Oliver Fox
Chief Executive Officer
27 September 2023

FINTECH ASIA LIMITED

INTERIM DIRECTORS REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the interim report and unaudited financial statements, in accordance with applicable law and regulations. The Directors confirm to the best of their knowledge that:

- the condensed set of unaudited financial statements has been prepared in accordance with IAS 34 'Interim Financial Reporting' of UK-adopted International Accounting Standards;
- this interim report includes a fair review of the information required by DTR 4.2.7R of the FCA's Disclosure Guidance and Transparency Rules, being an indication of important events that have occurred during the first twelve months of the financial period and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial period;
- the interim report includes a fair review of the information required by DTR 4.2.8R (disclosure of related parties transactions and changes therein); and
- the condensed set of unaudited financial statements, which has been prepared in accordance with the applicable set of accounting standards, gives a true and fair view of the assets, liabilities, financial position and profit or loss as required by DTR 4.2.10R.

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with The Companies (Guernsey) Law, 2008 (as amended). They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

PRINCIPAL RISKS AND UNCERTAINTIES

The following is a summary of key risks that, alone or in combination with other events or circumstance, the Directors has determined could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. The Company has considered circumstances such as the probability of the risk materialising, the potential impact which the materialisation of the risk could have on the Company's business, financial condition, and prospects, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialise:

- the Company's future success is dependent upon its ability not only to identify opportunities but also to execute a successful acquisition;
- although the Company will conduct due diligence on potential acquisitions to a level considered appropriate and reasonable by the Directors, material adverse issues may not be revealed;
- the Company may need to seek additional sources of funding to implement its strategy; and
- the performance of sectors in which the Company intends to invest may be affected by changes in general economic activity levels which are beyond the Company's control.

A full list of risks can be found in the Company's prospectus, dated 12 September 2022 and published on the Company's website (www.fintechasialtd.com).

A review of the main financial risks faced by the Company, and how they are managed or mitigated, is set out in note 14 to the financial statements.

FINTECH ASIA LIMITED

INTERIM DIRECTORS REPORT

GOING CONCERN

The Directors believe that the Company has adequate financial resources to continue its operational existence for at least 12 months from the date of the approval of these financial statements. Please see the disclosures made in note 4 to these financial statements for details of the estimates and judgements applied in arriving at this conclusion.

Accordingly, the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Signed on behalf of the Board by:

Nicola Walker

Director

27 September 2023

FINTECH ASIA LIMITED

UNAUDITED CONDENSED STATEMENT OF COMPREHENSIVE INCOME

FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

		Period 1 July 2022 to 30 June 2023 (unaudited) GBP	Period 28 May 2021 to 30 June 2022 (unaudited) GBP
	Notes		
Income			
Bank and other interest		6,840	35
Total income		6,840	35
Expenses			
Operating expenses	5	(1,332,651)	(397,351)
Total expenses		(1,332,651)	(397,351)
Foreign exchange movement		(906)	(655)
Loss before tax		(1,326,717)	(397,971)
Tax	8	-	-
Total comprehensive loss		(1,326,717)	(397,971)

The accompanying notes on pages 10 to 19 form an integral part of these financial statements

FINTECH ASIA LIMITED

UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2023

		As at 30 June 2023 (unaudited)		As at 30 June 2022 (unaudited)	
	Notes	GBP	GBP	GBP	GBP
Current assets					
Cash and cash equivalents		456,115		215,885	
Other current assets	6	9,657		5,192	
		465,772		221,077	
Current liabilities					
Accounts payable	7	(99,460)		(33,048)	
		(99,460)		(33,048)	
Net current assets			366,312		188,029
Net assets			366,312		188,029
Capital and Reserves					
Share capital	9	-		-	
Share premium	9	2,041,000		586,000	
Share based payments	9	50,000			
Retained earnings		(1,724,688)		(397,971)	
Total equity		366,312		188,029	

The financial statements were approved and authorised for issue by the Board of Directors on 27 September 2023 and were signed on its behalf by:

Nicola Walker

Director

The accompanying notes on pages 10 to 19 form an integral part of these financial statements

FINTECH ASIA LIMITED

UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY

FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

	Share Capital GBP	Share Premium GBP	Share based payments GBP	Retained earnings GBP	Total GBP
Balance at 28 May 2021	-	-	-	-	-
Share capital issued	1	586,000	-	-	586,001
Redemption of redeemable shares	(1)	-	-	-	(1)
Total comprehensive loss	-	-	-	(397,971)	(397,971)
Balance at 30 June 2022	<u>-</u>	<u>586,000</u>	<u>-</u>	<u>(397,971)</u>	<u>188,029</u>
Shares issued	-	1,455,000	50,000	-	1,505,000
Total comprehensive loss	-	-	-	(1,326,717)	(1,326,717)
Balance at 30 June 2023	<u><u>-</u></u>	<u><u>2,041,000</u></u>	<u><u>50,000</u></u>	<u><u>(1,724,688)</u></u>	<u><u>366,312</u></u>

The accompanying notes on pages 10 to 19 form an integral part of these financial statements

FINTECH ASIA LIMITED

UNAUDITED CONDENSED STATEMENT OF CASH FLOWS FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

	Notes	30 June 2023 (unaudited) GBP	30 June 2022 (unaudited) GBP
Operating activities			
Loss for the period		(1,326,717)	(397,971)
Adjustments for:			
Share based payment charge		50,000	-
Movement in receivables	6	(4,465)	(5,193)
Movement in payables	7	66,412	33,048
Net cash flow from operating activities		(1,214,770)	(370,116)
Financing activity			
Share capital issued	9	1,455,000	586,001
Net cash flow from financing activities		1,455,000	586,001
Net change in cash and cash equivalents		240,230	215,885
Cash and cash equivalents at the beginning of the period		215,885	-
Cash and cash equivalents at the end of the period		456,115	215,885

The accompanying notes on pages 10 to 19 form an integral part of these financial statements

FINTECH ASIA LIMITED

NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

1. GENERAL INFORMATION

Fintech Asia Limited (the "Company") was incorporated on 28 May 2021 in Guernsey under The Companies (Guernsey) Law, 2008, as amended and is registered in Guernsey. The address of the Company's registered office is Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR and the Company's registration number is 69264. On 15 September 2022 the Company was admitted to the main market for listed securities of the London Stock Exchange under the ticker symbol "FINA" with shares registered with an ISIN of GG00BPGZTM87 and SEDOL of BPGZTM8.

On 14 March 2023, the Company announced that it has entered into a head of terms to acquire the entire issued share capital of InvesCore Financial Group Pte. Ltd. (the "Proposed Acquisition"). The Proposed Acquisition is classified as a reverse takeover in accordance with the FCA's Listing Rules. Accordingly, the Company requested the temporary suspension of its listing on the London Stock Exchange.

On 21 June 2023, the Company announced that it had changed its accounting date from 30 June to 31 December. The Company will prepare an audited report and accounts for the 18 months to 31 December 2023.

STATEMENT OF COMPLIANCE

These financial statements give a true and fair view, comply with The Companies (Guernsey) Law, 2008, as amended and were prepared in accordance with the UK-adopted International Accounting Standards ("IAS's"). IAS's include standards and interpretations approved by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee who replaced the Standards Interpretations Committee.

2. BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with IAS's. IAS's include standards and interpretations approved by the IASB.

The functional and presentation currency of these financial statements is Pounds Sterling.

3. PRINCIPAL ACCOUNTING POLICIES

Financial Assets

The Company's financial assets are cash and cash equivalents and other current assets. The classification is determined by management at initial recognition and depends on the purpose for which the financial assets are acquired.

The Company initially recognises receivables issued when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

Receivables are subsequently carried at amortised cost using the effective interest method. Amortised cost is the initial measurement amount adjusted for the amortisation of any differences between the initial and maturity amounts using the effective interest method. Loans and receivables are reviewed for impairment assessment.

Cash and cash equivalents

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 any bank overdrafts.

FINTECH ASIA LIMITED
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

3. PRINCIPAL ACCOUNTING POLICIES (continued)

Other current assets

Other current assets principally consist of prepayments which are carried at amortised cost. The Company assesses at each end of the reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership or has not retained control of the financial asset.

Financial liabilities

All financial liabilities are initially recognised on the trade date when the entity becomes party to the contractual provisions of the instrument.

Financial liabilities which include trade and other payables and are recognised initially at fair value, net of directly attributable transaction costs.

Financial liabilities are subsequently stated at amortised cost, using the effective interest method. Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognised from the statement of financial position only when the obligations are extinguished either through discharge, cancellation, or expiration. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

Equity

Share capital represents the nominal value of shares that have been issued.

Equity-settled transactions are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on the date of grant.

Share premium includes any contributions from equity holders over and above the nominal value of shares issued. Any transaction costs associated with the issuance of shares are deducted from share premium.

FINTECH ASIA LIMITED

NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

3. PRINCIPAL ACCOUNTING POLICIES (continued)

Equity (continued)

Retained earnings represent all current period results of operations as reported in the statement of profit or loss, reduced by the amounts of dividends declared.

Share-based payments

The Company operates equity-settled share-based payment arrangements, whereby the fair value of services provided is determined indirectly by reference to the fair value of the instrument granted.

The fair value of the grant is recognised as an expense in the Income Statement with a corresponding increase in equity reserves.

The fair value of options is calculated using the Black Scholes model, taking into account the terms and conditions upon which the options were granted.

The fair value of shares issued is measured using the observable market value.

Costs and expenses

Cost and expenses are recognised in profit or loss upon utilisation of goods or services or at the date they are incurred. All finance costs are reported in profit or loss on an accrual basis.

Going concern

These financial statements have been prepared on the going concern basis, which assumes the Company shall be able to meet all of its obligations as they fall due for a period of at least 12 months from the date of this report.

4. USE OF JUDGEMENTS AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires the Directors to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities and income and expenses. The estimates and associated assumptions are based on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Going concern

In determining whether these financial statements should be prepared on the going concern basis, the Directors must consider whether the business has adequate financial resources to continue to operate and meet its obligations for a period of at least 12 months from the date of this report.

The Directors have considered the funding needs of the business as it continues to progress the proposed transaction with the Target and has determined that these costs exceed the current cash held in the Company. However, on 8 September 2023 the Company secured a £1m convertible loan facility, drawable in three tranches over the course of September and October, to ensure that cash is available to the Company as and when it is required in order to see the proposed transaction through to its conclusion. Please see note 15 of these financial statements for further details. Any costs requiring settlement following completion of the proposed transaction and readmission of the Company to the LSE will be met by the combined company out of operational cashflows or any further finance raised as part of the readmission process.

In the event that the transaction does not complete for various reasons, a break fee is receivable from the Target, as disclosed in detail in the Company announcement of 14 March 2023, which the Directors consider to be sufficient to settle all costs incurred in support of the transaction up to the point of abandonment and ensure sufficient working capital availability for the Company to continue to pursue alternative investment opportunities over the 12 months from the date of this report.

FINTECH ASIA LIMITED
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

4. USE OF JUDGEMENTS AND ESTIMATES (continued)

Going concern (continued)

As a consequence, the Directors believe that the Company has adequate financial resources to continue its operational existence for at least 12 months from the date of the approval of these financial statements. Accordingly, the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Share-based payments

The Company has determined that share options issued during the period meets the definition of a share based payment under IFRS 2. In order to determine the fair value of the options estimates were required for inputs into the valuation model. More details of the estimates can be found in note 10.

5. OPERATING EXPENSES

	Period 1 July 2022 to 30 June 2023	Period 28 May 2021 to 30 June 2022
	GBP	GBP
Legal and professional fees – cash settled	758,183	238,872
Legal and professional fees – share settled	50,000	-
Directors fees	210,430	87,756
Administration fees	95,975	49,635
Audit fees	15,000	-
Advisory fees	97,614	-
Listing fees	32,121	-
Reimbursement of expenses to directors	19,749	1,582
Insurance	16,458	18,207
Regulatory fees	19,569	500
Other operating expenses	8,069	186
Commission	6,500	-
Bank charges	2,983	613
	1,332,651	397,351

6. OTHER CURRENT ASSETS

	30 June 2023	30 June 2022
	GBP	GBP
Prepayments	9,657	5,192
Total	9,657	5,192

FINTECH ASIA LIMITED
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

7. ACCOUNTS PAYABLE

	30 June 2023	30 June 2022
	GBP	GBP
Administration fees	11,250	8,819
Audit fees	15,000	-
Legal and professional fees	66,961	20,042
Other accruals	6,249	20
Directors remuneration	-	4,167
	99,460	33,048

8. TAXATION

The Company is liable to tax at the standard Guernsey rate of 0%.

9. SHARE CAPITAL AND SHARE PREMIUM

	Number of Ordinary Shares	Ordinary Shares GBP	Share Premium GBP	Share based payments GBP
On incorporation (GBP 1 each)	1	1	-	-
Shares issued (no par value each)	16,750,000	-	586,000	-
Redemption (GBP 1 each)	(1)	(1)	-	-
Balance at 30 June 2022	16,750,000	-	586,000	-
Shares issued (no par value each)	3,010,000	-	1,455,000	50,000
Balance at 30 June 2023	19,760,000	-	2,041,000	50,000

On incorporation, the Company issued one redeemable preference share of GBP1.00 at par for cash consideration of GBP1.00. On 29 July 2021, a re-designation of one ordinary share to a redeemable share held by Tanglin Capital Limited was executed and further redeemed by the Company.

On 16 June 2021, the Company agreed, immediately upon Admission, to issue to Strand Hanson Limited a warrant (the "Warrant") (approved by the Company's shareholders if applicable) to subscribe at any time during the three years following the date of issue of the Warrant for an aggregate number of shares equal to one per cent. Of the enlarged issued share capital of the Company immediately prior to Admission at an exercise price equal to the issue price applicable to the Transaction. The Company also agrees that the beneficial interest in the Warrant may be freely assigned by Strand Hanson (in its sole discretion) to any subsidiary or associated companies, shareholders, or employees (note 10).

FINTECH ASIA LIMITED

NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

9. SHARE CAPITAL AND SHARE PREMIUM (continued)

On 29 July 2021, Tanglin Capital Limited invested £10,000 into the Company as cash consideration for 10,000,000 Ordinary Shares of no-par value. On 13 August 2021, an investment of £1,000 was made into the Company as cash consideration for 1,000,000 Ordinary Shares of no-par value. These 1,000,000 Ordinary Shares were then transferred to Tanglin Capital Limited on 12 November 2021, and subsequently transferred to Oliver Stuart Fox on 12 April 2012.

On 20 August 2021, an initiation fee of GBP50,000 was paid to Strand Hanson Limited in equity in the Company priced at the issue price per share applicable to the round at which seed investors participate (i.e. GBP0.10 each), which equates to 500,000 Ordinary Shares.

On 23 August 2021, 19 November 2021 and 13 December 2021, the Company issued 3,000,000, 1,500,000 and 750,000 Ordinary Shares of no-par value respectively at a price of £0.10 each in connection with the pre-IPO fundraising, raising a total of GBP525,000.

During September 2022, the Company issued 3,010,000 Ordinary Shares of no-par value respectively at a price of £0.50 each, raising a total of £1,455,000 after an equity based payment of £50,000 was paid to Strand Hanson Limited and is included in legal costs.

10. SHARE-BASED PAYMENTS

Shares issues in the period:

On 15 September 2022 the Company issued 100,000 Ordinary Shares of no-par value to Stand Hanson Limited. The fair value of the transaction was deemed to £50,000 which was the number of shares issued multiplied by the share price on listing and are included in legal costs for the period.

Options issued in the period:

On 8 September 2022 the Company issued a warrant to Strand Hanson Limited which allows them or their assigned holder to subscribe to 197,600 shares at any time up to 7 September 2025 to shares at an exercise price of 50p.

The Warrant was valued using the Black Scholes model and its fair value deemed immaterial, as a result no value has been ascribed to the Warrant in these financial statements. The estimates used to calculate the fair value is detailed below:

Expected volatility	34.79%
Dividend Yield	-
Risk free interest rate	3.23%
Expected exercise period	3 years from grant
Share price on date of grant	50p

FINTECH ASIA LIMITED
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

11. EARNINGS PER ORDINARY SHARE

	Basic GBP	Diluted GBP
Loss for the period	<u>(1,326,717)</u>	<u>(1,326,717)</u>
Weighted average number of shares	<u>19,125,014</u>	<u>19,322,614</u>
Earnings per share	<u>(0.07)</u>	<u>(0.07)</u>

Basic earnings per Ordinary Share is calculated by dividing the earnings attributable to Shareholders by the weighted average number of Ordinary Shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of Ordinary Shares outstanding to assume conversion of all dilutive potential Ordinary Shares. As at 30 June 2023 there were 197,600 warrants exercisable for Ordinary Shares outstanding. A fully diluted earnings per Ordinary Share has not been presented as the company has reported a loss for the period and as such the effect of the warrants outstanding at the reporting date is anti-dilutive.

12. RELATED PARTY TRANSACTIONS

The directors' remuneration for Nicola Walker, Robert George Shepherd and Oliver Stuart Fox for the period was GBP25,000, GBP25,000 and GBP160,430 respectively (2022: GBP4,167, GBP 4,167, GBP 20,706).

The directors received reimbursements in respect of travel and meeting expenses and sundry office costs of GBP19,972 during the period (2022: GBP 1,582).

Andrew Roberto Mankiewicz was a director until 18 April 2022, and received directors' fees GBP 57,333 in the prior period. Mr Andrew Roberto Mankiewicz also received GBP59,174 (2022: nil) for advisory fees in the current period.

There have been no changes in the related parties transactions described in the last annual report that could have a material effect on the financial position or performance of the Company in the current financial period.

13. ULTIMATE CONTROLLING PARTY

The Company is controlled by Tanglin Capital Limited which is the Parent company holding 50.61% of the issued Ordinary Shares, with Tanglin Capital Limited ultimately controlled by Andrew Roberto Mankiewicz.

FINTECH ASIA LIMITED
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE 12 MONTH PERIOD FROM 1 JULY 2022 TO 30 JUNE 2023

14. FINANCIAL RISK MANAGEMENT

The Company is exposed to a number of risks arising from the financial instruments it holds. The main risks to which the Company is exposed are market risk, credit risk and liquidity risk. The risk management policies employed by the Company to manage these risks are discussed below as follows:

MARKET RISK

Market risk is the risk that changes in market prices such as equity prices, interest rates and foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Price risk

The Company is not directly or indirectly exposed to any significant price risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk arises on interest-bearing financial instruments recognised in the Statement of Financial Position.

Cash and cash equivalents are interest bearing but not at significant levels.

Currency risk

The Company is exposed to currency risk arising from transactions in Singapore Dollars. Consequently, the Company is exposed to the risk that the exchange rate of its reporting currency relative to other foreign currencies may change in a manner that has an adverse effect on the fair value or future cash flows of the Company's financial assets or liabilities denominated in currencies other than GBP.

The Company holds all assets in GBP and does not consider the risk to be material to the financial statements.

CREDIT RISK

Credit risk is the risk of financial loss to the Company if a counterparty fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents as well as outstanding receivables.

The Company assesses all counterparties for credit risk before contracting with them. The credit risk on cash and cash equivalents is mitigated by entering into transactions with counterparties that are regulated entities subject to prudential supervision, with high credit ratings assigned by international credit rating agencies. Cash and cash equivalents are held with Barclays Bank plc, which at the period end was assigned a credit rating of A by Standard and Poor's rating agency.

The maximum exposure to credit risk is the carrying amount of the financial assets set out below.

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14. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

	Period ended 30 June 2023 GBP	Period ended 30 June 2022 GBP
Other current assets	9,657	5,192
Cash and cash equivalents	456,115	215,885
Total credit risk exposure	<u>465,772</u>	<u>221,077</u>

LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. This risk can arise from mismatches in the timing of cash flows relating to assets and liabilities. The Company receives funding from the shareholders and does not have significant ad hoc expenses to settle. The only significant expense that the Company is exposed to are general operating expenses.

The table below analyses the Company's financial assets and liabilities into the relevant maturity groupings based on the remaining period at the reporting date. The amounts in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

As at 30 June 2023

	Less than 1 month	1 to 12 months	More than 12 months	Total
Assets				
Other current assets	9,657	-	-	9,657
Cash and cash equivalents	56,115	-	-	456,115
	<u>65,772</u>	<u>-</u>	<u>-</u>	<u>465,772</u>
Liabilities				
Trade and other payables	99,460	-	-	99,460
	<u>99,460</u>	<u>-</u>	<u>-</u>	<u>99,460</u>

As at 30 June 2022

	Less than 1 month	1 to 12 months	More than 12 months	Total
Assets				
Other current assets	5,192	-	-	5,192
Cash and cash equivalents	215,885	-	-	215,885
	<u>221,077</u>	<u>-</u>	<u>-</u>	<u>221,077</u>
Liabilities				
Trade and other payables	33,048	-	-	33,048
	<u>33,048</u>	<u>-</u>	<u>-</u>	<u>33,048</u>

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15. SUBSEQUENT EVENTS

Convertible loan facility

On 8 September 2023 the Company announced it had obtained an unsecured committed facility of £1 million via a convertible loan note instrument (the “Convertible Loan”).

The Convertible Loan will be made available in three tranches over September and October 2023 with an interest rate equating to a fixed amount of five per cent. per annum.

Should the Convertible Loan not be repaid prior to the completion of the Proposed Acquisition, all the outstanding principal amount and accrued interest shall automatically convert into ordinary shares of no par value per the terms disclosed in the announcement of 8 September 2023.

FINTECH ASIA LIMITED OFFICERS AND ADVISORS

Registered office	Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR
Directors	Ms Nicola Jane Walker Mr Robert George Shepherd Mr Oliver Stuart Fox (CEO and acting Chairman)
Administrator	New Street Management Limited Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR
Company Secretary	NSM Services Limited Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR
Financial Adviser	Strand Hanson Limited 26 Mount Row, London, W1K 3SQ, UK
Broker	Novum Securities Limited 57 Berkeley Square, London, W1J 6ER, UK
Solicitors to the Company	Pinsent Masons MPillay LLP 182 Cecil Street, #32-01 Frasers Tower, Singapore, 069547
Guernsey counsel to the Company	Carey Olsen (Guernsey) LLP PO Box 98, Carey House, Les Banques, St. Peter Port, Guernsey, GY1 4BZ
Registrars	Link Market Services (Guernsey) Limited Mont Crevelt House, Bulwer Avenue, 24 St. Sampson, Guernsey, GY2 4LH
Financial public relations advisors to the Company	IFC Advisory Limited Birchin Court, 20 Birchin Lane, London, EC3V 9DU, UK