

# ASIA WEALTH GROUP HOLDINGS LIMITED

*(Incorporated in the British Virgin Islands with registered number 1608122)*

## *Directors*

Richard Cayne (Executive Director)

John Paul Formichella (Director)

Peter Upperton (Finance Director)

## *Registered office*

Craigmuir Chambers

PO Box 71

Road Town, Tortola, VG1110

British Virgin Islands

## **TO THE SHAREHOLDERS**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (**AGM**) of Asia Wealth Group Holdings Limited (**Company**) will be held at 399 Interchange Building, 23<sup>rd</sup> Floor, Unit 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok 10110 Thailand, on 11 August 2022 at 12.00pm.

You will be asked to consider and vote on the resolutions below.

## **RESOLUTIONS**

### **RESOLUTION OF SHAREHOLDERS**

- 1 To receive the annual accounts of the Company for the previous financial year ended, 29 February 2020 and all previous years, retrospectively, together with the directors' and auditor's reports thereon.
- 2 To receive the annual accounts of the Company for the financial year ended 28 February 2021 together with the directors' and auditor's reports thereon.
- 3 To reappoint Baker Tilly (BVI) Limited as auditor until the conclusion of the next meeting of shareholders at which accounts are laid before the Company and to authorise the directors to fix their remuneration.
- 4 To reappoint Richard Cayne, John Paul Formichella, and Peter Upperton who are retiring by rotation as directors of the Company.
- 5 That the shareholders approve, ratify and confirm the Directors' decision not to call an annual general meeting in 2021 and all previous years.
6. General power to dis-apply pre-emption rights

THAT pursuant to the authority conferred by resolution 3, the Directors be generally and unconditionally authorised to:

(a) allot for non-cash consideration such number of new ordinary shares of the Company, each of nil par value ('Ordinary Shares'), free from pre-emption rights, as the Directors determine provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired).

(b) allot for cash up to 200,000,000 Ordinary Shares of the Company, each of nil par value, free from pre-emption rights, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired)."

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By order of the Board

Asia Wealth Group Holdings Limited  
Craigmuir Chambers  
PO Box 71  
Road Town, Tortola  
VG1110  
British Virgin Islands

27 July 2022

Asia Wealth Group Holdings Ltd

I/We being a Shareholder of the above Company HEREBY APPOINT .....  
..... of ..... or failing him .....  
of ..... to be my/our proxy to vote for me/us at the meeting  
of Shareholders to be held on the ..... day of ....., 20..... and at any  
adjournment thereof.

(Any restrictions on voting to be inserted here.)

Signed this ..... day of ....., 20.....

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Shareholder