

Voluntary Delisting of Fintech Chain Limited from ASX

23 May 2025 (SYDNEY): Fintech Chain Limited ARBN 158 702 400, Hong Kong Company Number 1544374 (ASX: FTC) (**FTC or the Company**) submitted an in-principle application (**Application**) for the removal of FTC from the Australian Securities Exchange (**ASX**) official list (**ASX Official List**) pursuant to ASX Listing Rule 17.11 (**Delisting**).

On 19 May 2025, ASX confirmed that on receipt of an application for the removal of FTC from the ASX Official List pursuant to Listing Rule 17.11, ASX would be likely to remove FTC from the ASX Official List, subject to certain conditions being satisfied.

The Delisting would mean that the Company's CHESS Depository Interests (**CDIs**) would no longer be quoted on the ASX. The Delisting will be put forward for shareholder/CDI holder (**Shareholder**) approval at a general meeting.

Reasons for Delisting

FTC's Board of Directors (**Board**) considers the Delisting to be in the best interests of FTC and its Shareholders for the reasons summarised below:

1. **Valuation:** The CDI price of FTC is A\$0.004 per CDI (based on the trading price of CDIs at 5 May 2025).

The Board considers that the trading price of the Company's CDIs in recent years implies a valuation that has been (and remains) consistently and materially lower than the valuations of unlisted and listed companies of a comparable nature and scale of FTC in Australia and other capital markets. In addition, the valuation does not accurately reflect the continuous improvement of the business over the last three years.

2. **Liquidity:** Stock liquidity remains low, with 28 trading days in the period commencing 1 January 2025 and ending on 6 May 2025, which the Board considers is a function of the Australian market sentiment towards the Company and Chinese listed stocks on the ASX. The Board considers the liquidity of FTC's CDIs will not change in the near future.

After the Delisting, FTC's Shares will only be capable of sale via off-market private transactions, which will require the Company's Shareholders to identify and agree terms with potential purchasers of the Company's shares in accordance with the Company's Articles of Association and the Companies Ordinance (Chapter 622, Laws of Hong Kong) (**Companies Ordinance**). While the Company cannot guarantee the growth momentum of the Company following Delisting, it does anticipate that the Delisting will result in increased liquidity when compared to the liquidity while the Company was trading on the ASX.

Refer to paragraph – "*Consequences of Removal from the ASX Official List*" below for further information on the consequences of the Delisting.

3. **Australian market sentiment:** The negative perception towards Chinese listed stocks will continue to remain a significant impediment towards recognition of fair market value and prospective capital raisings irrespective of FTC's business performance.
4. **Costs of remaining listed on the ASX:** According to financial data for the financial year ended 31 March 2025, the total costs of remaining listed on the ASX were approximately A\$386,000 (see the table below) for the 12-month period ending on 31 March 2025.

Item	Amount
Administrative costs	A\$160,000
Compliance costs	A\$175,000
Direct costs	A\$51,000
TOTAL	A\$386,000

FTC anticipates the costs for the Delisting to be approximately A\$420,000. Such costs relate to corporate advisory, legal and administrative fees and expenses of the Delisting process and the transfer of Shares to CDI holders and do not include any costs of the ASX.

The Company's ASX listing provides limited access to growth capital, therefore removing the key rationale of remaining listed on the ASX. The ongoing annual administrative, compliance and direct costs associated with the Company's ASX listing are disproportionate to the benefits of remaining an ASX listed security.

5. Growth and Equity Raising requirements:

Raising growth capital whilst listed on the ASX will impose a significant dilutionary cost on non-participating Shareholders/CDI Holders.

Alternate debt and equity financing have been sourced without any prospect of obtaining either whilst remaining an ASX listed entity.

Debt financing has been increasingly positive in recent months; however, it has required the support of the Chairman of the Board personally to raise capital, which removes the key rationale for remaining listed on the ASX.

Given the main business activities of FTC are in China, the Company has also sought debt and/or equity financing in the Chinese market. Domestic funding in the Chinese market is provided preferentially to Chinese domestic and HK-listed entities and to Chinese private companies.

Debt and/or equity financing options in China are significantly hampered by the Australian market capitalisation of FTC. This dynamic has provided a competitive funding advantage to its competitors in the market.

6. Business growth strategy disruption

FTC has an industry leading and experienced team with the latest internet technology.

FTC is focused on the opportunities available for growth in the Chinese and South East Asian digital economies and considers the growth trajectory of the business will require access to growth funding to protect the interests of all Shareholders/CDI holders.

7. Returning value to CDI holders: The Board considers it has two key priorities:

7.1 To protect the interests of all Shareholders and ensure the business can access funding to survive and grow to build Shareholder value.

7.2 To ensure that the funding pathway can provide Shareholders with the prospect of a liquidity event at a fair market value.

8. **Alternatives impeded by current ASX listed status:** Based on the above, the Board has formed a view that it must seek to delist from the ASX. The Board considers that an alternative pathway to address the objectives stated in clause 7 above is to access funding in the Chinese markets.

Conditions for the Delisting and Proposed Timetable

ASX's decision to approve the Delisting is subject to FTC's compliance with the following conditions:

1. The request for removal of FTC from the ASX Official List is approved by a special resolution of security holders of FTC.
2. The notice of meeting seeking security holder approval for FTC's removal from the ASX Official List must include the following information, in form and substance satisfactory to ASX:
 - 2.1 a timetable of key dates, including the time and date at which FTC will be removed from ASX Official List if that approval is given;
 - 2.2 a statement to the effect that the removal will take place no earlier than one month after approval is granted;
 - 2.3 a statement to the effect that if holders wish to sell their securities on ASX, they will need to do so before FTC is removed from the ASX Official List; and if they do not, details of the processes that will exist after FTC is removed from the ASX Official List to allow security holders to dispose of their holdings and how they can access those processes;
 - 2.4 a statement to the effect that if they wish to, the steps holders of CDIs must take to convert their CDIs to the underlying securities; and the steps that will be taken by CHES Depositary Nominees Pty Ltd (**CDN**) if holders do not convert their CDIs to the underlying securities by a nominated date; and
 - 2.5 the information prescribed in section 2.11 of ASX Guidance Note 33.
3. The removal of FTC from the ASX Official List must not take place any earlier than one month after security holder approval is obtained so that security holders have at least that period to sell their securities should they wish to do so.
4. FTC must apply for its securities to be suspended from quotation at least two (2) business days before its proposed removal date.
5. FTC releases the full terms of this decision to the market upon making a formal application to ASX to remove FTC from the ASX Official List.

Options for CDI Holders

Given FTC has CDIs trading on the ASX, FTC will include with the notice of meeting a letter in a form and substance satisfactory to ASX (**CDI Holder Letter**), setting out the consequences to security holders of giving that approval and stating:

1. the steps holders must take to convert their CDIs to the underlying securities, if that is what they wish to do; and
2. the steps that will be taken by CDN if holders do not convert their CDIs to the underlying securities by a nominated date.

In essence, with respect to the CDIs, the CDI Holder Letter will provide three options. These are as follows:

Option 1 – CDI holders can elect to sell the CDIs on the ASX before the suspension date, as indicated in the timetable (at which time registers are transferred across), which is usually a one-month period.

To do this, the CDIs would trade as per usual but must ensure that the trade occurs prior to the suspension date at which point the register is moved from Australia to Hong Kong.

In the event this option is selected, a CDI holder is not required to do anything further.

Option 2 – CDI holders can elect to convert the CDIs into shares. This will need to be completed by a date agreed upon with ASX Settlement.

To do this, the CDI holder will need to complete a “*CDI Cancellation – Australia to Hong Kong*” request form (**CDI Cancellation Request Form**). This CDI Cancellation Request Form will be provided by the Company’s share registry and will be made available to CDI Holders online and via a link provided in a letter sent to all CDI holders. The CDI Cancellation Request Form will need to be sent to the Company’s share registry for processing (Computershare).

The Hong Kong Registry will also require a signed (wet ink) Instrument of Transfer. This will be sent to you directly in the event you provide a CDI Cancellation Request Form.

Option 3 – A CDI holder may elect to do nothing, in which case, on or after a date agreed upon with ASX Settlement and upon the approval by the security holders in relation to the power of attorney or authorisation, the CDIs held by the CDI holder will be automatically converted to shares on the Hong Kong register, and a share certificate will be issued and mailed to the name and address at which the CDIs were registered.

Further details relating to the proposed removal from the ASX Official List will be included in the notice of meeting which will be dispatched to FTC’s Shareholders in due course.

Proposed Timetable

The proposed timetable for the satisfaction of conditions and the expected date for the removal of FTC from the ASX Official List are as follows:

Event	Indicative date*
Announce intention to be removed from the ASX Official List	23 May 2025
Dispatch Notice of Meeting seeking approval for the Delisting	5 June 2025 2025
Dispatch CDI Holder Letter to Shareholders	5 June 2025 2025
Record date for determining eligibility to vote on the Resolution	25 June 2025
General Meeting to consider the Resolution seeking Shareholders’ approval for the Delisting of the Company from the ASX Official List	27 June 2025
Results from the General Meeting to be announced on the ASX	27 June 2025
Shares are suspended from trading on the ASX Official List (Suspension Date) and the last date for CDI Holders to elect to convert CDIs into Shares.	28 July 2025

Anticipated delisting of the Company from the ASX Official List (subject to Shareholders approving the Resolution) (Delisting Date).	31 July 2025
CDN revokes the existing trust (established under ASX Settlement Operating Rule 13.4.1) under which it currently holds Shares in the Company underlying the CDIs.**	1- 4 August 2025**
Commencement of the process for the mandatory conversion of CDIs into Shares.	5 August 2025

*Dates and times are indicative only and subject to change by FTC or ASX.

** Subject to the availability of the directors of CDN.

Consequences of Removal from the ASX Official List

Some of the key consequences for FTC and its Shareholders if FTC is removed from the ASX Official List include:

1. The Company's CDIs will no longer be quoted on the ASX and will no longer be traded on the ASX.
2. The Company's shares will only be capable of sale via off-market private transactions which will require the Company's Shareholders to identify and agree to terms with potential purchasers of the Company's shares in accordance with the Company's Articles of Association and the Companies Ordinance (Chapter 622, Laws of Hong Kong) (**Companies Ordinance**).
3. During any period that FTC remains an unlisted public company, the Company will no longer be able to raise capital from the issue of securities to the public by means of limited disclosure fundraising documents.
4. The Company will remain as a public company under the Companies Ordinance as either one of the following conditions are met:
 - 4.1 the Company has more than 50 Shareholders (including but not limited to CDI holders); or
 - 4.2 the Company's Articles of Association do not (a) restrict the transferability of the shares by members; or (b) prohibit any invitation to the public to subscribe for any shares or debentures of the Company.

Under such circumstances, the Company will remain subject to The Codes on Takeovers and Mergers regulated by the Securities and Futures Commission of Hong Kong.

5. Given FTC is a company incorporated and registered under Hong Kong law, following the Delisting, continuous disclosure obligations under the ASX Listing Rules will no longer apply to FTC, but it will remain to be subject to the annual filing requirements under the Companies Ordinance which include the filing of annual returns and the Company's financial statements (including directors' reports and auditors reports) to the Companies Registry in Hong Kong. Further, apart from keeping a register of members, the Companies Ordinance requires the Company to maintain a significant controllers register to be accessible by law enforcement officers upon demand. The Company will still provide disclosure to Shareholders of material matters on the Company's website.
6. A reduction of obligations associated with a listing on ASX, which may include relief from some reporting and disclosure requirements, removal of restrictions on the issue of shares by the Company and requirements concerning significant changes to the Company's activities.
7. The ASX Listing Rules and ASX Corporate Governance Principles and Recommendations will no

longer be applicable to the Company.

8. The Company's Articles of Association and, therefore, Shareholders' rights under the Articles of Association, will remain unchanged immediately following the Delisting, such that Shareholders will continue to have the right to:
 - 8.1 receive notices of meetings and other notices issued by the Company;
 - 8.2 exercise voting rights attached to shares; and
 - 8.3 receive dividends payable by the Company from time to time.

Future Intentions

FTC is intending to seek the approval of security holders to the Delisting.

The Delisting will not take place any earlier than one month after Shareholder approval has been obtained. CDIs may continue to be traded on ASX up until the Suspension Date, after which trading will be suspended until the Delisting Date. The Company notes that Shareholders will be given an opportunity to sell their CDIs on ASX in the one-month period between the date of Shareholder approval and the Delisting Date, if they do not wish to remain Shareholders.

Following the Delisting, the Company's Shareholders will be able to dispose of their shareholdings in private transactions, in accordance with the Company's Articles of Association and the Hong Kong Companies Ordinance. The Company will decide whether to pursue funding options now available as an unlisted Hong Kong entity in the Chinese and United States domestic markets towards the end of this calendar year following the Delisting. The primary purpose being to maintain growth momentum of the business.

Remedies Available to Shareholders of FTC as a Hong Kong Registered Entity

If a Shareholder of the Company considers the proposed Delisting to be unfairly prejudicial to the interests of a Shareholder or Shareholders, the Shareholder may apply to the Court for an order under section 725 of the Companies Ordinance (equivalent law to section 233 of the *Corporations Act 2001* (Cth)), pursuant to which, the Court can make any order that it thinks fit for giving relief, including but not limited to:

1. an order restraining the continuance of the Delisting;
2. an order appointing a manager for the Company's business; or
3. an order that FTC be wound up on the basis of just and equitable pursuant to section 177(1)(f) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong).

This announcement has been approved for lodgment by the Board of Directors of Fintech Chain Limited.

For further information visit www.ttg.hk or contact Mr Chris Ryan, Independent Australian Chairman of FinTech Chain Limited at +61 439 970 305.

-END-