

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or, if not, another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Asia Wealth Group Holdings Limited, you should immediately send this Document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold part only of your holding of ordinary shares in Asia Wealth Group Holdings Limited, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors of the Company accept full responsibility, collectively and individually for the information contained in this Document including the Company's compliance with the Aquis Growth Market Access Rulebook. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

ASIA WEALTH GROUP HOLDINGS LIMITED

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

Notice of Annual General Meeting

**Aquis Growth Market Corporate Advisor
PETERHOUSE CAPITAL LIMITED**



Your attention is drawn to the letter from the board of Asia Wealth Group Holdings Limited set out on page 5 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below. The Annual General Meeting has been convened by the Directors for the purpose of considering the resolutions set out in this Circular.

Notice of an Annual General Meeting, to be held at 399 Interchange Building, 23rd Floor, Unit 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok 10110, Thailand at 10.30 a.m. on 26 April 2024. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it so as to be received no later than 10.30 a.m. on 24 April 2024 or 2 business days before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the Annual General Meeting.

Peterhouse Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's Aquis Growth Market Corporate Adviser. Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Circular, or for the omission of any material information, for which the Directors are solely responsible. Peterhouse Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	3 April 2024
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	10.30 a.m. on 24 April 2024
Record Date for the Annual General Meeting	10.30 a.m. on 24 April 2024
Annual General Meeting	10.30 a.m. on 26 April 2024

SHARE CAPITAL STATISTICS

Ordinary Shares of nil par value each in issue as at the date of the Document	11,433,333
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DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Annual General Meeting” or “AGM”	the Annual General Meeting of Shareholders to be held at 10.30 a.m. on 26 April 2024;
“Aquis Growth Market”	the multilateral trading facility operated by the Aquis Stock Exchange that is registered as an SME Growth Market in accordance with article 33 of MiFID;
“Aquis Growth Market Access Rulebook”	the rules of the Access segment of the Aquis Growth Market first published by the Aquis Stock Exchange in December 2020, as revised or amended from time to time;
“Aquis Stock Exchange”	Aquis Stock Exchange Limited;
“Articles” or “Articles of Association”	the articles of association of the Company from time to time;
“Board” or “Directors”	the directors of the Company at the date of this Document;
“BVI”	The British Virgin Islands;
“Circular” or “Document”	this document and its contents;
“Company”	Asia Wealth Group Holdings Limited, a company registered in the British Virgin Islands with registered number 1608122;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying the Circular for use at the Annual General Meeting;
“Ordinary Shares”	ordinary shares of nil par value each in the capital of the Company;
“Peterhouse”	Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761);
“Resolutions”	the resolutions set out in the notice of Annual General Meeting contained within the Circular;
“Shareholders”	holders of Ordinary Shares in the Company from time to time;
“Sterling” or “£”	the lawful currency of the UK;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“US” or “United States”	the United States of America, its territories and possessions, any states of the United States of America and the District of Columbia and all other areas subject to its jurisdiction.

ASIA WEALTH GROUP HOLDINGS LIMITED

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

CHIEF EXECUTIVE OFFICER LETTER TO SHAREHOLDERS

Directors

Richard Cayne (Chief Executive Officer)
John Paul Formichella (Non-Executive Director)
Peter Upperton (Finance Director)

Registered office

Craigmuir Chambers
PO Box 71
Road Town, Tortola, VG1110
British Virgin Islands

TO THE SHAREHOLDERS

1. Introduction

The board of Asia Wealth Group Limited is pleased to notify that the Company's annual general meeting ("AGM") to be held on 26 April 2024 at 10.30 a.m. The AGM is called to formally comply with the requirements of the articles of association and take this opportunity to consult the Shareholders on the Resolutions outlined in the Notice of Annual General Meeting herewith:

2. Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company, not later than 10.30 a.m. on 24 April 2024, being 2 business days before the time appointed for holding the Annual General Meeting. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the Annual General Meeting instead of you or you may appoint the Chairman as your proxy. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

3. Recommendation

The Directors consider all resolutions to be in the best interests of the Company and the Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of all of their own shares.

Yours faithfully,

Richard Cayne,

For and on behalf of the Board
Asia Wealth Group Holdings Limited

APPENDIX I NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Asia Wealth Group Holdings Limited (The "**Company**") will be held at 399 Interchange Building, 23rd Floor, Unit 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok 10110 Thailand, on 26 April 2024 at 10.30 a.m.

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

ORDINARY RESOLUTIONS

- 1 To receive the annual accounts of the Company for the previous financial year ended, 28 February 2023, together with the directors' and auditor's reports thereon.
- 2 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.
- 3 To reappoint Richard Cayne who is retiring by rotation as director of the Company.
- 4 To reappoint Peter Upperton who is retiring by rotation as director of the Company.
- 5 To reappoint John Paul Formichella who is retiring by rotation as director of the Company.
- 6 General power to dis-apply pre-emption rights.

THAT in substitution for any existing authority, the Directors be generally and unconditionally authorised to:

(a) allot for non-cash consideration up to 25,000,000 new ordinary shares of the Company, each of nil par value ('Ordinary Shares'), 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).

(b) allot for cash up to 25,000,000 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).

By order of the Board

Asia Wealth Group Holdings Limited

Craigmuir Chambers
PO Box 71
Road Town, Tortola
VG1110
British Virgin Islands

3 April 2024

Notes:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with 399 Interchange Building, 23rd Floor, Unit 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok 10110 Thailand or by email at richard@mayerjapan.com by not later than 48 hours prior to the time fixed for the AGM.
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 10:30 a.m. on 24 April 2024.
6. As at the close of business on 2 April 2024, the Company's issued share capital comprised 11,433,333 shares of no par value. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 11,433,33.

**APPENDIX II
FORM OF PROXY**

Form of Proxy - Annual General Meeting to be held on at 10.30 a.m. on 26 April 2024

All Named Holders

FORM OF PROXY

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Please complete this box only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Asia Wealth Group Holdings Limited to be held at 399 Interchange Building, 23rd Floor, Unit 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok 10110 Thailand on 26 April 2024 at 10.30 a.m. and at any adjourned meeting.

** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).*

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box

Resolutions

Ordinary Business

For Against Abstain

- 1. Accounts, Directors' Report and Auditor's Report
- 2. Appointment and Remuneration of Auditor
- 3. Reappointment of Richard Cayne
- 4. Reappointment of Peter Upperton
- 5. Reappointment of John Paul Formichella
- 6. General power to dis-apply pre-emption rights

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