



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not resident in the United Kingdom, from another appropriately authorized independent financial adviser in your own jurisdiction. If you have sold or transferred all your ordinary shares in Techfinancials, Inc., you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

TECHFINANCIALS, INC.

(Registered in the British Virgin Islands No. 1535269)
(the "Company")

Directors:

Christopher Bell (Chairman)

Asaf Lahav
Eitan Yanuv

Registered Office:

Craigmuir Chambers, Road Town
Tortola VG1110
British Virgin Islands

March 27, 2018

To the holders of Ordinary Shares

Dear Shareholder

A meeting of shareholders of the Company ("**General Meeting**") is to be held on Thursday, 26 April 2018 at 11 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU. The notice convening the General Meeting is set out at the end of this letter and I am writing to give you more information about the resolution to be considered at the General Meeting.

As announced by TechFinancials on 21 October 2015, the Company entered into a certain Joint Venture Agreement with certain shareholders of OptionFortune Trade Limited (the "**OptionFortune Shareholders**"), and **OptionFortune Trade Limited** ("**OptionFortune**") dated October 20, 2015 (the "**JV Agreement**"), the purpose of which was to form a company under the name of DragonFinancials Ltd. ("**DragonFinancials**"), which was to operate a B2C binary options trading platform focused on the Asia Pacific region. Details of the joint venture can be found at <https://group.techfinancials.com/news/techfinancials-joint-venture/>.

Pursuant to the JV Agreement, the Company may be required to issue shares to the OptionFortune Shareholders, depending on the financial results of DragonFinancials for the years 2016 and 2017.

Based on the audited financial statements of DragonFinancials for the year 2016, the Company issued 3,868,615 shares of the Company to the OptionFortune Shareholders, as consideration for the first measurement payment under the JV Agreement (the "**First Payment Shares**").



Based on the audited financial statements of DragonFinancials for the years 2016 and 2017, DragonFinancials achieved financial results requiring TechFinancials, at the Company's sole discretion, in addition to the issuance of the First Payment Shares, to either: (i) pay USD 4,527,927 (the "**Cash Payment**") to the OptionFortune Shareholders; or (ii) issue 12,406,352 shares of the Company, at a price per share of £0.27, representing following such issuance, 14.60% of the issued share capital of the Company (the "**Second Payment Shares**") to the OptionFortune Shareholders.

Under the Articles of Association of the Company, an issuance of shares exceeding 6% of the issued share capital of the Company in any single transaction is subject to the pre-emptive rights of the shareholders.

The General Meeting will be asked to approve an amendment to the Company's Articles of Association to allow for the issuance the Second Payment Shares, on a non-pre-emptive basis, as consideration to the OptionFortune Shareholders for the second measurement payment under the JV Agreement.

Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the General Meeting. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A form of proxy for use by certificated shareholders at the General Meeting is enclosed. Certificated shareholders are requested to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom, as soon as possible, but in any event no later than 11 a.m. on Tuesday, 24 April 2018. The return of a form of proxy will not preclude a shareholder from attending and voting at the General Meeting if he/she/it so wishes.

The Depository Interests holders (the "**DI Holders**") may only appoint Link IRG Trustees Limited (the "**Depository**") as their proxy. A form of direction for the use by the DI Holders at the General Meeting is enclosed. DI Holders are requested to complete and return the form of direction in accordance with the instructions printed on it so as to arrive at the Company's registrars Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom, as soon as possible, but in any event no later than 11 a.m. Friday, 20 April 2018.

If you are unsure as to whether the form of proxy or the form of direction applies to you, you may contact Mr. Yuval Tovias, Chief Financial Officer of the Company, for further clarifications at the following email address: yuvalt@techfinancials.com.

The Directors consider that the proposed amendment to the Company's Articles of Association is in the best interest of the Company and its shareholders and recommend that the shareholders vote in favour of the resolution, as they wish to have the option to approve the issuance of the Second Payment Shares to the OptionFortune Shareholders immediately following the amendment of the Articles of Association.

Yours sincerely

Christopher Bell 
Independent Non-Executive Chairman



NOTICE OF GENERAL MEETING
TECHFINANCIALS, INC.
(the "Company")

Notice is hereby given that a meeting of shareholders of the Company (the "**General Meeting**") will be held on Thursday, 26 April 2018 at 11 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU.

On the Agenda of the General Meeting is the approval of amended and restated Memorandum and Articles of Association of the Company, which will include a new Regulation 1.4 (f) as follows:

(f) 12,406,352 Shares issued to Shen Chaohui, Ma Liangliang and Ke Endian (together, the "OptionFortune Shareholders") pursuant a certain Joint Venture Agreement by and among (i) the Company; (ii) the OptionFortune Shareholders; and (iii) OptionFortune Trade Limited dated October 20, 2015 (the "JV Agreement"), as consideration for the second measurement payment pursuant to the JV Agreement, provided, however, that such Shares shall not exceed 17.1% of the issued Shares of the Company.

The consolidated version of the Memorandum and Articles of Association of the Company incorporating the above regulation can be found at <https://group.techfinancials.com/constitutional-documents/>.

Registered Office:

Craigmuir Chambers,
Road Town
Tortola
VG1110, British Virgin Islands

By Order of the Board

Asaf Lahav

CEO

March 27, 2018

A handwritten signature in blue ink, appearing to read 'Asaf Lahav', written over the printed name and title.

Notes

1. Only those shareholders entered on the Company's register of members at close of business on Friday, 20th April 2018 shall be entitled to attend and vote at the meeting either in person or by proxy and the number of shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the General Meeting.
2. The quorum for the General Meeting shall be two or more shareholders present in person or by proxy. If within two hours from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the next business day at the same time and place or to such other time and place as the Directors may determine, and if a quorum is not present at any such adjourned meeting, the meeting shall be dissolved.
3. As of 23 March 2018, the Company's total number of shares in issue is 72,549,394 ordinary shares of US\$0.0005 par value each carrying one vote each. Therefore the total voting rights in the Company as of that date were 72,549,394.
4. A copy of this notice and other information can be found at www.techfinancials.com.



Form of Proxy
(FOR THE USE OF CERTIFICATED SHAREHOLDERS ONLY)
TECHFINANCIALS, INC.
 (the "Company")

Form of proxy for completion by certificated shareholders of the Company in respect of the General Meeting to be held on Thursday, 26 April 2018 at 11 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU.

I/We _____
 Please insert full name(s) and address(es) in BLOCK CAPITALS

Of _____

being a Shareholder of the Company hereby appoint **the Chairman of the Meeting or**

 Please insert full name(s) and address(es) in BLOCK CAPITALS

to be my/our proxy to attend, speak and vote for me/us at the meeting of Shareholders to be held on Thursday, 26 April 2018 and at any adjournment thereof.

I/We direct that my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Resolutions	For	Against	Abstain
To approve the adoption of amended and restated Memorandum and Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: _____

Date: _____

Notes

1. A certificated shareholder can appoint the Chairman of the meeting or anyone else to be his/her/it's proxy at the meeting. A proxy need not be a shareholder. To appoint as a proxy a person other than the Chairman of the meeting, it is required to delete the words "the Chairman of the Meeting or" and insert the full name of the proxy preferred and initial the alteration. In case a shareholder appoints as a proxy someone other than the Chairman, the shareholder will be responsible for ensuring that the proxy attends the meeting and is aware of the shareholder's voting intentions. In order for the proxy to make any comments on behalf of the shareholder, the shareholder will need to appoint someone other than the Chairman and give them the relevant instructions directly.
2. Any alterations made to this proxy should be initialed.
3. In the case of a corporation this Form of Proxy should be given under the corporation's Common Seal or under the hand of an officer or attorney of the corporation as duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On lodging this duly signed Form of Proxy with the Company's registrars, you will be deemed to have authorised the person you appointed as your proxy to vote, or to abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed your proxy to abstain from voting on the specified resolution. Your proxy may vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
5. All Forms of Proxy must be signed and, to be effective, must be lodged with the Company's registrars Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, together with the power of attorney or other authority (if any) under which it is signed (or a notarized certified copy of such power of attorney) so as to arrive not later than 11 a.m. on Saturday, 21st April 2018.
6. The return of a completed Form of Proxy will not prevent a shareholder attending the General Meeting and voting in person if he/she/it wishes to do so.



Form of Direction

(FOR THE USE OF DEPOSITORY INTERESTS HOLDERS ONLY)
TECHFINANCIALS, INC.
(the "Company")

Form of Direction for completion by Depository Interests Holders ("DI Holder") representing shares on a 1 for 1 basis in the Company in respect of the General Meeting to be held on Thursday, 26 April 2018 at 11 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU.

I/We _____
Please insert full name(s) and address(es) in BLOCK CAPITALS

Of _____

being a DI Holder of representing shares in the Company hereby appoint Link IRG Trustees Limited ("Depository") to be my/our proxy to attend, speak and vote for me/us at the meeting of shareholders of the Company to be held on Thursday, 26 April 2018 and at any adjournment thereof as indicated by an X in the appropriate boxes below.

Table with 4 columns: Resolutions, For, Against, Abstain. Row 1: To approve the adoption of amended and restated Memorandum and Articles of Association of the Company. [] [] []

Signature: _____

Date: _____

Notes

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom, no later than 11 a.m. on Friday, 20 April 2018.
2. Any alterations made to this Form of Direction should be initialed.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.
5. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
6. DI Holders wishing to attend the meeting should contact the Depository at Link IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or by email to custodymgt@link.co.uk in order to request a letter of representation by no later than 11 a.m. on Friday, 20 April 2018.