

**XPAY FINANCIAL LIMITED**  
(Company Registration Number: 200407031R)  
(Incorporated in the Republic of Singapore)

**MINUTES OF EXTRAORDINARY GENERAL MEETING**

<b>Date</b>	:	Monday, 18 December 2023
<b>Time</b>	:	10.00 a.m.
<b>Venue</b>	:	138 Robinson Road, #30-01 Oxley Tower, Singapore 068906
<b>Present</b>	:	As per Attendance List
<b>Chairman of the Meeting</b>	:	Mr Ching Chiat Kwong (Non-Executive Non-Independent Chairman)

**Opening**

The Chairman welcomed all shareholders attending the Company's Extraordinary General Meeting.

The Chairman introduced the other members of the Board who were present, namely:

- (i) Mr Shawn Ching Wei Hung (Non-Executive Non-Independent Deputy Chairman)
- (ii) Mr Koh Jin Kit (Managing Director)
- (iii) Mr Ng Weng Sui Harry (Non-Executive Non-Independent Director)
- (iv) Mr Chin Chen Keong (Non-Executive Independent Director)
- (v) Mr Yee Kee Shian, Leon (Non-Executive Independent Director)

Mr Kesavan Nair, the Lead Independent Director, was absent with apologies.

**Quorum**

As a quorum was present, the Chairman declared the Meeting open.

**Notice**

The notice convening the Meeting, having been despatched to shareholders, was taken as read.

**Questions**

The Chairman informed that the Company had requested shareholders who wish to ask questions pertaining to the agenda of the Meeting to submit their questions in advance. The Company's responses to questions raised by shareholders have been posted on SGXNet and the Company's corporate website on 12 December 2023.

**Voting by Poll**

The Chairman informed that pursuant to the Company's Constitution, the resolution at the Meeting shall be voted by poll as required by the Catalist Rules.

In.Corp Corporate Services Pte. Ltd. had been appointed as the polling agent and Corporate BackOffice Pte. Ltd. had been appointed as the scrutineer for the poll to be conducted for the Meeting.

Polling would be conducted at the end of the Meeting after any questions on the motion had been addressed and the motion had been proposed and seconded.

Before proposing the motion, the Chairman invited questions in relation to the resolution to be tabled from the members present so that they may all be answered first. No questions were raised at the Meeting.

The Chairman then proceeded with the formal business of the Meeting.

## **Ordinary Resolution**

### **Proposed Change of Auditors**

The following motion was proposed by the Chairman and seconded by Mr Wu Wei (proxy of Mr Chew Keat Yeow (Zhou Jieyao)):

“That:

- (a) Foo Kon Tan LLP, having consented to act, be and are hereby appointed as auditors of the Company in place of KPMG LLP to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be agreed between the Directors and Foo Kon Tan LLP; and
- (b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed change of auditors of the Company and/or this Resolution.”

The motion would be put to vote by poll at the end of the Meeting.

### **Conduct of Poll**

As the motion had been proposed and seconded, the formalities of conducting the poll on the proposed resolution were carried out.

The Meeting was then adjourned at 10.04 a.m. and the voting slips were collected from the shareholders and proxies for counting and verification.

### **Results of Poll**

The Meeting resumed at 10.12 a.m. with the requisite quorum and the Chairman read out the results of the poll as follows:-

For the Ordinary Resolution relating to the proposed change of auditors of the Company, there were 82,524,677 shares voting for the resolution (representing 99.996% of the total votes cast) and 3,500 shares voting against the resolution (representing 0.004% of the total votes cast). By majority, the resolution was declared carried.

## Close of Meeting

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 10.12 a.m..

Confirmed as a True Record

[SIGNED]

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Mr Ching Chiat Kwong  
Chairman of the Meeting

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*