

# MONEYMAX FINANCIAL SERVICES LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200819689Z)

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## PROPOSED PLACEMENT OF UP TO 53,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF MONEYMAX FINANCIAL SERVICES LTD. – ENTRY INTO PLACEMENT AGREEMENT

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### 1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or the “**Directors**”) of MoneyMax Financial Services Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 16 April 2026 entered into a placement agreement with CGS International Securities Singapore Pte. Ltd. (“**CGS SG**”), DBS Bank Ltd. (“**DBS**”) and Oversea-Chinese Banking Corporation Limited (“**OCBC**”, and together with CGS SG and DBS, the “**Joint Bookrunners**” and each, a “**Joint Bookrunner**”) (the “**Placement Agreement**”).
- 1.2 Pursuant to the Placement Agreement, the Company has agreed to offer, by way of placement, and each Joint Bookrunner has severally (and not jointly or jointly and severally) agreed to procure subscribers on a best efforts basis for, an aggregate of up to 53,000,000 fully paid-up new ordinary shares in the capital of the Company (the “**New Shares**”) at a placement price of S\$0.835 (“**Placement Price**”) for each New Share, amounting to an aggregate consideration of up to S\$44,255,000 (the “**Proposed Placement**”).
- 1.3 The Proposed Placement is not underwritten by any Joint Bookrunner and the Joint Bookrunners shall not be obliged to purchase as principal any of the New Shares if all or any part of the New Shares are not purchased by the subscribers for whatever reason.
- 1.4 The Proposed Placement will be undertaken in reliance of the safe harbour exemptions under Section 274 (offer made to institutional investors) and/or Section 275 (offer made to accredited investors and certain other persons) of the Securities and Futures Act 2001 of Singapore.

### 2. THE PROPOSED PLACEMENT

#### 2.1 The New Shares

- 2.1.1 As at the date of this announcement, the New Shares represent approximately 6.0% of the existing issued and paid-up share capital of the Company comprising 884,499,998 fully paid-up ordinary shares (“**Shares**”) and will represent approximately 5.7% of the enlarged issued and paid-up share capital of the Company of 937,499,998 Shares (assuming that the maximum number of 53,000,000 New Shares have been placed and there are no changes to the number of Shares from the date of this announcement to the date of Completion (as defined below) (the “**Completion Date**”). As at the date of this announcement, the Company does not have any treasury shares, subsidiary holdings or outstanding convertible securities.
- 2.1.2 The New Shares will be issued and allotted to the subscribers freely transferable in Singapore, free and clear of any pledge, lien, charge security interest, encumbrance, claim, equitable interest or other third party right whatsoever and shall rank *pari passu* in all respects with the Shares as at the date of issue of the New Shares, save for any rights, benefits, dividends and entitlements, the record date for which is prior to the date of issue of the New Shares.
- 2.1.3 The New Shares will not be placed to any person who is a Director or a substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) (unless such persons fall within the exemptions set out in Rule 812(2) or Rule 812(3) of the Catalist Rules and/or otherwise agreed to by the SGX-ST pursuant to Rule 812(4) of the Catalist

Rules) and interested persons as defined in Chapter 9 of the Catalist Rules. The Joint Bookrunners will also not offer the New Shares for sale to, or procure subscriptions of or make an invitation for the New Shares to or by any end-pee(s) who, and where applicable, whose respective directors and substantial shareholders, have any connections (including any business relationship) with the Company, any of its Directors and/or any of its substantial shareholders unless otherwise notified by the Joint Bookrunners to the Company, and to the extent there are any such connections, the Joint Bookrunners will notify the Company so that the Company may make relevant disclosure(s) by way of announcement upon the completion of the Proposed Placement.

2.1.4 The subscription of the New Shares will not result in the transfer of a “controlling interest” (as defined in the Catalist Rules) in the Company.

2.2 The Placement Price of S\$0.835 per New Share represents a discount of approximately 3.1% to the volume weighted average price of S\$0.862 for trades done on the SGX-ST on 15 April 2026, being the last full market day on which the Shares were traded prior to the trading halt called by the Company on 16 April 2026 and up to the execution of the Placement Agreement.

### **3. SALIENT TERMS OF THE PLACEMENT AGREEMENT**

#### **3.1 Commission**

3.1.1 Pursuant to the Placement Agreement, the Company has agreed to pay the Joint Bookrunners a placement commission equal to 1.5% of the Placement Price multiplied by the total number of New Shares which the Joint Bookrunners have successfully procured subscribers for.

3.1.2 In addition to the above commission, the Joint Bookrunners may charge and retain any brokerage or other similar fees it may receive from the subscribers whom the Joint Bookrunners have procured subscriptions for the New Shares. For the avoidance of doubt, no brokerage or fees will be charged to or paid by the Company.

3.1.3 In the event the Placement Agreement is terminated after the performance of obligations by the Joint Bookrunners to, *inter alia*, use its best efforts to procure subscriptions for the New Shares at the Placement Price, and such termination occurs pursuant to a breach by the Company of any of the representations, warranties and undertakings in the Placement Agreement which breach cannot be resolved in a manner that is satisfactory to the Joint Bookrunners prior to the Completion Date such that the Proposed Placement does not proceed, the Joint Bookrunners shall still be entitled to (i) a commission equal to 1.5% of the Placement Price for the total number of New Shares, (ii) the reimbursement of costs and expenses pursuant to the terms and conditions of the Placement Agreement; and (iii) any goods and services tax thereon.

#### **3.2 Completion**

Completion of the Proposed Placement (“**Completion**”) shall, subject to the terms and conditions of the Placement Agreement and, *inter alia*, the satisfaction of the Conditions (as defined below) including the receipt of the LQN (as defined below), take place on the completion of the subscription for, issue and crediting of the New Shares. The New Shares are expected to be listed on the Catalist of the SGX-ST no later than 27 April 2026 (or such other date as the Company and the Joint Bookrunners may mutually agree).

#### **3.3 Conditions**

Completion of the Proposed Placement pursuant to the Placement Agreement is conditional upon, among others, the following conditions (“**Conditions**”):

- 3.3.1 there having occurred, as at the Completion Date, no event making any of the representations and warranties of the Company made to the Joint Bookrunners untrue or incorrect as though they had been given and made on each date up to and including the Completion Date and the Company having performed all its obligations to be performed under the Placement Agreement on or before the Completion Date;
- 3.3.2 the receipt of the approval of the SGX-ST for the listing and quotation of the New Shares on the Catalist of the SGX-ST (the “**LQN**”) and remaining in full force and effect, and there not having occurred any withdrawal of such approval or any event or condition that would prevent commencement of trading of the New Shares and, where such approval is subject to conditions, such conditions being acceptable to the Joint Bookrunners and to the extent that any conditions for the listing and quotation of the New Shares on the SGX-ST are required to be fulfilled on or before the Completion Date, they are so fulfilled;
- 3.3.3 the transactions contemplated by the Placement Agreement not being prohibited by law or regulation or interpretation thereof (including without limitation, any statute, order, rule, regulation, request, judgement or directive promulgated or issued by any legislative, executive, judicial or regulatory body or authority (including without limitation, the Monetary Authority of Singapore (“**MAS**”) and the SGX-ST)) in Singapore or any other jurisdiction which is applicable to the Company or the Joint Bookrunners;
- 3.3.4 subsequent to the execution and delivery of the Placement Agreement, there shall not have occurred any event which would result in the Joint Bookrunners becoming aware of information which in the opinion of the Joint Bookrunners would have resulted in the Joint Bookrunners acting in contravention of any directives, guidelines, requirements, statutes or regulations; and
- 3.3.5 the Company providing the Joint Bookrunners with a certified true copy of the board resolution approving its entry into the Placement Agreement and the allotment and issuance of the New Shares.
- 3.4 The Company undertakes to use all best efforts to procure the fulfilment of the conditions as set out in the Placement Agreement (including but not limited to the conditions set out in paragraph 3.3 above) and to notify the Joint Bookrunners in writing promptly after becoming aware of the potential non-fulfilment of any of the relevant conditions set out in the Placement Agreement, any breach of the Company’s obligations under the Placement Agreement or any matter which would allow the Joint Bookrunners to terminate the Placement Agreement in accordance with the termination provisions therein.
- 3.5 The Joint Bookrunners may, at their discretion and upon such terms as they think fit, waive compliance with any of the conditions set out in paragraph 3.3 above and in the Placement Agreement provided always that any such waiver as aforesaid shall be without prejudice to the Joint Bookrunners’ right to elect to treat any further or other breach, failure or event as releasing and discharging the Joint Bookrunners from their obligations to procure subscriptions for or place out, as applicable, the New Shares on the Completion Date or right to terminate the Placement Agreement in accordance with the termination provisions therein.
- 3.6 If any of the conditions or any part thereof specified in the Placement Agreement shall not have been fulfilled and the Joint Bookrunners elect not to provide a waiver, the Placement Agreement shall terminate with effect from such date and such termination shall be without liability of any party to any other party except as provided in the Placement Agreement.
- 3.7 **Moratorium**

In connection with the Proposed Placement, the Company has provided the Joint Bookrunners with an undertaking that it will not, without the prior written consent of the Joint Bookrunners, directly or indirectly:

- (a) offer, issue, contract to issue, grant any option to purchase any Shares (or any securities convertible into or exchangeable for Shares or which carry rights to subscribe for Shares);
- (b) enter into a transaction (including a derivative transaction) with a similar economic effect to the foregoing; or
- (c) publicly announce any intention to do any of the above,

from the date hereof until the date falling 90 calendar days after the Completion Date, other than as required by applicable laws and regulations. For the avoidance of doubt, the restrictions set out above shall not apply to the New Shares to be offered under the Proposed Placement and the new Shares to be allotted and issued pursuant to (i) the Company's scrip dividend scheme in respect of the first and final dividend of 1.50 Singapore cent per Share and the special dividend of 0.50 Singapore cent per Share for the financial year ended 31 December 2025 and/or (ii) the Company's employee performance share plan, provided in each of (i) and (ii) that prior written notification of the allotment and issuance of such new Shares has been provided to the Joint Bookrunners.

#### 4. RATIONALE OF THE PROPOSED PLACEMENT AND USE OF PROCEEDS

##### 4.1 Rationale

4.1.1 The Company had at the extraordinary general meeting ("**EGM**") convened on 19 March 2026, obtained the approval of the shareholders of the Company ("**Shareholders**") for the proposed transfer of the listing of the Company from Catalyst to the Main Board of the SGX-ST ("**Proposed Listing Transfer**"). In connection with the Proposed Listing Transfer, the Company will be required to satisfy the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board listing rules of the SGX-ST (the "**Main Board Rules**") in relation to the proportion of the Company's share capital held by public Shareholders and accordingly, is undertaking the Proposed Placement to satisfy this requirement.

4.1.2 Based on the Company's market capitalisation of approximately S\$747.4 million as at the date of this announcement, as required under Rule 210(1)(a) of the Main Board Rules, at least 15% of the Company's issued share capital is required to be held in public hands.

4.1.3 In addition, the Company plans to take this opportunity through the Proposed Placement to further enlarge its capital base and strengthen its balance sheet.

4.1.4 Assuming the maximum 53,000,000 New Shares are allotted and issued pursuant to the Proposed Placement to public Shareholders, approximately 16.9% of the total issued Shares will be held in the hands of the public. Accordingly, the Company will comply with the requirements under Rule 210(1)(a) of the Main Board Rules of having at least 15% of the Company's issued share capital held by public Shareholders assuming the maximum 53,000,000 New Shares are allotted and issued pursuant to the Proposed Placement.

##### 4.2 Use of Proceeds

4.2.1 The estimated net proceeds from the Proposed Placement after deducting any commissions, professional fees and miscellaneous expenses (including out-of-pocket expenses payable by the Company in relation to the Proposed Placement) of approximately S\$0.9 million, is approximately S\$43.4 million (the "**Net Proceeds**"). The Company intends to utilise 100% of the Net Proceeds for the Group's general working capital purposes, particularly to support the growth of its pawnbroking portfolio and purchases of retail inventory.

4.2.2 Pending the deployment of the Net Proceeds as aforesaid, the Net Proceeds may be used to repay short-term revolving loans and overdraft facilities and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company.

4.2.3 The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where the Net Proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on the use of the Net Proceeds. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in its annual report.

#### 4.3 **Confirmation by the Directors**

4.3.1 The Directors are of the opinion that, as at the date of this announcement, after taking into consideration:

- (a) the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the present bank facilities available to the Group and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

4.3.2 Notwithstanding the above and as set out in paragraph 4.1 above, the Company is undertaking the Proposed Placement to satisfy the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board Rules for purposes of the Proposed Listing Transfer.

### 5. **MANDATE FOR THE ISSUANCE OF THE NEW SHARES**

5.1 The New Shares will be allotted and issued pursuant to the specific mandate (the "**Specific Mandate**") granted by the Shareholders at the EGM.

5.2 The Specific Mandate grants authority to the Directors to, *inter alia*, allot and issue up to 88,500,000 New Shares for purposes of complying with the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board Rules in relation to the proportion of the Company's share capital held by public Shareholders, provided that the Placement Price shall not be a price that is more than a 10.0% discount to the weighted average price for trades of the Shares done on the SGX-ST for the full market day on which the Placement Agreement is signed. If trading in the Shares is not available for a full market day, the weighted average price will be based on trades done on the preceding market day up to the time the Placement Agreement is signed.

### 6. **ELIGIBILITY TO PARTICIPATE IN THE PRIVATE PLACEMENT**

6.1 The offer of the New Shares will be made to eligible institutional, accredited and other investors. The New Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with applicable state or local securities law. Accordingly, the New Shares are being offered and sold outside the United States in "offshore transactions" as defined in, and in accordance with Regulation S.

6.2 The Company, along with the Joint Bookrunners, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

- 6.3 No prospectus or other offering document has been or will be registered with the Securities Commission of Malaysia in connection with the New Shares. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Malaysia except pursuant to an exemption under the Capital Markets and Services Act 2007, including to “sophisticated investors” as specified in the Guidelines on Categories of Sophisticated Investors issued by the Securities Commission of Malaysia, or pursuant to any other applicable exemption.

## **7. ADDITIONAL LISTING APPLICATION**

The Company will be making an application to the SGX-ST, through its sponsor, United Overseas Bank Limited, for the dealing in, listing of and quotation of the New Shares on the Catalist and will make the necessary announcement(s) upon receipt of the listing and quotation notice from SGX-ST.

## **8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial Shareholders or any of their respective associates has any interest, direct or indirect, in the Proposed Placement, other than through their respective shareholding interests in the Company (if any).

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the Placement Agreement will be available for inspection during normal business hours at the registered office of the Company at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 for a period of three (3) months commencing from the date of this announcement.

## **10. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

## **11. FURTHER ANNOUNCEMENTS**

The Company will continue to keep Shareholders updated and will make the necessary announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

## **12. CAUTIONARY STATEMENT**

Shareholders and potential investors should note that the Proposed Placement is subject to the fulfilment of, *inter alia*, the Conditions set out under the Placement Agreement, and accordingly, should exercise caution when trading in the Shares. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

## **BY ORDER OF THE BOARD**

Dato' Sri Dr. Lim Yong Guan  
Executive Chairman and Chief Executive Officer  
16 April 2026

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*This announcement has been prepared by the Company and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with Rules 226(2)(b) and 753(2) of the Catalist Rules. This announcement has not been examined or approved by the SGX-ST. 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 Mr Lim Hoon Khiat, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*

## **IMPORTANT NOTICE**

This announcement is for information purposes only and does not constitute an offering document for any securities in the Company and nothing herein constitutes or forms the basis of: (a) an offer, solicitation, recommendation or invitation for the sale or purchase of securities or of any of the assets, business or undertakings of the Company; or (b) any contract between the Company or any underwriter or placement agent on any of their behalf and any prospective investor.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, Hong Kong and Malaysia and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with applicable state or local securities laws. Accordingly, the securities referred to herein are being offered and sold outside the United States in "offshore transactions" as defined in, and in accordance with Regulation S.

Notification under Section 309B of the Securities and Futures Act 2001 of Singapore: The New Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).