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

ENTRY INTO A CONVERTIBLE LOAN AGREEMENT
- RECEIPT OF WHITEWASH WAIVER FROM THE SECURITIES INDUSTRY COUNCIL

Unless otherwise defined, all terms and references used in this announcement shall bear the same meanings ascribed to them in the Announcement (as defined herein).

1. INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of OxPay Financial Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 23 June 2024 (the "**Announcement**") wherein the Company informed that it had entered into a Convertible Loan Agreement with the Lender pursuant to which the Lender agreed to grant to the Company the Convertible Loan Facility.

2. RECEIPT OF WHITEWASH WAIVER FROM THE SECURITIES INDUSTRY COUNCIL

In connection with the Convertible Loan Facility, the allotment and issue of the Conversion Shares to the Lender may result in an obligation on the part of the Controlling Shareholder and the Lender (together, the "**Potential Offeror**") to make a mandatory general offer for the Shares not held by the Controlling Shareholder and/or his concert parties under Rule 14 of the Takeover Code. In this regard, the Company had sought the ruling of the Securities Industry Council ("**SIC**") that the Potential Offeror and parties acting in concert with the Potential Offeror will not be required to make a mandatory general offer to the Shareholders under Rule 14 of the Takeover Code as a result of the subscription by the Lender of the Conversion Shares and the issue of the Conversion Shares to the Lender (the "**Whitewash Waiver**").

The Company wishes to announce that the SIC has on 23 August 2024 granted the Whitewash Waiver, subject to the following conditions:

(a) a majority of holders of voting rights of the Company approve at a general meeting, before the subscription by and issue to the Lender of the Conversion Shares (the "**Proposed Transaction**"), a resolution (the "**Whitewash Resolution**") by way of a poll to waive their rights to receive a mandatory general offer from the Lender;

(b) the Whitewash Resolution is separate from other resolutions;

(c) the Lender and its respective concert parties, as well as parties not independent of them abstain from voting on the Whitewash Resolution;

(d) the Lender and its respective concert parties did not acquire or is not to acquire any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the Company's circular to Shareholders (the "**Circular**") in relation to the Proposed Transaction):

(i) during the period between the date the Company makes an announcement on the Proposed Transaction (the "**Announcement Date**") and the date independent Shareholders' approval is obtained for the Whitewash Resolution; and

(ii) in the six months prior to the Announcement Date but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors of the Company in relation to the Proposed Transaction;

(e) the Company appoints an independent financial adviser to advise the independent Shareholders on the Whitewash Resolution;

(f) the Company sets out clearly in the Circular:

(i) details of the maximum number of Conversion Shares that may be issued to the Lender and the Proposed Transaction;

(ii) the dilution effect to existing holders of voting rights upon the issue of the Conversion Shares;

(iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares held by the Lender and its respective concert parties as at the latest practicable date;

(iv) the number and percentage of voting rights to be acquired by the Lender and its respective concert parties as a result of the Lender's subscription of the Conversion Shares under the Proposed Transaction;

(v) specific and prominent reference to the fact that Shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Lender and its respective concert parties at the highest price paid by any of them for the Shares in the six months preceding the Announcement Date; and

(vi) specific and prominent reference to the possibility that Shareholders by voting for the Whitewash Resolution, could be forgoing the opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the Convertible Loan Facility;

(g) the Circular stating that the Whitewash Waiver granted by the SIC to the Lender from the requirement to make a general offer under Rule 14 of the Takeover Code is subject to the conditions stated at (a) to (f) above;

(h) the Company obtains the SIC's approval in advance for those parts of the Circular that refer to the Whitewash Resolution; and

(i) to rely on the Whitewash Resolution, the approval of the Whitewash Resolution must be obtained within three months of the date of the letter received from the SIC for the Whitewash Waiver, the issue of the Convertible Loan Facility must be completed within three months of the approval of the Whitewash Resolution and the subscription of the Conversion Shares by the Lender under the Proposed Transaction, must be completed within five years of the issue of the Convertible Loan Facility.

The Circular, together with the notice of EGM, as well as the opinion and recommendation of the independent financial adviser will be despatched to Shareholders and announced on SGXNet in due course.

3. CAUTIONARY STATEMENT

The Board would like to advise Shareholders that although the Whitewash Waiver has been obtained, subject to the conditions stipulated above, the grant of the Convertible Loan Facility is

subject to other conditions being fulfilled and there is no certainty as at the date hereof that the Convertible Loan Facility will be granted or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. When in doubt as to the action they should take, Shareholders and potential investors of the Company should consult their financial, tax or other advisers.

By Order of the Board

Yick Li Tsin
Executive Director and Chief Executive Officer
26 August 2024

---

*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.