



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of OxPay Financial Limited (the “Company”) will be held at 138 Robinson Road, #30-01 Oxley Tower, Singapore 068906 on Monday, 18 December 2023 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution as set out below.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 1 December 2023 (the “Circular”).

PROPOSED CHANGE OF AUDITORS

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.

[see Explanatory Notes]

By Order of the Board

Vincent Lim/Wee Mae Ann
Company Secretaries

Singapore
1 December 2023

Explanatory Notes:

In accordance with Rule 712(3) of the Catalist Rules, the Audit Committee and the Board confirm that:

- (a) the outgoing Auditors, KPMG LLP (“KPMG”), have confirmed to Foo Kon Tan LLP (“FKT”), via its professional clearance letter dated 20 November 2023, that they are not aware of any professional reasons why FKT should not accept the appointment as Auditors of the Company;
- (b) there were no disagreements with KPMG on accounting treatments within the last 12 months prior to the effective date of KPMG’s resignation;
- (c) the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders or creditors of the Group, which has not been disclosed in the Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Paragraph 2.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of KPMG, or KPMG declining to continue to serve as Auditors of the Company, or was KPMG dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of FKT as its new Auditors.

Notes:

1. Members of the Company are invited to attend the EGM in person. There will be no option for members to participate by electronic means.
2. Unless otherwise permitted under the Companies Act 1967 of Singapore (the “Companies Act”), a member of the Company entitled to attend, speak and vote at the EGM may appoint not more than two proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.
3. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
4. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
5. If the member is a corporation, the Proxy Form must be executed under its common seal or signed by its duly authorised officer or attorney.
6. The duly completed and executed Proxy Form must be submitted:
 - (a) personally or by post to the office of the Company’s Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by electronic mail to shareregistry@incorp.asia,in either case, to be received not less than 72 hours before the time appointed for holding the EGM, failing which the Proxy Form will be treated as invalid.
7. Where members appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
8. An investor who buys shares using SRS monies (“SRS Investor”) (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the SRS Investors shall be precluded from attending the EGM. SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective agent banks or SRS operators to submit their votes by 5.30 p.m. on 6 December 2023.
9. In addition to asking questions during the EGM proceedings, members can submit questions relating to the resolution to be tabled for approval at the EGM, in the following manner:
 - (a) personally or by post to the office of the Company’s Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by electronic mail to shareregistry@incorp.asia,in either case, so that they are received no later than 5.00 p.m. on 10 December 2023.

When the questions are submitted, the member’s full name, identification/registration number and manner in which shares are held must be included for verification purposes, failing which the submission will be treated as invalid.
10. SRS Investors should contact their SRS Approved Nominees to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
11. The Company will address substantial and relevant questions relating to the resolution to be tabled for approval at the EGM at least 48 hours before the closing date and time for the lodgement of Proxy Forms for the EGM. The Company will publish the response to the questions on SGXNet and the Company’s website. After the cut-off time for submission of questions, if there are substantial and relevant questions received, the Board may address them at the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), and (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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

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.