

XPAY FINANCIAL LIMITED ANNUAL GENERAL MEETING PROXY FORM

(Company Registration No. 200407031R)
(Incorporated in the Republic of Singapore)

IMPORTANT

- The Annual General Meeting of the Company ("AGM" or the "Meeting") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Annual Report 2022, together with the Notice of AGM and the accompanying Proxy Form, will not be sent to members. Instead, the Annual Report 2022, together with the Notice of AGM and the accompanying Proxy Form, will be sent to members by electronic means via publication on SGXNet and on the Company's website at <http://oxpayfinancial.com>.
- Members will not be allowed to attend the AGM in person. Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may cast their votes remotely in real-time during the AGM or appoint proxies to vote on their behalf remotely in real-time during the AGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.
- Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore ("Companies Act")) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including SRS Operators) to submit their instructions by **10 April 2023**, to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than **10.00 a.m. on 17 April 2023**.

I/We _____ (Name) _____ (NRIC/Passport/Registration Number)
of _____ (Address)
being a member/members of **XPAY FINANCIAL LIMITED** (the "Company") hereby appoint:

Name	Address	NRIC/ Passport Number	Email Address	Proportion of Shareholdings (%)

and/or (deleted as appropriate)

Name	Address	NRIC/ Passport Number	Email Address	Proportion of Shareholdings (%)

or failing the person or both of the persons above, the Chairman of the Meeting, as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf, at the AGM to be held by electronic means on Thursday, 20 April 2023 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the AGM or to abstain voting, as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof except that where the Chairman of the Meeting is appointed as proxy and no specific directions as to voting is given in respect of a resolution, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. The resolutions put to vote at the AGM shall be decided by poll.

No.	Resolution relating to:-	For	Against	Abstain
	Ordinary Business			
1.	Adoption of the audited financial statements of the Company for the financial year ended 31 December 2022, together with the Directors' Statement and Independent Auditors' Report			
2.	Re-election of Mr Shawn Ching Wei Hung as a director of the Company ("Director")			
3.	Re-election of Mr Ng Weng Sui Harry as a Director			
4.	Re-election of Mr Koh Jin Kit as a Director			
5.	Re-election of Mr Chin Chen Keong as a Director			
6.	Payment of Directors' fees of up to \$240,000 for the financial year ending 31 December 2023			
7.	Re-appointment of KPMG LLP as the Company's independent auditors and authority to the Directors to fix their remuneration			
	Special Business			
8.	Authority to allot and issue shares			
9.	Authority to allot and issue shares under the OxPay Performance Share Plan			
10.	Authority to allot and issue shares under the OxPay Employee Share Option Scheme			

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against or to abstain in respect of the resolution as set out in the Notice of the AGM. Alternatively, if you wish to exercise your votes for and/or against the resolution and/or to abstain, please indicate the number of shares in the respective spaces provided.)

Dated this _____ day of _____ 2023

Total number of shares held:	
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Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:-

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.
2. Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may cast their votes remotely in real-time during the AGM or appoint proxies to vote on their behalf remotely in real-time during the AGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.
3. Unless otherwise permitted under the Companies Act, a member of the Company entitled to attend, speak and vote at the AGM may appoint not more than two proxies to attend, speak and vote instead of him. A proxy (including the Chairman of the Meeting as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in 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. Where a member appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in this proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including SRS Operators) to submit their instructions by **10 April 2023**, to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than **10.00 a.m. on 17 April 2023**.
6. A member (whether individual or corporate) who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the Meeting as proxy) must first download, complete and sign this proxy form, before submitting it:
 - (a) by post to the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by email to shareregistry@incorp.asia,in either case, to be received no later than **10.00 a.m. on 17 April 2023** (being 72 hours before the time appointed for holding the AGM), failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.
7. This proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.
8. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
9. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 April 2023.