



OXPAY FINANCIAL LIMITED

(Company Registration Number: 200407031R)

(Incorporated in the Republic of Singapore)

NON-BINDING TERM SHEET IN RELATION TO PROPOSED INVESTMENT IN PT DINERS PAYMENT INDONESIA

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of OxPay Financial Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform shareholders that the Company has today signed a non-binding Summary of Key Terms (the “**Term Sheet**”) with PT Diners Payment Indonesia (“**PT DPI**”) and its existing shareholders (the “**Founders**”) in relation to the proposed investment by the Company or its affiliate (the “**Investor**”) in PT DPI (the “**Proposed Investment**”).

2. BRIEF INFORMATION ON THE PROPOSED INVESTMENT

PT DPI is a company organised under the laws of Indonesia and mainly engaged in being the agency for Discover and Diners Club network in Indonesia, and merchant acquiring payment processing businesses. It is in the process of acquiring the requisite payment processing licence, credit and charge card issuing and acquiring licence and all other relevant licences to conduct its business from the Indonesian government and relevant government agencies.

The Term Sheet states that the Investor shall invest US\$1.08 million for a 45% interest in the enlarged share capital of PT DPI and the investment amount shall be paid partly in cash and partly in shares of the Company. The Proposed Investment is subject to, amongst others, the execution of mutually acceptable definitive agreements and due diligence review results being satisfactory to the Investor in its absolute discretion.

3. EXCLUSIVITY PERIOD

Under the Term Sheet, the Investor shall be granted a period of three months or any such longer period as mutually agreed (the “**Exclusivity Period**”) to perform the due diligence, and to negotiate the definitive agreements for the Proposed Investment. During the Exclusivity Period, PT DPI and the Founders shall not solicit or initiate or enter into any negotiations or discussions with any other party for any investment in PT DPI or the acquisition of any interest in PT DPI unless the Investor concludes, at any time within the Exclusivity Period, that it no longer desires to pursue negotiations for the Proposed Investment with PT DPI and the Founders and notifies them accordingly.

4. NON-BINDING EFFECT

Except for certain provisions relating to exclusivity and confidentiality, amongst others, the Term Sheet is not intended to be legally binding and no legal obligations, commitments or liabilities on the part of any person shall be created thereby or arise thereunder.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

In connection with the Proposed Investment, PT DPI will grant an option to Ox Capital Pte. Ltd., a company owned equally by Ching Chiat Kwong (the Non-Executive Non-Independent Chairman of the Company) and Shawn Ching Wei Hung (the Non-Executive Non-Independent Deputy Chairman of the Company), to subscribe for such number of new shares of PT DPI that will constitute 5% of the enlarged share capital of PT DPI, following the issue of such new shares as well as the completion of the Proposed Investment by the Investor, at an aggregate price of US\$120,000 (the “**Call Option**”). The Call Option shall be exercisable from the date of its grant up to two years thereafter or when PT DPI has successfully obtained its payment licence from Bank Indonesia, whichever is later.

Save as disclosed above, none of the Directors or controlling shareholders of the Company and their respective associates (other than in his capacity as Director or shareholder of the Company) has any interest, direct or indirect, in the Proposed Investment.

The Group has appointed one of the Founders, Yick Li Tsin, as the Chief Operating Officer of OxPay SG Pte. Ltd., a wholly-owned subsidiary of the Group, and as an Executive Officer of the Group. Mr Yick currently holds a 43.5% interest in PT DPI. An announcement of his appointment will be made under the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”). Save as aforesaid, the Founders are not related to the Company, the Group, the Directors or controlling shareholders of the Company and their respective associates.

6. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements with the requisite information in compliance with the Catalist Rules upon the signing of the definitive agreement(s) relating to the Proposed Investment and/or when there are material developments relating to the Proposed Investment or any other transaction contemplated under the Term Sheet, as well as seek the approval of shareholders of the Company where required.

7. CAUTIONARY NOTE

Shareholders and potential investors of the Company's shares should note that there is no certainty or assurance that the Proposed Investment will be completed or will proceed at all as the Term Sheet is not legally binding. Shareholders and potential investors of the Company's shares are advised to exercise caution when dealing or trading in the Company's shares. In case of any doubt as to the action that they should take, shareholders and potential investors of the Company's shares should consult their financial, tax, legal or other professional advisors.

By Order of the Board

Koh Jin Kit

Managing Director

9 November 2023

*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.