

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM” or the “Meeting”) of MoneyMax Financial Services Ltd. (the “Company”) will be held at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on Thursday, 27 April 2023 at 10.00 a.m. (Singapore time) to transact the following business:

### **ORDINARY BUSINESS**

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|----|--|--------------|
| 1. | To receive and adopt the directors’ statement and the audited financial statements of the Company for the financial year ended 31 December 2022 (“FY2022”) together with the independent auditor’s report thereon. | Resolution 1 |
| 2. | To declare a final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share (“Share”) for FY2022.   | Resolution 2 |
| 3. | To re-elect Dato’ Sri Dr. Lim Yong Guan, who is retiring pursuant to Regulation 89 of the constitution of the Company (“Constitution”), as a director of the Company (“Director”).                                 | Resolution 3 |
|    | <i>[See Explanatory Note (i)]</i>  |              |
| 4. | To re-elect Mr. Foo Say Tun, who is retiring pursuant to Regulation 89 of the Constitution, as a Director.   | Resolution 4 |
|    | <i>[See Explanatory Note (ii)]</i>   |              |
| 5. | To approve the Directors’ fees of S\$205,000 for the financial year ending 31 December 2023, payable quarterly in arrears.   | Resolution 5 |
| 6. | To re-appoint Messrs RSM Chio Lim LLP as the independent auditor of the Company and to authorise the Directors to fix their remuneration.  | Resolution 6 |

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without amendments:

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| 7. | <b>Authority to allot and issue Shares</b>   | Resolution 7 |
|    | <p>That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”), the Directors be authorised and empowered to:</p>                                       |              |
|    | (a) (i) allot and issue Shares whether by way of rights, bonus or otherwise; and/or  |              |
|    | (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, |              |
|    | at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and   |              |
|    | (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,  |              |

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (“Shareholders”) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of Shares;and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Catalist Rules;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (iii)]*

8. **Authority to grant awards and to allot and issue Shares under the MoneyMax Performance Share Plan**

Resolution 8

That pursuant to Section 161 of the Companies Act 1967, approval be and is hereby given to the Directors to:

- (a) offer and grant awards in accordance with the provisions of the MoneyMax Performance Share Plan (“Plan”); and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time;

and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the expiry of the Plan, the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (iv)]*

9. **Proposed Adoption of the IPT General Mandate**

Resolution 9

That:

- (a) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given for the Company, its subsidiaries and associated companies which are considered to be "entities at risk" (as defined in the Catalist Rules) to enter into the Mandated IPTs (as defined in the Company's letter to Shareholders dated 12 April 2023 (the "**Letter**")) with any of the Mandated Interested Persons (as defined in the Letter) provided that such transactions are on normal commercial terms and in accordance with the review procedures set out in the Letter;
- (b) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time;
- (c) unless revoked or varied by the Shareholders in a general meeting, the authority conferred by this Resolution shall continue to be in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

*[See Explanatory Note (v)]*

10. To transact any other business which may be properly transacted at an AGM.

**Explanatory Notes:**

- (i) Dato' Sri Dr. Lim Yong Guan will, upon re-election as a Director, remain as the Executive Chairman and CEO of the Company. Information on Dato' Sri Dr. Lim Yong Guan as required under Rule 720(5) of the Catalist Rules can be found under the section entitled "Corporate Governance Report" in the Company's annual report for FY2022.
- (ii) Mr. Foo Say Tun will, upon re-election as a Director, remain as the Chairman of the Remuneration Committee of the Company and a member of the Nominating Committee and the Audit Committee of the Company. Mr. Foo Say Tun will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Information on Mr. Foo Say Tun as required under Rule 720(5) of the Catalist Rules can be found under the section entitled "Corporate Governance Report" in the Company's annual report for FY2022.
- (iii) The proposed Resolution 7, if passed, will empower the Directors, from the date of the AGM of the Company until the date the next AGM of the Company is held or is required by law to be held, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution. For the allotment and issue of Shares and convertible securities other than on a pro-rata basis to all Shareholders, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.
- (iv) The proposed Resolution 8, if passed, will empower the Directors to offer and grant awards and to issue and allot Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- (v) The proposed Resolution 9 relates to the proposed adoption of a mandate allowing the Company, its subsidiaries and its associated companies to enter into certain interested person transactions with certain interested persons, each as defined in the Catalist Rules. Please refer to the Letter for further details.

## NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that, subject to Shareholders' approval for the proposed final one-tier tax exempt dividend of 1.0 Singapore cent per Share for FY2022 ("**Final Dividend**") at the forthcoming AGM of the Company to be held on 27 April 2023, the Share Transfer Books and Register of Members of the Company will be closed on 18 May 2023 for the purpose of determining members' entitlements to the Final Dividend.

Duly completed registrable transfers in respect of the Shares received up to the close of business at 5.00 p.m. on 17 May 2023 by the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, will be registered to determine members' entitlements to the Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 17 May 2023 will be entitled to the Final Dividend.

The Final Dividend, if approved by Shareholders at the forthcoming AGM of the Company, will be paid on 25 May 2023.

### By Order of the Board

GOH HOI LAI  
Company Secretary

Date: 12 April 2023

### Notes:

1. The AGM will be held, in a **wholly physical format**, at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on Thursday, 27 April 2023 at 10.00 a.m. There will be no option for Shareholders to participate virtually.
2. This Notice of AGM and accompanying proxy form, the Company's annual report for FY2022 and the Letter have been published and may be accessed at the Company's website at <https://moneymax.com.sg/annual-general-meeting-fy2022/> and the SGX-ST's website at <http://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM and the accompanying proxy form, the Company's annual report for FY2022 and the Letter will not be sent to members.
3. Arrangements relating to attendance at the AGM by Shareholders, including CPF and SRS investors, submission of questions to the Chairman of the Meeting by Shareholders, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by Shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the **Appendix** to this Notice of AGM.
4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/ her/ its proxy, but this is not mandatory. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 24 April 2023.

5. A proxy need not be a member of the Company.

6. The instrument appointing a proxy(ies), duly executed in accordance with the instructions on the proxy form, must be submitted to the Company in the following manner:
- (a) via email to [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - (b) by post to the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

in either case, by 10.00 a.m. on 24 April 2023, being no later than 72 hours before the time set for the AGM.

Members are strongly encouraged to submit completed proxy forms electronically via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) to ensure that they are received by the Company by the stipulated deadline.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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**"), (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.

## APPENDIX

### Steps for registration, submission of questions and voting at the AGM

No.	Steps	Details
1.	<b>Register in person to attend the AGM</b>	<p><b>Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can attend the AGM in person.</b></p> <p>To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence at 9.00 a.m. on that day. Please bring along your NRIC/passport to enable the Company to verify your identity.</p> <p>Shareholders are advised not to attend the AGM if they are feeling unwell.</p>
2.	<b>Submit questions in advance of, or at, the AGM</b>	<p><b>Shareholders, including CPF and SRS investors, can submit questions in advance of, or at, the AGM.</b></p> <p><b>Submission of substantial and relevant questions in advance of the AGM.</b> Shareholders can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) via email to the Company at <a href="mailto:ir@moneymax.com.sg">ir@moneymax.com.sg</a>; or</p> <p>(b) by post to the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.</p> <p>To ensure that questions are received by the Company by the stipulated deadline, Shareholders are strongly encouraged to submit questions by email.</p> <p>When submitting questions by email or by post, Shareholders should also provide the Company with the following details:</p> <ul style="list-style-type: none"> <li>• Shareholders' full name;</li> <li>• Shareholders' address; and</li> <li>• the manner in which Shareholders hold Shares (e.g. via CDP, CPF or SRS).</li> </ul> <p><b>Deadline to submit questions in advance of the AGM.</b> All questions submitted in advance of the AGM via any of the above channels must be received by 10.00 a.m. on 20 April 2023.</p> <p><b>Asking substantial and relevant questions at the AGM.</b> Shareholders, including CPF and SRS investors and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.</p> <p><b>Addressing questions.</b> The Company will endeavour to address substantial and relevant questions received from Shareholders by the 20 April 2023 submission deadline by publishing the responses to such questions on the Company's website at <a href="https://moneymax.com.sg/annual-general-meeting-fy2022/">https://moneymax.com.sg/annual-general-meeting-fy2022/</a> and on the SGX-ST's website at <a href="http://www.sgx.com/securities/company-announcements">http://www.sgx.com/securities/company-announcements</a> prior to the AGM. The Company will address any subsequent clarifications sought, or substantial and relevant follow up questions received after the 20 April 2023 submission deadline which have not been addressed prior to the AGM, as well as substantial and relevant questions received at the AGM, at the AGM itself.</p> <p><b>Minutes of AGM.</b> The Company will publish the minutes of the AGM on the Company's website and the SGX-ST's website within one month from the conclusion of the AGM.</p>

No.	Steps	Details
3.	Vote, or submit proxy forms appointing a proxy(ies), to vote at the AGM	<p>Shareholders can vote at the AGM themselves or through duly appointed proxy(ies). Shareholders who wish to appoint a proxy(ies) <b>must</b> submit an instrument appointing a proxy(ies) in accordance with the instructions on the proxy form.</p> <p><b>Submission of instruments appointing a proxy(ies).</b> Shareholders who wish to submit instruments appointing a proxy(ies) must do so in the following manner:</p> <p>(a) if submitted by post, the instrument must be lodged with the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.; or</p> <p>(b) if submitted electronically, the instrument must be submitted via email to <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a>,</p> <p>in each case, by 10.00 a.m. on 24 April 2023.</p> <p>A Shareholder who wishes to submit an instrument appointing a proxy(ies) can download a copy of the proxy form from the Company's website or the SGX-ST's website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above.</p> <p><b>Deemed revocation of proxy appointment if shareholder attends the AGM in person.</b> Completion and submission of the instrument appointing a proxy(ies) by a Shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.</p> <p><b>CPF and SRS investors:</b></p> <p>(a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or</p> <p>(b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 18 April 2023.</p>

*This notice has been prepared by the Company and has been reviewed by the Company's sponsor, United Overseas Bank Limited ("**Sponsor**"), for compliance with Rules 226(2)(b) and 753(2) of the Catalist Rules. This notice has not been examined or approved by the SGX-ST. 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 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.*