

MONEYMAX FINANCIAL SERVICES LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200819689Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of MoneyMax Financial Services Ltd. (the "**Company**") will be held at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on Friday, 26 April 2024 at 10.00 a.m. (Singapore time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the directors' statement and the audited financial statements of the Company for the financial year ended 31 December 2023 ("**FY2023**") together with the auditor's report thereon. Resolution 1
2. To declare a final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share for FY2023. Resolution 2
3. To note the retirement of Mr. Khua Kian Kheng Ivan as a director of the Company ("**Director**"), who is retiring pursuant to Regulation 89 of the constitution of the Company ("**Constitution**") and will not be seeking for re-election as a Director.

[See Explanatory Note (i)]

4. To note the retirement of Mr. Ng Cher Yan as a Director, who is retiring pursuant to Regulation 89 of the Constitution and will not be seeking for re-election as a Director.

[See Explanatory Note (ii)]

5. To approve the Directors' fees of S\$205,427 for the financial year ending 31 December 2024, payable quarterly in arrears. Resolution 3
6. To re-appoint Messrs RSM SG Assurance LLP as the independent auditor of the Company and to authorise the Directors to fix their remuneration. Resolution 4

[See Explanatory Note (iii)]

SPECIAL BUSINESS

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

7. Authority to allot and issue shares in the capital of the Company ("**Shares**"). Resolution 5

That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Act**") 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:

- (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,

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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 one hundred per centum (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 fifty per centum (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 (iv)]

8. The Proposed Renewal of the IPT General Mandate

Resolution 6

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 appendix to the Company's annual report for FY2023 dated 9 April 2024 (the "**Appendix**")) with any of the Mandated Interested Persons (as defined in the Appendix) provided that such transactions are on normal commercial terms and in accordance with the review procedures set out in the Appendix;
- (b) the audit committee ("**AC**") 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)]

9. The Proposed Adoption of the MoneyMax Performance Share Plan 2024

Resolution 7

That:

- (a) the performance share plan to be known as the "MoneyMax Performance Share Plan 2024" ("**PSP**"), the rules and details of which have been set out in the Appendix, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the PSP;
 - (ii) to modify and/or alter the PSP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the PSP;
 - (iii) subject to the provisions of the Act and the Constitution, to grant awards ("**Awards**") in accordance with the rules of the PSP and to allot and issue from time to time such number of new Shares and/or transfer such number of treasury shares as may be required to be delivered pursuant to the vesting of such Awards, provided that the aggregate number of Shares which may be issued and/or transferred pursuant to the vesting of Awards on any date, when aggregated with the total number of Shares issued and/or transferred in respect of all Awards granted, and all options and awards granted under any other share-based incentive scheme(s) implemented by the Company and for the time being in force, shall not exceed 15% of the total number of Shares (excluding treasury shares and subsidiary holdings) on the day preceding the date on which the Award is granted; and
 - (iv) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution.

[See Explanatory Note (vi)]

10. To transact any other business which may be properly transacted at an annual general meeting.

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Explanatory Notes:

- (i) Mr. Khua Kian Kheng Ivan will not be seeking re-election and will retire as a Director at the conclusion of the forthcoming AGM of the Company. Upon his retirement, Mr. Khua Kian Kheng Ivan will relinquish his position as an Independent Director, chairman of the nominating committee ("**NC**") and a member of the AC and the remuneration committee ("**RC**") of the Company. The Board, with the recommendations of the NC, will identify and appoint new Independent Directors to ensure that the composition of the Board and the Board committees of the Company comply with the requirements under the Code of Corporate Governance 2018 ("**Code**") and the Catalist Rules by the date of the forthcoming AGM of the Company.
- (ii) Mr. Ng Cher Yan will not be seeking re-election and will retire as a Director at the conclusion of the forthcoming AGM of the Company. Upon his retirement, Mr. Ng Cher Yan will be relinquishing his position as the Lead Independent Director, chairman of the AC and a member of the NC and the RC. The Board, with the recommendations of the NC, will identify and appoint new Independent Directors to ensure that the composition of the Board and the Board committees of the Company comply with the requirements under the Code and the Catalist Rules by the date of the forthcoming AGM of the Company.
- (iii) Messrs RSM Chio Lim LLP, the independent auditor of the Company, has changed its name to "RSM SG Assurance LLP" with effect from 1 March 2024.
- (iv) Resolution 5, if passed, will empower the Directors, from the date of the forthcoming 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 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.
- (v) Resolution 6 relates to the proposed renewal of the mandate for interested person transactions. Resolution 6, if passed, will allow the Company, its subsidiaries and associated companies to enter into the Mandated IPTs with certain Mandated Interested Persons (each as defined in the Appendix). Please refer to the Appendix for further details.
- (vi) Resolution 7, if passed, will empower the Directors to offer and grant Awards and to allot and issue Shares pursuant to the vesting of Awards in accordance with the rules of the PSP as set out in the Appendix as well as the provisions set forth in the Act and the Catalist Rules. Please refer to the Appendix for more information relating to the proposed adoption of the PSP.

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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 FY2023 ("**Final Dividend**") at the forthcoming AGM of the Company to be held on 26 April 2024, the Share Transfer Books and Register of Members of the Company will be closed on 15 May 2024 at 5.00 p.m. ("**Record Date**") for the purpose of determining members' entitlements to the Final Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 up to 5.00 p.m. on 15 May 2024 will be registered to determine Shareholders' entitlement to the Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 15 May 2024 will be entitled to the Final Dividend.

Subject to the approval of Shareholders at the forthcoming AGM of the Company, payment of the Final Dividend will be made on 24 May 2024.

By Order of the Board

GOH HOI LAI
Company Secretary

Date: 9 April 2024

Notes:

Format of AGM and Access to Documents

1. The forthcoming AGM will be held, in a **wholly physical format**, at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on Friday, 26 April 2024 at 10.00 a.m.. There will be no option for Shareholders to participate virtually.
2. Printed copies of this notice of AGM, the accompanying proxy form, and the form to request for a physical copy of the Company's annual report for FY2023 will be sent by post to members. These documents, together with the Company's annual report for FY2023 and the Appendix, have also been published and may be accessed at the Company's website at <https://moneymax.com.sg/shareholders-meetings/> and the SGX-ST's website. Printed copies of the Company's annual report for FY2023 and the Appendix will not be sent to members. If members wish to receive a printed copy of the Company's annual report for FY2023 and the Appendix, please complete the request form and return it to the Company no later than 16 April 2024.
3. Shareholders will need to register in person at the registration counter(s) outside the AGM venue on the day of the AGM. 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.

Appointment of Proxy(ies)

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.

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

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies) before submitting it in the manner set out below.

5. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to main@zicoholdings.com; or
 - (b) if submitted personally or by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

and in each case, must be lodged or received (as the case may be) by 10.00 a.m. on 23 April 2024, being no later than 72 hours before the appointed time for holding the AGM.

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

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.

7. CPF and SRS investors:
 - (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
 - (b) may appoint the Chairman of the AGM 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.

Submission of Questions

8. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner:
 - (a) via email to the Company at ir@moneymax.com.sg; 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.

When submitting questions by email or by post, Shareholders should also provide the Company with the following details:

- (i) Shareholder's full name;
- (ii) Shareholder's address; and
- (iii) the manner in which the Shareholder holds Shares (e.g. via CDP, CPF or SRS) for verification purposes.

All questions submitted in advance of the AGM via any of the above channels must be received by 10.00 a.m. on 17 April 2024 ("**Deadline**").

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9. The Company will endeavour to address all substantial and relevant questions received from Shareholders by the Deadline by publishing its responses to such questions on the Company's website at <https://moneymax.com.sg/shareholders-meetings/> and on the SGX-ST's website prior to the AGM. The Company will address any subsequent clarifications sought, or substantial and relevant follow up questions received after the Deadline either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
10. Shareholders, including CPF and SRS investors, and duly appointed proxies and representatives can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
11. The Company will publish the minutes of the AGM on the Company's website and the SGX-ST's website within one (1) month from the conclusion of the AGM.

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.

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