

CIRCULAR DATED 25 FEBRUARY 2026

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by MoneyMax Financial Services Ltd. (the “Company”). If you are in any doubt as to the contents herein or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Capitalised terms appearing on the cover of this Circular shall, unless otherwise defined, have the same meanings as defined herein.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward this Circular, together with the Notice of extraordinary general meeting of the Company (“**EGM**”) and the enclosed Proxy Form to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “**Sponsor**”), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist. This Circular has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. 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.



MONEYMAX FINANCIAL SERVICES LTD.

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

- (1) THE PROPOSED TRANSFER OF LISTING OF THE COMPANY FROM CATALIST TO THE MAIN BOARD;**
- (2) THE PROPOSED AMENDMENTS TO THE RULES OF THE MONEYMAX PERFORMANCE SHARE PLAN 2024; AND**
- (3) THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 88,500,000 NEW ORDINARY SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY PURSUANT TO THE PROPOSED COMPLIANCE PLACEMENT**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	16 March 2026 at 10.00 a.m.
Date and time of the EGM	:	19 March 2026 at 10.00 a.m.
Place of the EGM	:	7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, shall apply throughout:

“Authority”	:	The Monetary Authority of Singapore established under the Monetary Authority of Singapore Act 1970.
“Awards”	:	The contingent award of Shares granted under the MoneyMax PSP.
“Board” or “Board of Directors”	:	The board of directors of the Company as at the Latest Practicable Date.
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST.
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time.
“CDP”	:	The Central Depository (Pte) Limited.
“Circular”	:	This Circular to Shareholders dated 25 February 2026 in relation to the Proposed Listing Transfer, the Proposed Amendments to the MoneyMax PSP Rules and the Proposed Compliance Placement.
“Committee”	:	The committee comprising Directors or such persons duly authorised and appointed by the Board to administer the MoneyMax PSP, which shall be the remuneration committee of the Company from time to time.
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time.
“Company”	:	MoneyMax Financial Services Ltd..
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time.
“Controlling Shareholder”	:	A person who (a) holds directly or indirectly 15.0% or more of the nominal amount of all Shares, or (b) in fact exercises control over the Company.
“CPF”	:	The Central Provident Fund.
“Director”	:	A director of the Company as at the Latest Practicable Date or from time to time, as the case may be.
“EGM”	:	The extraordinary general meeting of the Company to be held on 19 March 2026 at 10.00 a.m., notice of which is set out on pages N-1 to N-4 of this Circular.

DEFINITIONS

“FY”	:	The financial year ended or ending on 31 December (as the case may be).
“Group”	:	The Company and its subsidiaries, collectively.
“Latest Practicable Date”	:	11 February 2026, being the latest practicable date prior to the issuance of this Circular.
“Listing Manual”	:	The Catalist Rules or Main Board Rules (as the case may be), as amended, modified or supplemented from time to time.
“Main Board”	:	The Main Board of the SGX-ST.
“Main Board Rules”	:	The listing manual of the SGX-ST applicable to issuers listed on the Main Board, as amended, modified or supplemented from time to time.
“MoneyMax PSP”	:	The performance share plan of the Company known as the “MoneyMax Performance Share Plan 2024”.
“MoneyMax PSP Rules”	:	The rules of the MoneyMax PSP, as may be amended from time to time, and any reference to a particular MoneyMax PSP Rule shall be construed accordingly.
“Net Proceeds”	:	Has the meaning ascribed to it in Section 4.4 of this Circular.
“New Placement Shares”	:	Up to 88,500,000 new Shares to be allotted and issued by the Company pursuant to the Proposed Compliance Placement.
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-4 of this Circular.
“Proposed Amendments to the MoneyMax PSP Rules”	:	The proposed amendments to the MoneyMax PSP Rules, details of which are set out in Section 3 of this Circular.
“Proposed Compliance Placement”	:	The proposed placement of up to 88,500,000 New Placement Shares by the Company in connection with the Proposed Listing Transfer for purposes of complying with the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board Rules in relation to the proportion of the Company’s share capital held by public Shareholders, details of which are set out in Section 4 of this Circular.

DEFINITIONS

“Proposed Listing Transfer”	:	The proposed transfer of the listing of the Company from Catalist to the Main Board, details of which are set out in Section 2 of this Circular.
“Proposed Resolutions”	:	Has the meaning ascribed to it in Section 1.1 of this Circular.
“Proxy Form”	:	The proxy form as set out on pages P-1 to P-2 of this Circular.
“Relevant Intermediary”	:	Has the meaning ascribed to it under the Companies Act.
“Relevant Period”	:	The period comprising FY2023, FY2024 and FY2025.
“Securities Account”	:	The securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent.
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time.
“SGX-ST” or “Exchange”	:	Singapore Exchange Securities Trading Limited.
“Shareholders”	:	The registered holders of Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares; and where the registered holder is a Depository Agent, the term “Shareholders” shall, in relation to such Shares, mean the depositors whose securities sub-accounts are maintained by the Depository Agent.
“Shares”	:	Ordinary shares in the share capital of the Company.
“Special Resolution”	:	A resolution proposed and passed as such by a majority consisting of at least 75% of the total number of votes cast for and against such resolution at a meeting of Shareholders.
“Sponsor”	:	United Overseas Bank Limited.
“S\$”	:	Singapore dollars, the lawful currency of Singapore.
“%”	:	Percentage or per centum.

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The expressions “**associate**”, “**associated company**”, “**subsidiary**”, “**Controlling Shareholder**” and “**Substantial Shareholder**” shall have the meaning ascribed to them respectively in the Companies Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

References to “**Section**” are to the sections of this Circular, unless otherwise stated. Any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Catalist Rules or the Main Board Rules, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Catalist Rules, the Main Board Rules or any statutory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning assigned to it under the said act or rule, or any modification thereof, as the case may be, unless the context otherwise requires.

Any discrepancies in tables included in this Circular between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of a day in the Circular is a reference to Singapore time and date respectively, unless otherwise stated.

CIRCULAR TO SHAREHOLDERS

MONEYMAX FINANCIAL SERVICES LTD.

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

Directors

Dato' Sri Dr. Lim Yong Guan (*Executive Chairman and Chief Executive Officer*)
Mr. Lim Yong Sheng (*Non-Executive Director*)
Mr. Lim Yeow Hua (*Lead Independent Director*)
Mr. Ko Chuan Aun (*Independent Director*)
Ms. Ong Beng Hong (*Independent Director*)

Registered Office

7 Changi Business Park Vista
#01-01, SOOKEE HQ
Singapore 486042

25 February 2026

To: Shareholders of MoneyMax Financial Services Ltd.

Dear Sir/Madam,

- (1) **THE PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM CATALIST TO THE MAIN BOARD;**
- (2) **THE PROPOSED AMENDMENTS TO THE RULES OF THE MONEYMAX PERFORMANCE SHARE PLAN 2024; AND**
- (3) **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 88,500,000 NEW PLACEMENT SHARES PURSUANT TO THE PROPOSED COMPLIANCE PLACEMENT**

1. INTRODUCTION

1.1 Background

The Directors are convening the EGM to seek the approval of Shareholders for:

- (a) the Proposed Listing Transfer;
- (b) the Proposed Amendments to the MoneyMax PSP Rules; and
- (c) the Proposed Compliance Placement,

(collectively, the “**Proposed Resolutions**”).

Shareholders should note that the ordinary resolutions relating to the Proposed Amendments to the MoneyMax PSP Rules and the Proposed Compliance Placement are conditional upon the passing of the Special Resolution relating to the Proposed Listing Transfer but not *vice versa*.

Accordingly, in the event that the Special Resolution relating to the Proposed Listing Transfer is not approved, the ordinary resolutions relating to the Proposed Amendments to the MoneyMax PSP Rules and the Proposed Compliance Placement will not be approved as well.

CIRCULAR TO SHAREHOLDERS

1.2 Purpose of Circular

The purpose of this Circular is to provide Shareholders with information relating to, and the rationale for, the Proposed Resolutions. Shareholders' approval for the Proposed Resolutions will be sought at the EGM to be held on 19 March 2026 at 10.00 a.m., notice of which is set out on pages N-1 to N-4 of this Circular.

1.3 Legal Adviser

The Company has appointed Wong Tan & Molly Lim LLC as its legal adviser in relation to the Proposed Resolutions.

2. THE PROPOSED LISTING TRANSFER

2.1 Announcement

On 14 January 2026 and 15 January 2026, the Company announced that it had submitted an application to the SGX-ST on 14 January 2026 via its Sponsor in respect of the Proposed Listing Transfer. On 26 January 2026, the Company announced that it had obtained the approval-in-principle from the SGX-ST in relation to the Proposed Listing Transfer, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) Shareholders' approval being obtained for the Proposed Listing Transfer via a Special Resolution pursuant to Rule 408(5) of the Catalist Rules;
- (c) submission of the following:
 - (i) a written undertaking from the Company in the format set out in Appendix 2.3.1 of the Main Board Rules to comply with all of the SGX-ST's requirements and policies applicable to issuers listed on the Main Board;
 - (ii) a written undertaking from the Company and the Sponsor that they are not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the Proposed Listing Transfer to the Main Board;
 - (iii) a signed undertaking from each of the Directors in the form set out in Appendix 7.7 of the Main Board Rules as well as an undertaking from the Company to procure the same written undertaking from any new director appointed to the Board after the Proposed Listing Transfer;
 - (iv) a written confirmation from the Company that it is in compliance with all applicable Catalist Rules; and
 - (v) a written confirmation from the Company of compliance with Rule 408(7) of the Catalist Rules and Rule 213 of the Main Board Rules, read with Rule 210(1)(a) of the Main Board Rules, upon completion of the Proposed Compliance Placement.

The approval-in-principle from the SGX-ST is not to be taken as an indication of the merits of the Proposed Listing Transfer, the Company, its subsidiaries or its securities.

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2.2 Rationale of the Proposed Listing Transfer

The Directors are of the view that the Proposed Listing Transfer would enhance the long-term value for Shareholders for the reasons set out below:

- (a) The Company has been listed on Catalist since 2 August 2013. Since its listing, the Group has undergone substantial growth and expanded its services and business network, establishing itself as a leading financial services provider, retailer and trader of luxury products in Singapore and Malaysia. The Group currently has a network of over 110 outlets across Singapore and Malaysia, making it one of the largest pawnbroking and retail networks in the region. The Proposed Listing Transfer will therefore provide the Company with a suitable platform for the listing and trading of its shares as the Main Board is targeted at attracting larger companies, offering a platform that reflects their scale and well-established market position.
- (b) The Group has shown consistent growth on its audited net profit attributable to owners of the parent, from approximately S\$19.8 million in FY2021 to approximately S\$38.2 million in FY2024. In addition, the Group's unaudited net profit attributable to owners of the parent in FY2025 was approximately S\$71.7 million. As such, the Company has demonstrated its ability to sustain its profitability. Given the Company's market position, stage of growth and relative stability, the Directors are of the opinion that the Proposed Listing Transfer will be timely and appropriate.
- (c) A listing on the Main Board would enhance the image of the Company both locally and overseas, with public investors tending to accord a premium to Main Board-listed companies as compared to companies listed on Catalist. As such, a listing on the Main Board would not only provide the Company with greater visibility and recognition in the capital markets and amongst public investors, which could result in better liquidity and improve the performance of its shares, but would also enable the Company to recruit better talent, strengthen its brand and attract new business opportunities.
- (d) The Directors believe that a listing on the Main Board would provide the Company with a wider platform and greater opportunities for future fund raising, and give the Company access to a larger and more diverse investor market, including institutional and overseas investors. This will facilitate and enable the Company to better tap into both the equity and debt capital markets to meet the Group's funding requirements when needed and provide the Group with greater flexibility to pursue growth opportunities both locally and overseas.

2.3 Compliance with Criteria for the Proposed Listing Transfer

A transfer from Catalist to the Main Board is governed by Rule 408 of the Catalist Rules and Part IV of Chapter 2 of the Main Board Rules. As shown in the following table, the Company has met all the requirements for the Proposed Listing Transfer, save for the requirements for (a) Shareholders' approval for the Proposed Listing Transfer, which is the subject of this Circular, and (b) the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board Rules in relation to the proportion of the Company's share capital held by public Shareholders.

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In order to satisfy such shareholding spread requirement, the Company intends to undertake the Proposed Compliance Placement as soon as practicable after the EGM, with such Proposed Compliance Placement to be completed prior to the effective date of the Proposed Listing Transfer. The Proposed Compliance Placement will be undertaken in reliance of the safe harbour exemptions under Section 272A (small offers), Section 272B (private placement), Section 274 (offer made to institutional investors) and/or Section 275 (offer made to accredited investors and certain other persons) of the SFA. Further details relating to the Proposed Compliance Placement are set out in Section 4 of this Circular.

Catalist Rule	Provision of Catalist Rule	Compliance by Company
Rule 408(1)	The issuer must be listed on Catalist for at least two (2) years.	<p>The Company was listed on Catalist on 2 August 2013. Therefore, it has met the requirement of being listed on Catalist for at least two (2) years.</p> <p>Accordingly, Rule 408(1) of the Catalist Rules has been complied with.</p>
Rule 408(2)	<p>(a) The issuer must meet the following minimum quantitative requirements under the Main Board Rules:</p> <p style="margin-left: 40px;">(i) Rules 210(2)(a) and 210(3); or</p> <p style="margin-left: 40px;">(ii) Rules 210(2)(b) and 210(3); or</p> <p style="margin-left: 40px;">(iii) Rules 210(2)(c) and 210(4)(a); and</p> <p>(b) any other listing requirements that the SGX-ST may prescribe (either generally or in any particular case).</p> <p>When determining whether the issuer complies with the market capitalisation requirement under Rule 210(2)(b) or Rule 210(2)(c) of the Main Board Rules, the SGX-ST will take into account the issuer's average daily market capitalisation for the one month preceding the application date.</p>	<p>The Company complies with the requirements set out under Rules 210(2)(a) and 210(3) of the Main Board Rules and therefore complies with Rule 408(2)(a)(i) of the Catalist Rules based on the following:</p> <ul style="list-style-type: none"> • <u>Compliance with Rule 210(2)(a) of the Main Board Rules</u> <p><i>Pursuant to Rule 210(2)(a) of the Main Board Rules, the Company must have a minimum consolidated pre-tax profit (based on full year consolidated audited accounts) of at least S\$10 million for the latest financial year and an operating track record of at least three years.</i></p> <p>The Company has satisfied the requirements under Rule 210(2)(a) of the Main Board Rules as follows:</p> <p>(a) The Group's (i) audited consolidated pre-tax profit for FY2024 after adjusting for any non-recurrent income and items generated by activities outside the ordinary course of business, was approximately S\$50.7 million; and (ii) unaudited consolidated pre-tax profit for FY2025 after adjusting for any non-recurrent income and items generated by activities outside the ordinary course of business, was approximately S\$93.9 million.</p>

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Catalist Rule	Provision of Catalist Rule	Compliance by Company
		<p>(b) The Group has an operating track record of over 18 years. The Company's first operating subsidiary, MoneyMax Pawnshop Pte. Ltd., was incorporated in 2007. The Group was issued its first pawnbroker's licence in 2008 and thereafter commenced the provision of pawnbroking services. In the same year, the Group also incorporated MoneyMax Jewellery Pte. Ltd. and commenced the retailing and trading of gold and luxury items.</p> <ul style="list-style-type: none"> • <u>Compliance with Main Board Rule 210(3)</u> <i>Pursuant to Rule 210(3)(a) of the Main Board Rules, the Company must have been engaged in substantially the same business and have been under substantially the same management throughout the period for which the three years operating track record applies.</i> <p>During the Relevant Period, the Group was substantially engaged in the same business, namely the provision of financial services, including pawnbroking and secured financing services, and the retailing and trading of luxury products.</p> <p>The Group has also been under substantially the same management throughout the Relevant Period, namely:</p> <ul style="list-style-type: none"> (a) the Executive Chairman and Chief Executive Officer, Dato' Sri Dr. Lim Yong Guan, who is responsible for the overall management, operations, strategic planning, and business development of the Group. He is also responsible for, <i>inter alia</i>, driving the operational efficiency of the Group's work processes, monitoring the development and performance of the Group's business, and identifying new opportunities for the Group's expansion; (b) the Chief Operating Officer, Mdm. Tan Yang Hong, who oversees the Group's operations, the Management Integrated Systems, human resources, management and general administration, as well as dealings with financial institutions and relevant authorities;

CIRCULAR TO SHAREHOLDERS

Catalist Rule	Provision of Catalist Rule	Compliance by Company															
		<p>(c) the Chief Financial Officer, Mdm. Chong Chit Bien, who is responsible for the Group's accounting and finance functions;</p> <p>(d) the Group General Manager, Mr. Lim Chun Seng, who is responsible for managing and overseeing the Group's overall business and operational matters; and</p> <p>(e) the Deputy General Manager – Pawnbroking and Retail, Mdm. Lim Liang Soh, who manages the overall brand strategy and activities for the Group and is also responsible for overseeing the Group's operations, day-to-day business processes, controls, talent management and recruitment.</p> <p><i>Pursuant to Rule 210(3)(c) of the Main Board Rules, in determining the profits, non-recurrent income and items generated by activities outside the ordinary course of business must be excluded.</i></p> <p>The Group's audited adjusted profit before income tax for FY2024 and unaudited adjusted profit before income tax for FY2025 for the purpose of Rule 210(2)(a) of the Main Board Rules as set out above is computed as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S\$ ('000)</th> <th style="text-align: center;">FY2024 (Audited)</th> <th style="text-align: center;">FY2025 (Unaudited)</th> </tr> </thead> <tbody> <tr> <td>Profit before income tax</td> <td style="text-align: center;">52,555</td> <td style="text-align: center;">95,845</td> </tr> <tr> <td colspan="3"><i>Less:</i></td> </tr> <tr> <td>Other income and gains</td> <td style="text-align: center;">(1,819)</td> <td style="text-align: center;">(1,992)</td> </tr> <tr> <td>Adjusted profit before income tax</td> <td style="text-align: center;">50,736</td> <td style="text-align: center;">93,853</td> </tr> </tbody> </table>	S\$ ('000)	FY2024 (Audited)	FY2025 (Unaudited)	Profit before income tax	52,555	95,845	<i>Less:</i>			Other income and gains	(1,819)	(1,992)	Adjusted profit before income tax	50,736	93,853
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Catalist Rule	Provision of Catalist Rule	Compliance by Company
		<p><i>Pursuant to Rule 210(3)(d) of the Main Board Rules, the SGX-ST will normally not consider an application for listing from an issuer which has changed or proposes to change its financial year end if the SGX-ST is of the opinion that the purpose of the change is to take advantage of exceptional or seasonal profits to show a better profit record.</i></p> <p>The Group had not changed and is not proposing to change its financial year end.</p> <p>Based on the foregoing, the Company has satisfied the minimum quantitative requirements under Rules 210(2)(a) and 210(3) of the Main Board Rules.</p>
Rule 408(3)	The issuer has to provide the SGX-ST with an undertaking to comply with all the Exchange's requirements and policies applicable to issuers listed on the Main Board (the " Undertaking "). The Undertaking must be in the form set out in Appendix 2.3.1 of the Main Board Rules.	The Company has provided the Undertaking in the form set out in Appendix 2.3.1 of the Main Board Rules. Accordingly, Rule 408(3) of the Catalist Rules has been complied with.
Rule 408(4)	An offer information statement required by the SFA (meeting the requirements in the Sixteenth Schedule of the SFA) must be lodged with the Authority if the issuer intends to offer additional securities on the Main Board, or a draft shareholder's circular to approve the transfer must be submitted to the Exchange where there is no additional offer of securities.	<p>In order to comply with the public float requirement under Rule 210(1)(a) of the Main Board Rules, the Company will undertake the Proposed Compliance Placement as soon as practicable after the EGM, with such Proposed Compliance Placement to be completed prior to the effective date of the Proposed Listing Transfer. The Proposed Compliance Placement will be undertaken in reliance of the safe harbour exemptions under Section 272A (small offers), Section 272B (private placement), Section 274 (offer made to institutional investors) and/or Section 275 (offer made to accredited investors and certain other persons) of the SFA.</p> <p>Accordingly, the Company will be exempted from the prospectus requirements under Section 240 of the SFA and will also not be required under the SFA to issue an offer information statement in connection with the Proposed Compliance Placement.</p> <p>This Circular is being provided to Shareholders to provide them with the requisite information relating to the Proposed Listing Transfer and the Proposed Compliance Placement. Accordingly, Rule 408(4) of the Catalist Rules has been complied with.</p>
Rule 408(5)	The issuer's shareholders have approved the Proposed Listing Transfer by way of a special resolution.	<p>The Directors are convening the EGM to seek the approval of Shareholders for the Proposed Listing Transfer by way of a Special Resolution.</p> <p>Accordingly, upon the approval of Shareholders being obtained at the EGM for the Proposed Listing Transfer, Rule 408(5) of the Catalist Rules will be complied with.</p>
Rule 408(6)	The issuer is in compliance with all applicable Catalist Rules.	The Company has confirmed that it is in compliance with all applicable Catalist Rules. Accordingly, Rule 408(6) of the Catalist Rules has been complied with.

CIRCULAR TO SHAREHOLDERS

Catalist Rule	Provision of Catalist Rule	Compliance by Company									
Rule 408(7)	<p>The issuer may have to meet the minimum shareholding spread requirements applicable to Main Board issuers set out in Rule 210(1) of the Main Board Rules.</p> <p>Pursuant to Rule 210(1)(a) of the Main Board Rules and based on the Company's market capitalisation as at the Latest Practicable Date, the following shareholding spread requirements must be met:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="3" style="text-align: center;">Public Float</th> </tr> <tr> <th style="text-align: center;">Market Capitalisation (\$ million) ("M")</th> <th style="text-align: center;">Proportion of post-invitation share capital in public hands</th> <th style="text-align: center;">Number of shareholders</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">$400 \leq M < 1000$</td> <td style="text-align: center;">15%</td> <td style="text-align: center;">500</td> </tr> </tbody> </table>	Public Float			Market Capitalisation (\$ million) ("M")	Proportion of post-invitation share capital in public hands	Number of shareholders	$400 \leq M < 1000$	15%	500	<p>The Company will comply with the requirements under Rule 210(1) of the Main Board Rules based on the following:</p> <p>(a) The Company's market capitalisation as at the Latest Practicable Date was approximately S\$743.0 million, determined by multiplying the total number of 884,499,998 issued Shares (excluding treasury shares and subsidiary holdings) by the last traded price of the Shares of S\$0.84 on the Latest Practicable Date.</p> <p>(b) As at the Latest Practicable Date, approximately 105.5 million Shares are held by public Shareholders, which represent approximately 11.93% of the total issued 884,499,998 Shares (excluding treasury shares and subsidiary holdings). To comply with the requirement under Rule 210(1)(a) of the Main Board Rules of having at least 15% of the Company's issued share capital held in public hands, the Company will undertake the Proposed Compliance Placement as soon as practicable after the EGM. The minimum public float requirement of 15% as required under Rule 210(1)(a) of the Main Board Rules will be complied with upon completion of the Proposed Compliance Placement and prior to the effective date of the Proposed Listing Transfer.</p> <p>(c) As at the Latest Practicable Date, the Company has a total of 1,089 Shareholders. This meets the requirement of having at least 500 shareholders under Rule 210(1)(a) of the Main Board Rules.</p> <p>Accordingly, Rule 408(7) of the Catalist Rules will be complied with upon completion of the Proposed Compliance Placement, and prior to the effective date of the Proposed Listing Transfer.</p>
Public Float											
Market Capitalisation (\$ million) ("M")	Proportion of post-invitation share capital in public hands	Number of shareholders									
$400 \leq M < 1000$	15%	500									

CIRCULAR TO SHAREHOLDERS

3. THE PROPOSED AMENDMENTS TO THE RULES OF THE MONEymax PERFORMANCE SHARE PLAN 2024

3.1 Introduction

The Company had adopted the MoneyMax PSP on 26 April 2024 and it shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years, commencing on 26 April 2024. The Proposed Amendments to the MoneyMax PSP Rules, which is to be tabled as an ordinary resolution at the EGM, if approved by Shareholders, will not affect the expiry date of the MoneyMax PSP.

Under the MoneyMax PSP, the aggregate number of Shares over which the Committee may offer to grant Awards on any date, when added to: (i) the aggregate number of new Shares issued and issuable in respect of all other share-based incentive schemes of the Company; and (ii) all Shares issued and issuable in respect of all Awards granted or awards granted in respect of all other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the number of issued Shares (excluding treasury shares and subsidiary holdings) on the date immediately preceding the date of grant of the relevant Awards.

3.2 Rationale

In connection with the Proposed Listing Transfer, the Company is proposing that the MoneyMax PSP Rules be amended to take into account the requirements of the Main Board Rules.

3.3 The Proposed Amendments to the MoneyMax PSP Rules

Capitalised terms and phrases in this section, unless otherwise defined in this Circular, shall have the same meaning as defined in the MoneyMax PSP Rules.

The Proposed Amendments to the MoneyMax PSP Rules are set out below (as underlined and set in bold) and in Appendix A to this Circular, and are subject to Shareholders' approval at the EGM.

3.3.1 Existing Definitions

Rule 2 of the MoneyMax PSP Rules currently adopts the definition of the terms "Catalist", "Catalist Rules", "Sponsor" and "Trading Day" as follows:

<i>"Catalist"</i>	The Catalist Board of the SGX-ST
<i>"Catalist Rules"</i>	Section B: Rules of Catalist of the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<i>"Sponsor"</i>	The sponsor of our Company from time to time, as required by the Catalist Rules
<i>"Trading Day"</i>	A day on which our Shares are traded on Catalist

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It is proposed that the definitions of the terms “Catalist”, “Catalist Rules” and “Sponsor” be deleted, the definition of “Trading Day” be amended, and the definitions of “Main Board” and “Main Board Rules” be inserted, as follows:

“Catalist”	The Catalist Board of the SGX-ST
“Catalist Rules”	Section B: Rules of Catalist of the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<u>“Main Board”</u>	<u>The Main Board of the SGX-ST</u>
<u>“Main Board Rules”</u>	<u>The listing manual of the SGX-ST applicable to issuers listed on the Main Board, as amended, modified or supplemented from time to time</u>
“Sponsor”	The sponsor of our Company from time to time, as required by the Catalist Rules
“Trading Day”	A day on which our Shares are traded on Catalist <u>the SGX-ST</u>

References to “Catalist”, “Catalist Rules” and “Sponsor” in the MoneyMax PSP Rules shall be deleted and/or replaced with, *inter alia*, the equivalent Main Board references.

3.3.2 Existing Rule 2.5

The term “**Associate**” shall have the meaning ascribed to it by the Catalist Rules as set out below:

Amended Rule 2.5

The term “**Associate**” shall have the meaning ascribed to it by the Catalist **Main Board** Rules as set out below:

3.3.3 Existing Rule 4.3

Save as prescribed by Rule 852 of the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, whether or not implemented by any other companies within our Group.

Amended Rule 4.3

Save as prescribed by Rules **844 and 853 of the Main Board** ~~852 of the Catalist~~ Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, whether or not implemented by any other companies within our Group.

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3.3.4 Addition of Rule 5.3A

For the purpose of determining the maximum entitlement for each class or category of Participants and the maximum entitlement for any one Participant of which Awards may be offered,

- (a) the aggregate number of Shares comprised under the Awards available to the Controlling Shareholders and their Associates must not exceed 25% of the Shares available under the Plan; and
- (b) the number of Shares comprised under the Awards available to each Controlling Shareholder or Associate of a Controlling Shareholder must not exceed 10% of the Shares available under the Plan,

and will be subject to the limits as stipulated under Rule 845 of the Main Board Rules.

3.3.5 Existing Rule 8.1

The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Performance Share Plan on any date, when added to:

- (a) the aggregate number of new Shares issued and issuable in respect of all other share-based incentive schemes of the Company; and
- (b) all Shares issued and issuable in respect of all Awards granted or awards granted in respect of all other share-based incentive schemes of the Company for the time being in force,

shall not exceed 15% of the issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of our Company on the day preceding the Award Date.

Amended Rule 8.1

The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Performance Share Plan on any date, when added to:

- (a) the aggregate number of new Shares issued and issuable in respect of all other share-based incentive schemes of the Company; and
- (b) all Shares issued and issuable in respect of all Awards granted or awards granted in respect of all other share-based incentive schemes of the Company for the time being in force,

shall not exceed 15% of the issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of our Company on the day preceding the Award Date, and in any case, will be subject to the limits as stipulated under the Main Board Rules.

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3.3.6 Existing Rule 17

Notwithstanding any provisions herein contained, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to our Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist of the SGX-ST.

Amended Rule 17

Notwithstanding any provisions herein contained, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to our Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist the Main Board of the SGX-ST.

3.3.7 Existing Rule 18(c)

The following disclosures (as applicable) will be made by our Company in its annual report for so long as the Performance Share Plan continues in operation:

- (a) the names of the members of the Committee administering the Performance Share Plan;
- (b) in respect of the following Participants:
 - (i) Directors of our Company;
 - (ii) Controlling Shareholders and their Associates; and
 - (iii) Participants (other than those in paragraphs (i) and (ii) above) who have received Shares pursuant to the Release of Awards granted under the Performance Share Plan which, in aggregate, represent 5.0% or more of the aggregate number of new Shares available under the Plan,

Name of Participant	Number of Shares comprised in Awards granted during the financial year under review	Aggregate number of Shares comprised in Awards granted since the commencement of the Performance Share Plan to the end of the financial year under review	Aggregate number of Shares comprised in Awards which have Vested since the commencement of the Performance Share Plan to the end of the financial year under review.	Aggregate number of Shares comprised in Awards which have not been Released as at the end of the financial year under review

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the following information:

- (aa) the name of the Participant;
- (bb) the aggregate number of Shares comprised in Awards granted during the financial year under review;
- (cc) the number of new Shares issued to such Participant during the financial year under review;
- (dd) the number of existing Shares purchased for delivery pursuant to Release of Awards to such Participant during the financial year under review;
- (ee) the aggregate number of Shares comprised in Awards which have not been released as at the end of the financial year under review;
- (ff) the aggregate number of Shares comprised in Awards granted since the commencement of the Plan to the end of the financial year under review;
- (gg) the number of new Shares allotted to such Participant since the commencement of the Performance Share Plan to the end of the financial year under review; and
- (hh) the number of existing Shares transferred to such Participant since the commencement of the Performance Share Plan to the end of the financial year under review.

- (c) such other information as may be required by the Catalist Rules or the Act.

If any of the above is not applicable, an appropriate negative statement shall be included therein.

Amended Rule 18(c)

The following disclosures (as applicable) will be made by our Company in its annual report for so long as the Performance Share Plan continues in operation:

- (a) the names of the members of the Committee administering the Performance Share Plan;
- (b) in respect of the following Participants:
 - (i) Directors of our Company;
 - (ii) Controlling Shareholders and their Associates; and

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- (iii) Participants (other than those in paragraphs (i) and (ii) above) who have received Shares pursuant to the Release of Awards granted under the Performance Share Plan which, in aggregate, represent 5.0% or more of the aggregate number of new Shares available under the Plan,

Name of Participant	Number of Shares comprised in Awards granted during the financial year under review	Aggregate number of Shares comprised in Awards granted since the commencement of the Performance Share Plan to the end of the financial year under review	Aggregate number of Shares comprised in Awards which have Vested since the commencement of the Performance Share Plan to the end of the financial year under review.	Aggregate number of Shares comprised in Awards which have not been Released as at the end of the financial year under review

the following information:

- (aa) the name of the Participant;
 - (bb) the aggregate number of Shares comprised in Awards granted during the financial year under review;
 - (cc) the number of new Shares issued to such Participant during the financial year under review;
 - (dd) the number of existing Shares purchased for delivery pursuant to Release of Awards to such Participant during the financial year under review;
 - (ee) the aggregate number of Shares comprised in Awards which have not been released as at the end of the financial year under review;
 - (ff) the aggregate number of Shares comprised in Awards granted since the commencement of the Plan to the end of the financial year under review;
 - (gg) the number of new Shares allotted to such Participant since the commencement of the Performance Share Plan to the end of the financial year under review; and
 - (hh) the number of existing Shares transferred to such Participant since the commencement of the Performance Share Plan to the end of the financial year under review.
- (c) such other information as may be required by the ~~Catalist~~ **Main Board** Rules or the Act.

If any of the above is not applicable, an appropriate negative statement shall be included therein.

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3.4 Effective date of the amended MoneyMax PSP Rules

Subject to Shareholders' approval being obtained at the EGM for the Proposed Listing Transfer and the Proposed Amendments to the MoneyMax PSP Rules, the amended MoneyMax PSP Rules shall supersede and replace the existing MoneyMax PSP Rules and take force and effect from the effective date of the Proposed Listing Transfer, and the existing MoneyMax PSP Rules shall correspondingly be deemed to be revoked with effect from the same date.

4. THE PROPOSED COMPLIANCE PLACEMENT

4.1 Introduction

As set out in Section 2.3 of this Circular, in connection with the Proposed Listing Transfer, the Company intends to undertake the Proposed Compliance Placement to satisfy the minimum shareholding spread requirements under Rule 210(1)(a) of the Main Board Rules in relation to the proportion of the Company's share capital held by public Shareholders.

4.2 Rationale

Based on the Company's market capitalisation of approximately S\$743.0 million as at the Latest Practicable Date, as required under Rule 210(1)(a) of the Main Board Rules, at least 15% of the Company's issued share capital is required to be held in public hands.

As at the Latest Practicable Date, approximately 11.93% of the Company's issued share capital is held in public hands. As such, subject to Shareholders' approval being obtained at the EGM for the Proposed Listing Transfer and the Proposed Compliance Placement, the Company is proposing to undertake the Proposed Compliance Placement as soon as practicable after the EGM, with such Proposed Compliance Placement to be completed prior to the effective date of the Proposed Listing Transfer, to satisfy the public float requirement under Rule 210(1)(a) of the Main Board Rules.

In addition, the Company plans to take this opportunity through the Proposed Compliance Placement to further enlarge its capital base and strengthen its balance sheet.

Assuming the maximum 88,500,000 New Placement Shares are allotted and issued pursuant to the Proposed Compliance Placement to public Shareholders, approximately 19.94% of the total issued Shares will be held in the hands of the public. Accordingly, the Company will comply with the requirements under Rule 210(1)(a) of the Main Board Rules of having at least 15% of the Company's issued share capital held by public Shareholders upon completion of the Proposed Compliance Placement. The Company additionally notes that having a larger proportion of the Shares held in the hands of the public upon completion of the Proposed Compliance Placement beyond the minimum 15% requirement would enhance opportunities to attract strategic institutional investors and, in turn, further enhance the liquidity of the Shares and boost investor participation.

4.3 Details of the Proposed Compliance Placement

Under Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting. The Proposed Compliance Placement is expected to comprise up to 88,500,000 New Placement Shares, representing up to approximately 10.0% of the total issued Shares (excluding treasury

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shares) of the Company as at the Latest Practicable Date, or up to approximately 9.1% of the enlarged issued share capital of the Company of 972,999,998 Shares (excluding treasury shares). Accordingly, the Proposed Compliance Placement will not result in a transfer of controlling interest in the Company.

As at the Latest Practicable Date, the Company has not appointed a placement agent for the Proposed Compliance Placement and no placee has been identified. The Proposed Compliance Placement will be undertaken in reliance of the safe harbour exemptions under Section 272A (small offers), Section 272B (private placement), Section 274 (offer made to institutional investors) and/or Section 275 (offer made to accredited investors and certain other persons) of the SFA.

It is intended for the Proposed Compliance Placement to be undertaken in compliance with Rule 811(1) of the Catalist Rules and, accordingly, Shareholders' approval for the Proposed Compliance Placement is being sought on the basis that the issue price for the New Placement Shares will not be at a price that is more than a 10.0% discount to the weighted average price for trades on the Shares done on the SGX-ST for the full market day on which the relevant placement or subscription agreement in relation to the Proposed Compliance Placement is signed. If trading in the Shares is not available for a full market day, the weighted average price will be based on the trades done on the preceding market day up to the time the relevant placement or subscription agreement is signed.

The New Placement Shares will not be placed to any person who is a Director, a substantial shareholder of the Company or any other person falling within the categories of persons set out in Rule 812(1) of the Catalist Rules.

The New Placement Shares, when allotted and issued, will rank *pari passu* in all respects with the Shares as at the date of issue of the New Placement Shares, save for any rights, benefits, dividends and entitlements the record date for which is prior to the issue of the New Placement Shares.

4.4 Use of Proceeds from the Proposed Compliance Placement

Purely for illustrative purposes, assuming the Company issues the maximum of 88,500,000 New Placement Shares at an issue price of S\$0.753 per New Placement Share, representing a discount of approximately 10.0% to the weighted average price of the Shares on the Latest Practicable Date, the gross proceeds to be raised by the Company from the Proposed Compliance Placement will be approximately S\$66.6 million.

The Company intends to utilise the net proceeds to be raised from the Proposed Compliance Placement, after deducting for any commissions, professional fees and miscellaneous expenses (including out-of-pocket expenses payable by the Company in relation to the Proposed Compliance Placement) ("**Net Proceeds**"), for the Group's general working capital purposes, particularly to support the growth of its pawnbroking portfolio and purchases of retail inventory.

Pending the deployment of the Net Proceeds as aforesaid, the Net Proceeds may be placed in short-term deposits with financial institutions, used to invest in short-term money market instruments and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company.

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The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where the Net Proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on the use of the Net Proceeds. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in its annual report.

Shareholders should note that the actual number of New Placement Shares and the issue price of the New Placement Shares have not been determined as at the Latest Practicable Date. The Company will, in consultation with the placement agent (if any), determine the exact structure and details of the Proposed Compliance Placement closer to the launch of the Proposed Compliance Placement, having regard to, *inter alia*, the market price of the Shares and prevailing market conditions.

4.5 Conditions

The Proposed Compliance Placement will be subject to, among other things, the following:

- (a) approval by Shareholders for the Proposed Listing Transfer and the Proposed Compliance Placement at the EGM; and
- (b) the listing and quotation notice for the dealing in, listing and quotation of the New Placement Shares on Catalist being obtained from the SGX-ST.

4.6 Further Information

The Company will make the necessary announcements via SGXNET as and when required and/or as and when material developments arise in respect of the Proposed Compliance Placement.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1 Interests in Shares

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the issued share capital of the Company are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽⁵⁾	Number of Shares	% ⁽⁵⁾
Directors				
Lim Yong Guan ^{(1), (2), (3), (4)}	110,925,000	12.54	549,210,340	62.09
Lim Yong Sheng ^{(1), (3), (4)}	95,700,000	10.82	541,293,670	61.20
Lim Yeow Hua	—	—	—	—
Ko Chuan Aun	—	—	—	—
Ong Beng Hong	—	—	—	—

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	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽⁵⁾	Number of Shares	% ⁽⁵⁾
Substantial Shareholders (other than Directors)				
Money Farm Pte. Ltd. ⁽¹⁾	541,293,670	61.20	–	–
Lim Liang Eng ^{(1), (3), (4)}	10,875,000	1.23	541,293,670	61.20

Notes:

- (1) Money Farm Pte. Ltd. is an investment holding company. All of the equity interest in Money Farm Pte. Ltd. is collectively held by Lim Yong Guan, Lim Yong Sheng and Lim Liang Eng.
- (2) Lim Yong Guan is deemed interested in the 7,916,670 Shares held by his spouse, Tan Yang Hong, by virtue of Section 164(15) of the Companies Act.
- (3) Lim Yong Guan, Lim Yong Sheng and Lim Liang Eng and their associates are entitled to exercise all the votes attached to the voting shares in Money Farm Pte. Ltd. As such, pursuant to Section 4 of the SFA, each of them is deemed to be interested in the Shares held by Money Farm Pte. Ltd..
- (4) Lim Yong Guan, Lim Yong Sheng and Lim Liang Eng are siblings.
- (5) Based on the issued share capital of the Company of 884,499,998 Shares as at the Latest Practicable Date.

5.2 Interests in the Proposed Resolutions

Save as set out in this Circular, and to the best of the Directors' knowledge, none of the Directors, Substantial Shareholders and/or their associates have any interest, direct or indirect, in the Proposed Resolutions, other than through their respective shareholdings in the Company.

6. DIRECTORS' RECOMMENDATIONS

The Directors, in rendering their recommendations, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the Proposed Resolutions should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

6.1 Special Resolution – The Proposed Listing Transfer

The Directors, having considered and reviewed the rationale for and benefits of the Proposed Listing Transfer, are of the opinion that the Proposed Listing Transfer is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Listing Transfer, as set out in the Notice of EGM.

6.2 Ordinary Resolution – The Proposed Amendments to the MoneyMax PSP Rules

As the Directors are all entitled to participate in the MoneyMax PSP, the Directors have refrained from making any recommendation on how Shareholders should vote on the ordinary resolution relating to the Proposed Amendments to the MoneyMax PSP Rules, as set out in the Notice of EGM.

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6.3 Ordinary Resolution – The Proposed Compliance Placement

The Directors, having considered and reviewed the rationale for and benefits of the Proposed Compliance Placement, are of the opinion that the Proposed Compliance Placement is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Compliance Placement, as set out in the Notice of EGM.

Shareholders should note that the ordinary resolutions relating to the Proposed Amendments to the MoneyMax PSP Rules and the Proposed Compliance Placement are conditional upon the passing of the Special Resolution relating to the Proposed Listing Transfer but not vice versa. Accordingly, in the event that the Special Resolution relating to the Proposed Listing Transfer is not approved, the ordinary resolutions relating to the Proposed Amendments to the MoneyMax PSP Rules and the Proposed Compliance Placement will not be approved as well.

7. ABSTENTION FROM VOTING

All Shareholders (including Directors who are Shareholders) who are eligible to participate in the MoneyMax PSP are required to abstain from voting in respect of their holdings of Shares (if any) on any resolution relating to the MoneyMax PSP. Such Shareholders shall also not be accepting any appointment as proxy, corporate representative or otherwise in respect of the said resolution unless the Shareholder appointing them has given specific instructions in his proxy form as to the manner in which his votes are to be cast in respect of the said resolution.

The Directors and employees of the Group are eligible to participate in the MoneyMax PSP. Accordingly, Directors and employees of the Group who are Shareholders shall abstain from voting on the ordinary resolution in relation to the Proposed Amendments to the MoneyMax PSP Rules as set out in the Notice of EGM and shall not accept appointments as proxies unless specific instructions as to voting are given.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held on 19 March 2026 at 10.00 a.m., for the purposes of considering, and, if thought fit, passing with or without modifications, the Proposed Resolutions as set out in the Notice of EGM.

9. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders can vote at the EGM themselves or through a fully appointed proxy(ies).

Shareholders who wish to appoint a proxy(ies) to attend and vote on their behalf at the EGM must complete, sign and return the enclosed Proxy Form in accordance with the instructions stated thereon as soon as possible and, in any event,

- (1) if submitted by post, to arrive at the registered office of the share registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (2) if submitted electronically, be submitted via email to main@zicoholdings.com (e.g. by enclosing a clear scanned completed and signed Proxy Form),

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in either case, not less than 72 hours before the time fixed for the EGM, failing which, the Proxy Form shall be treated as invalid. Proxy Forms may be downloaded from the Company's website at the URL <https://moneymax.com.sg/investor-relations/> or on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a Shareholder and shall not be entitled to attend the EGM and to speak and vote thereat unless his/her/its name appears on the Depository Register at least 72 hours before the time fixed for the EGM.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Resolutions and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information contained in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected by Shareholders at the registered office of the Company at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042, during normal business hours on any weekday (excluding public holidays) for a period of three (3) months from the date of this Circular:

- (a) the existing MoneyMax PSP Rules;
- (b) the constitution of the Company; and
- (c) the annual report of the Company for FY2024.

Yours faithfully,
For and on behalf of the Board
MONEYMAX FINANCIAL SERVICES LTD.

Dato' Sri Dr. Lim Yong Guan
Executive Chairman and Chief Executive Officer

APPENDIX A – THE PROPOSED AMENDMENTS TO THE MONEymax PSP RULES

THE PROPOSED AMENDMENTS TO THE RULES OF THE MONEymax PERFORMANCE SHARE PLAN 2024

The amendments which are proposed to be made to the MoneyMax PSP Rules are set out below. For ease of reference, the full text of the MoneyMax PSP Rules has been reproduced. The proposed amendments to the MoneyMax PSP Rules have been marked up to show insertions underlined and deletions struck through.

RULES OF THE MONEymax PERFORMANCE SHARE PLAN

1. NAME OF THE PLAN

The Performance Share Plan shall be called the “MoneyMax Performance Share Plan 2024”.

2. DEFINITIONS

2.1 In the Performance Share Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Act”	The Companies Act 1967 of Singapore, as amended or modified from time to time
“Adoption Date”	The date on which the Performance Share Plan is adopted by resolution of the Shareholders of our Company
“Auditors”	The auditors of our Company for the time being
“Award”	A contingent award of Shares granted under Rule 5
“Award Date”	In relation to an Award, the date on which the Award is granted pursuant to Rule 5
“Award Letter”	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
“Board”	The Board of Directors of our Company for the time being
“Catalist”	The Catalist Board of the SGX-ST
“Catalist Rules”	Section B: Rules of Catalist of the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	The Central Depository (Pte) Limited
“Committee”	The committee comprising Directors of our Company or such persons duly authorised and appointed by the Board of Directors pursuant to Rule 10 to administer the Performance Share Plan, which shall be the remuneration committee of the Company from time to time
“Company”	MoneyMax Financial Services Ltd.

APPENDIX A – THE PROPOSED AMENDMENTS TO THE MONEymax PSP RULES

<i>“Constitution”</i>	The constitution of the Company, as may be amended, modified or supplemented from time to time
<i>“Control”</i>	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of our Company
<i>“Controlling Shareholder”</i>	A person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company, or in fact exercises Control
<i>“Depositor”</i>	A person being a Depository Agent or holder of a securities account maintained with CDP but not including a holder of a sub-account maintained with a Depository Agent
<i>“Group”</i>	Our Company and its subsidiaries
<i>“Group Executive”</i>	Any employee of our Group (including any Group Executive Director and Group Non-Executive Director who meets the relevant age and rank criteria and who shall be regarded as a Group Executive for the purposes of the Performance Share Plan) selected by the Committee to participate in the Performance Share Plan in accordance with Rule 4.1
<i>“Group Executive Director”</i>	A director of our Company and/or any of its subsidiaries, as the case may be, who performs an executive function
<i>“Group Non-Executive Director”</i>	A director of our Company and/or any of its subsidiaries, as the case may be, who is not a Group Executive Director, including independent directors
<u>“Main Board”</u>	<u>The Main Board of the SGX-ST</u>
<u>“Main Board Rules”</u>	<u>The listing manual of the SGX-ST applicable to issuers listed on the Main Board, as amended, modified or supplemented from time to time</u>
<i>“Market Value”</i>	In relation to a Share, on any day: (a) the average price of a Share on the SGX-ST over the five (5) immediately preceding Trading Days; or (b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable
<i>“Participant”</i>	Any eligible person selected by the Committee to participate in the Performance Share Plan in accordance with the rules hereof

APPENDIX A – THE PROPOSED AMENDMENTS TO THE MONEymax PSP RULES

<i>“Performance Condition”</i>	In relation to an Award, the condition specified on the Award Date in relation to that Award
<i>“Performance Period”</i>	In relation to an Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition is to be satisfied
<i>“Performance Share Plan”</i>	The MoneyMax Performance Share Plan 2024, as the same may be modified or altered from time to time
<i>“Release”</i>	In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly
<i>“Release Schedule”</i>	In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period
<i>“Released Award”</i>	An Award which has been released in accordance with Rule 7
<i>“Retention Period”</i>	In relation to an Award, such period commencing on the Vesting Date in relation to that Award as may be determined by the Committee on the Award Date
<i>“SGX-ST”</i>	The Singapore Exchange Securities Trading Limited
<i>“Shares”</i>	Ordinary shares in the capital of our Company
<i>“Shareholders”</i>	The registered holders for the time being of the shares (other than the CDP) or in the case of Depositors, Depositors who have Shares entered against their names in the Depository Register
<i>“Sponsor”</i>	The sponsor of our Company from time to time, as required by the Catalist Rules
<i>“Subsidiary”</i>	A company (whether incorporated within or outside Singapore and wheresoever resident) being a subsidiary for the time being of the Company within the meaning of Section 5 of the Act
<i>“Trading Day”</i>	A day on which our Shares are traded on Catalist <u>the SGX-ST</u>
<i>“Vesting”</i>	In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and “Vest” and “Vested” shall be construed accordingly

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“Vesting Date” In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 6

Words importing the singular number shall, where applicable, include the plural number and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

- 2.2 For purposes of our Performance Share Plan, the Company shall be deemed to have control over another company if it has the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of that company.
- 2.3 Any reference to a time of a day in the Performance Share Plan is a reference to Singapore time.
- 2.4 Any reference in the Performance Share Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in the Performance Share Plan and used in the Performance Share Plan shall have the meaning assigned to it under the Act or any statutory modification thereof, as the case may be.
- 2.5 The term **“Associate”** shall have the meaning ascribed to it by the ~~Catalist~~ **Main Board** Rules as set out below:
- (a) in relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means:
 - (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any corporation in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more.
 - (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a corporation) means any other corporation which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more.
- 2.6 The terms **“Depository Register”** and **“Depository Agent”** shall have the same meanings ascribed to them by Section 81SF of the Securities and Futures Act 2001.

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3. OBJECTIVES OF THE PERFORMANCE SHARE PLAN

The Performance Share Plan has been proposed in order to:

- (a) cultivate a framework of ownership within our Group which coordinates the interests of Group Executives with the interests of Shareholders;
- (b) motivate Participants to achieve key financial and operational goals of our Company and/or their respective business units and encourage greater commitment and loyalty to our Group;
- (c) make total employee remuneration sufficiently competitive to recruit new Participants with relevant skills; and
- (d) recognise the efforts of and retain existing Participants whose contributions are important to the long-term development and profitability of our Group.

4. ELIGIBILITY OF PARTICIPANTS

4.1 The following persons shall be eligible to participate in the Performance Share Plan at the absolute discretion of the Committee:

- (a) Group Executives

Full-time employees of the Group, Group Executive Directors and Group Non-Executive Directors who have attained the age of 21 years as of the Award Date and hold such rank as may be designated by the Committee from time to time. The Participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditors.

- (b) Controlling Shareholders and Associates of Controlling Shareholders

Persons who are qualified under 4.1(a) above and who are also Controlling Shareholders or Associates of Controlling Shareholders who are not undischarged bankrupts and have not entered into a composition with their respective creditors.

4.2 Employees who are Controlling Shareholders or Associates of Controlling Shareholders shall (notwithstanding that they may meet the eligibility criteria in Rule 4.1(a) above) not participate in the Plan unless:

- (a) Their participation; and
- (b) The terms of each grant and actual number of Awards to be granted to them,

have been approved by the independent Shareholders in a general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation; and (ii) the terms of each grant and the actual number of Awards to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders of our Company for the participation in the Plan of a Controlling Shareholder or an Associate of a Controlling Shareholder who

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is, at the relevant time already a Participant. For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the circular, letter or notice to the Shareholder in connection therewith shall set out the following:

- (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholders; and
- (b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or Associates of Controlling Shareholders.

4.3 Save as prescribed by Rules **844 and 853 of the Main Board** ~~852 of the Catalyst~~ Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, whether or not implemented by any other companies within our Group.

4.4 Subject to the Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Performance Share Plan may be amended from time to time at the absolute discretion of the Committee.

5. GRANT OF AWARDS

5.1 Except as provided in Rule 8, the Committee may grant Awards to Group Executives as the Committee may select, in its absolute discretion, at any time during the period when the Performance Share Plan is in force, provided that no Participant who is a member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

5.2 The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Performance Share Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of our Group and the extent of effort and resourcefulness with which the Performance Condition may be achieved within the Performance Period.

5.3 The Committee shall decide in relation to an Award:

- (a) the Participant;
- (b) the Award Date;
- (c) the Performance Period;
- (d) the number of Shares which are the subject of the Award;
- (e) the Performance Condition;
- (f) the Release Schedule; and
- (g) any other condition(s) which the Committee may determine in relation to that Award.

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5.3A For the purpose of determining the maximum entitlement for each class or category of Participants and the maximum entitlement for any one Participant of which Awards may be offered,

(a) the aggregate number of Shares comprised under the Awards available to the Controlling Shareholders and their Associates must not exceed 25% of the Shares available under the Plan; and

(b) the number of Shares comprised under the Awards available to each Controlling Shareholder or Associate of a Controlling Shareholder must not exceed 10% of the Shares available under the Plan,

and will be subject to the limits as stipulated under Rule 845 of the Main Board Rules.

5.4 The Committee may amend or waive the Performance Period, the Performance Condition and/or the Release Schedule in respect of any Award:

(a) in the event of a take-over offer being made for the Shares or if (i) shareholders of the Company; or (ii) under the Act, the court, sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or

(b) if anything happens which causes the Committee to conclude that:

(i) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or

(ii) the Performance Condition and/or Release Schedule should be waived, and shall notify the Participants of such change or waiver.

5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:

(a) the Award Date;

(b) the Performance Period;

(c) the number of Shares which are the subject of the Award;

(d) the Performance Condition(s);

(e) the Release Schedule; and

(f) any other condition(s) which the Committee may determine in relation to that Award.

5.6 Participants are not required to pay for the grant of Awards.

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- 5.7 An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the allotment and/or transfer to the Participant of the Shares to which the Released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.

6. EVENTS PRIOR TO THE VESTING DATE

- 6.1 An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against our Company:
- (a) in the event of misconduct on the part of the Participant as determined by the Committee in its discretion;
 - (b) subject to Rule 6.2(b), where the Participant is a Group Executive, upon the Participant ceasing to be in the employment of the Group for any reason whatsoever; or
 - (c) in the event of an order being made or a resolution being passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

For the purpose of Rule 6.1(b), the Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

- 6.2 In any of the following events, namely:
- (a) the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;
 - (b) where the Participant being a Group Executive ceases to be in the employment of the Group by reason of:
 - (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
 - (ii) redundancy;
 - (iii) retirement at or after the legal retirement age;
 - (iv) retirement before the legal retirement age with the consent of the Committee;
 - (v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within our Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within our Group;

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- (vi) (where applicable) his transfer of employment between companies within the Group;
 - (vii) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group; or
 - (viii) any other event approved by the Committee;
- (c) the death of a Participant; or
- (d) any other event approved by the Committee,

the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of the Performance Share Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Conditions have been satisfied.

6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

- (a) a take-over offer for the Shares becomes or is declared unconditional;
- (b) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of our Company or its amalgamation with another company or companies being approved by Shareholders of the Company and/or sanctioned by the court under the Act; or
- (c) an order being made or a resolution being passed for the winding up of our Company (other than as provided in Rule 6.1(c) or for amalgamation or reconstruction),

the Committee will consider, at its discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period which has lapsed and the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the allotment or transfer to each Participant of the number of Shares so determined, such allotment or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

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7. RELEASE OF AWARDS

7.1 Review of Performance Condition

- (a) As soon as reasonably practicable after the end of each Performance Period, the Committee shall review the Performance Condition specified in respect of each Award and determine at its discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be a Group Executive from the Award Date up to the end of the Performance Period, shall Release to that Participant all or part (as determined by the Committee at its discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be a Group Executive from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect. The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of our Company or our Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and further the right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

- (b) Shares which are the subject of a Released Award shall be Vested to a Participant on the Vesting Date, which shall be a Trading Day falling as soon as practicable after the review by the Committee referred to in Rule 7.1(a) and, on the Vesting Date, the Committee will procure the allotment or transfer to each Participant of the number of Shares so determined.
- (c) Where new Shares are allotted upon the Vesting of any Award, our Company shall, as soon as practicable after such allotment, apply to ~~the Sponsor and/or~~ the SGX-ST and any other stock exchange on which the Shares are quoted or listed for permission to deal in and for quotation of such Shares.

7.2 Release of Award

On Vesting of the Award, after the end of each Performance Period, the Committee has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are allotted or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP or the securities sub-account of that Participant maintained with a Depository Agent, in each case, as designated by that Participant.

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7.3 Ranking of Shares

New Shares issued and allotted, and existing Shares procured by our Company for transfer, on the Release of an Award shall:

- (a) be subject to all the provisions of the Constitution of the Company (including provisions relating to the liquidation of the Company); and
- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

“*Record Date*” means the date fixed by our Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

7.4 Cash Awards

The Committee, in its absolute discretion, may determine to make a Release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been allotted or transferred to him on Release of his Award, the aggregate Market Value of such Shares on the Vesting Date.

7.5 Retention Period

If a Retention Period is specified in an Award, Shares which are allotted or transferred on the Release of an Award to a Participant shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during such Retention Period, except to the extent set out in the Award Letter or with the prior approval of the Committee. The Company shall be at liberty to take any steps which it considers necessary or appropriate to enforce or give effect to the restriction on the transfer, charge, assignment, pledge or disposal of Shares during the Retention Period otherwise than in accordance with the Award Letter or as approved by the Committee.

8. LIMITATIONS ON THE SIZE OF THE PERFORMANCE SHARE PLAN

8.1 The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Performance Share Plan on any date, when added to:

- (a) the aggregate number of new Shares issued and issuable in respect of all other share-based incentive schemes of the Company; and
- (b) all Shares issued and issuable in respect of all Awards granted or awards granted in respect of all other share-based incentive schemes of the Company for the time being in force,

shall not exceed 15% of the issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of our Company on the day preceding the Award Date, **and in any case, will be subject to the limits as stipulated under the Main Board Rules.**

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- 8.2 Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under the Performance Share Plan.

9. ADJUSTMENT EVENTS

- 9.1 If a variation in the issued ordinary share capital of our Company (whether by way of a bonus issue or rights issue, capital reduction, subdivision, consolidation, distribution or otherwise) shall take place, then:

- (a) the class and/or number of Shares which is/are the subject of an Award to the extent not yet Vested; and/or
- (b) the class and/or number of Shares in respect of which future Awards may be granted under the Performance Share Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate, provided that no adjustment shall be made if as a result, the Participant receives a benefit that a shareholder does not receive.

- 9.2 Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders of our Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

- 9.3 Notwithstanding the provisions of Rule 9.1, any adjustment (except in relation to a bonus issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

- 9.4 Upon any adjustment required to be made pursuant to this Rule 9, our Company shall notify the Participant (or his duly appointed personal representatives where applicable) in writing and deliver to him (or his duly appointed personal representatives where applicable) a statement setting forth the class and/or number of Shares thereafter to be issued or transferred on the Vesting of an Award. Any adjustment shall take effect upon such written notification being given.

10. ADMINISTRATION OF THE PERFORMANCE SHARE PLAN

- 10.1 The Performance Share Plan shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

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- 10.2 The Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Performance Share Plan) for the implementation and administration of the Performance Share Plan, to give effect to the provisions of the Performance Share Plan and/or to enhance the benefit of the Awards and the Released Awards to the Participants, as they may, in their absolute discretion, think fit. Any matter pertaining or pursuant to the Performance Share Plan and any dispute and uncertainty as to the interpretation of the Performance Share Plan, any rule, regulation or procedure thereunder or any rights under the Performance Share Plan shall be determined by the Committee.
- 10.3 Neither the Performance Share Plan nor the grant of Awards under the Performance Share Plan shall impose on our Company or the Committee or any of its members any liability whatsoever in connection with:
- (a) the lapsing of any Awards pursuant to any provision of the Performance Share Plan;
 - (b) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under the Performance Share Plan; and/or
 - (c) any decision or determination of the Committee made pursuant to any provision of the Performance Share Plan.
- 10.4 Any decision or determination of the Committee made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Performance Share Plan or any rule, regulation or procedure hereunder or as to any rights under the Performance Share Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

11. NOTICES AND COMMUNICATIONS

- 11.1 Any notice required to be given by a Participant to our Company shall be sent or made to the registered office of the Company or such other addresses (including electronic mail addresses) or facsimile number, and marked for the attention of the Committee, as may be notified by our Company to him in writing.
- 11.2 Any notices or documents required to be given to a Participant or any correspondence to be made between our Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of our Company and shall be delivered to him by hand or sent to him at his home address, electronic mail address or facsimile number according to the records of our Company or the last known address, electronic mail address or facsimile number of the Participant.
- 11.3 Any notice or other communication from a Participant to our Company shall be irrevocable and shall not be effective until received by our Company. Any other notice or communication from our Company to a Participant shall be deemed to be received by that Participant, when left at the address specified in Rule 11.2 or, if sent by post, on the day following the date of posting or, if sent by electronic mail or facsimile transmission, on the day of despatch.

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12. MODIFICATIONS TO THE PERFORMANCE SHARE PLAN

- 12.1 Any or all the provisions of the Performance Share Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:
- (a) no modification or alteration shall alter adversely the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the Performance Conditions for their Awards being satisfied in full, would become entitled to not less than three quarters of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the Performance Conditions for all outstanding Awards being satisfied in full;
 - (b) the definitions of “Group Executive”, “Group Executive Director”, “Group Non-Executive Director”, “Participant”, “Performance Period” and “Release Schedule” and any modification or alteration which would be to the advantage of Participants under the Performance Share Plan shall be subject to the prior approval of the Shareholders in general meeting; and
 - (c) no modification or alteration shall be made without the prior approval of the SGX-ST and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(a), the opinion of the Committee as to whether any modification or alteration would adversely affect the rights attached to any Award shall be final, binding and conclusive. For the avoidance of doubt, nothing in this Rule 12.1 shall affect the right of the Committee under any other provision of the Plan to amend or adjust any Award.

- 12.2 Notwithstanding anything to the contrary contained in Rule 12.1, the Committee may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST) amend or alter the Performance Share Plan in any way to the extent necessary or desirable, in the opinion of the Committee, to cause the Performance Share Plan to comply with, or take into account, any statutory provision (or any amendment or modification thereto, including amendment of or modification to the Act) or the provision or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).
- 12.3 Written notice of any modification or alteration made in accordance with this Rule 12 shall be given to all Participants.

13. TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant shall not be affected by his participation in the Performance Share Plan, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment for any reason.

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14. DURATION OF THE PERFORMANCE SHARE PLAN

- 14.1 The Performance Share Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years, commencing on the Adoption Date on which the Performance Share Plan is approved by Shareholders at a general meeting.
- 14.2 Subject to compliance with any applicable laws and regulations in Singapore, the Performance Share Plan may be continued beyond the above stipulated period with the approval of Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.
- 14.3 The Performance Share Plan may be terminated at any time by the Committee or, at the discretion of the Committee, by an ordinary resolution of our Company in general meeting, subject to all relevant approvals which may be required and if the Performance Share Plan is so terminated, no further Awards shall be granted by the Committee hereunder.
- 14.4 The expiry or termination of the Performance Share Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

15. TAXES

All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Performance Share Plan shall be borne by that Participant.

16. COSTS AND EXPENSES OF THE PERFORMANCE SHARE PLAN

- 16.1 Each Participant shall be responsible for all fees of CDP (if any) relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a CDP Depository Agent or CPF investment account with a CPF agent bank (collectively, the "**CDP Charges**").
- 16.2 Save for the taxes referred to in Rule 15 and such other costs and expenses expressly provided in the Performance Share Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Performance Share Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by our Company.

17. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to our Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist the Main Board of the SGX-ST.

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18. DISCLOSURES IN ANNUAL REPORTS

The following disclosures (as applicable) will be made by our Company in its annual report for so long as the Performance Share Plan continues in operation:

- (a) the names of the members of the Committee administering the Performance Share Plan;
- (b) in respect of the following Participants:
 - (i) Directors of our Company;
 - (ii) Controlling Shareholders and their Associates; and
 - (iii) Participants (other than those in paragraphs (i) and (ii) above) who have received Shares pursuant to the Release of Awards granted under the Performance Share Plan which, in aggregate, represent 5.0% or more of the aggregate number of new Shares available under the Plan,

Name of Participant	Number of Shares comprised in Awards granted during the financial year under review	Aggregate number of Shares comprised in Awards granted since the commencement of the Performance Share Plan to the end of the financial year under review	Aggregate number of Shares comprised in Awards which have Vested since the commencement of the Performance Share Plan to the end of the financial year under review	Aggregate number of Shares comprised in Awards which have not been Released as at the end of the financial year under review

the following information:

- (1) the name of the Participant;
- (2) the aggregate number of Shares comprised in Awards granted during the financial year under review;
- (3) the number of new Shares issued to such Participant during the financial year under review;
- (4) the number of existing Shares purchased for delivery pursuant to Release of Awards to such Participant during the financial year under review;
- (5) the aggregate number of Shares comprised in Awards which have not been released as at the end of the financial year under review;
- (6) the aggregate number of Shares comprised in Awards granted since the commencement of the Plan to the end of the financial year under review;

APPENDIX A – THE PROPOSED AMENDMENTS TO THE MONEymax PSP RULES

- (7) the number of new Shares allotted to such Participant since the commencement of the Performance Share Plan to the end of financial year under review; and
 - (8) the number of existing Shares transferred to such Participant since the commencement of the Performance Share Plan to the end of the financial year under review.
- (c) such other information as may be required by the ~~Catalist~~ **Main Board** Rules or the Act.

If any of the above is not applicable, an appropriate negative statement shall be included therein.

19. **DISPUTES**

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

20. **CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001**

No person other than our Company or a Participant shall have any right to enforce any provision of the Performance Share Plan or any Award by the virtue of the Contracts (Rights of Third Parties) Act 2001 of Singapore.

21. **ELIGIBLE SHAREHOLDER**

Shareholders who are eligible to participate in the Performance Share Plan must abstain from voting on any resolution relating to the Performance Share Plan (other than a resolution relating to the participation of, or grant of Awards to, directors and employees of the issuer's parent company and its subsidiaries).

22. **GOVERNING LAW**

The Performance Share Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting grants of Awards in accordance with the Performance Share Plan, and our Company, submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

NOTICE OF EXTRAORDINARY GENERAL MEETING

MONEYMAX FINANCIAL SERVICES LTD.

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

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the circular to Shareholders of the Company dated 25 February 2026 (the “Circular”).

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of MoneyMax Financial Services Ltd. (the “**Company**” and together with its subsidiaries the “**Group**”) will be held at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on 19 March 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without any amendments:

Shareholders should note that Ordinary Resolutions 2 and 3 as set out in this Notice of EGM are conditional upon the passing of Special Resolution 1 as a Special Resolution but not *vice versa*. Accordingly, if Special Resolution 1 is not approved, Ordinary Resolutions 2 and 3 will not be approved as well.

SPECIAL RESOLUTION 1: THE PROPOSED TRANSFER OF LISTING OF THE COMPANY FROM CATALIST TO THE MAIN BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

THAT:

- (a) approval be and is hereby given for the Company to transfer its listing from Catalist to the Main Board of the SGX-ST (the “**Proposed Listing Transfer**”); and
- (b) the directors of the Company (“**Directors**”) and each of them be and is hereby authorised to complete and do all acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Listing Transfer) as he/she/they may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Listing Transfer.

ORDINARY RESOLUTION 2: THE PROPOSED AMENDMENTS TO THE RULES OF THE MONEYMAX PERFORMANCE SHARE PLAN 2024

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Amendments to the MoneyMax PSP Rules be and are hereby approved, and, accordingly, the MoneyMax PSP Rules incorporating such proposed amendments (such MoneyMax PSP Rules so modified as set out in Appendix A to the Circular and hereinafter referred to in this resolution as the “**amended MoneyMax PSP Rules**”) be and are hereby adopted, and shall replace and supersede the existing MoneyMax PSP Rules, with effect from the date of the transfer of the listing of the Company from Catalist to the Main Board;
- (b) any Director be and is hereby authorised to offer and grant awards (“**Awards**”) in accordance with the provisions of the amended MoneyMax PSP Rules and to allot and issue from time to time such number of new shares in the capital of the Company and/or transfer such

NOTICE OF EXTRAORDINARY GENERAL MEETING

number of treasury shares as may be required to be delivered pursuant to the vesting of such Awards as may be required pursuant to and in accordance with the amended MoneyMax PSP Rules; and

- (c) any Director be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as he/she/they 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.

ORDINARY RESOLUTION 3: THE PROPOSED ISSUANCE AND ALLOTMENT OF UP TO 88,500,000 NEW PLACEMENT SHARES IN THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO THE PROPOSED COMPLIANCE PLACEMENT

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Compliance Placement be and is hereby approved, and the Directors be and are hereby authorised to allot and issue up to 88,500,000 New Placement Shares in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit, and at an issue price per New Placement Share to be determined by the Directors in their absolute discretion (the “**Placement Price**”) provided that the Placement Price shall not be a price that is more than a 10.0% discount to the weighted average price for trades of the Shares done on the SGX-ST for the full market day on which the relevant placement or subscription agreement in relation to the Proposed Compliance Placement is signed. If trading in the Shares is not available for a full market day, the weighted average price will be based on trades done on the preceding market day up to the time the relevant placement or subscription agreement in relation to the Proposed Compliance Placement is signed; and
- (b) any Director be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as he/she/they 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.

BY ORDER OF THE BOARD

Dato' Sri Dr. Lim Yong Guan
Executive Chairman and Chief Executive Officer
25 February 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTES ON THE EXTRAORDINARY GENERAL MEETING:

1. The extraordinary general meeting of the Company (the “**Meeting**” or “**EGM**”) will be held in a wholly physical format. **There will be no option for Shareholders to participate virtually.** Printed copies of the Circular will **NOT** be sent to Shareholders. Printed copies of this Notice of EGM, the accompanying Proxy Form and the form to request for a physical copy of the Circular (“**Request Form**”) will be sent to Shareholders. If Shareholders wish to receive a printed copy of the Circular, Shareholders should complete the Request Form and return it to the Company as indicated on the Request Form by 4 March 2026. This Notice of EGM, the Proxy Form, the Request Form and the Circular are available to Shareholders by electronic means via publication on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements> or on the Company’s website at the URL: <https://moneymax.com.sg/investor-relations/>. A Shareholder will need an internet browser and PDF reader to view these documents.
2. **Arrangements for participation in the EGM**
Shareholders (including CPFIS and SRS investors) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) submitting questions to the Chairman of the Meeting in advance of, or at, the EGM; and/or
 - (c) voting at the EGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third party proxy(ies)) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.
3. **Proxy and Voting at the EGM**
Submission of Proxy Form – **by 10.00 a.m. on 16 March 2026.**
The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the share registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be sent via email to main@zicoholdings.com,in either case, not less than 72 hours before the time appointed for holding the Meeting i.e. by 10.00 a.m. on 16 March 2026, failing which, the Proxy Form shall be treated as invalid.
Members are strongly encouraged to submit the completed Proxy Forms electronically via email to main@zicoholdings.com, to ensure that they are received by the Company by the stipulated deadline.
4. Completion and return of the Proxy Form by a Shareholder will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the Shareholder attends the Meeting 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 Meeting.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
6. CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes.
7. A proxy need not be a member or Shareholder. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. Relevant Intermediary

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead at the EGM. 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 to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 of Singapore.

9. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a Shareholder to the Company **before 10.00 a.m. on 16 March 2026** as a valid instrument as the Shareholder's proxy to attend, speak and vote at the Meeting if: (a) the Shareholder had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the Shareholder has not withdrawn the appointment by 10.00 a.m. on 16 March 2026. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it 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 instrument appointing a proxy or proxies.
10. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

11. Submission of questions

Submission of questions by Shareholders in advance of the EGM – **by 10.00 a.m. on 4 March 2026** (the **"Deadline"**).

- (a) Shareholders may submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the Shareholder's full name, identification number, contact number and email address and manner in which they hold shares, must be submitted by email to main@zicoholdings.com or by post to B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, by the Deadline.
 - (b) The Company will publish the responses to substantial and relevant questions on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL: <https://moneymax.com.sg/investor-relations/> prior to the EGM.
 - (c) The Company will endeavour to address (i) subsequent clarifications sought; (ii) follow-up questions; or (iii) subsequent substantial and relevant questions which are received after its responses referred to at part (b) above, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
 - (d) Minutes of EGM – The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and on the Company's website, and the minutes will include the responses to the questions which are addressed during the EGM, if any.
12. Important reminder. Any changes to the manner of conducting the EGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET regularly for any further updates.

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 Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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"**), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. Photographic, sound and/or video recordings at the EGM (including any adjournment thereof) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

PROXY FORM

MONEYMAX FINANCIAL SERVICES LTD.

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

PROXY FORM

(You are advised to read the notes on the next page before completing this form)

IMPORTANT:

1. A Relevant Intermediary may appointment more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting ("EGM" or "Meeting") (please see the notes overleaf for the definition of "Relevant Intermediary").
2. Please read the notes overleaf which contain instructions on, among others, the appointment of the Chairman of the Meeting (or such other person) as a Shareholder's proxy to vote on his/her/its behalf at the EGM.
3. This Proxy Form shall be read together with the Notice of EGM and the Circular to Shareholders of the Company dated 25 February 2026 (the "Circular"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.
4. This Proxy Form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. CPF and SRS investors should contact their respective CPF Agent Banks or SRS Operators to submit their votes.

I/We* _____ (Name)

_____ (NRIC/Passport No./Company Registration No.*)

of _____ (Address)

being a Member/Members* of MoneyMax Financial Services Ltd. (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

*and/or

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing whom, the Chairman of the EGM as my/our* proxy(ies) to attend, speak and vote for me/us* on my/our* behalf at the EGM to be held at 7 Changi Business Park Vista, #01-01, SOOKEE HQ, Singapore 486042 on 19 March 2026 at 10.00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy(ies) to vote for or against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, my/our* proxy/proxies* may vote or abstain from voting at his/her/their* discretion.**

Please indicate with a "✓" in the space provided below to exercise your vote "For" or "Against", or "Abstain" from voting on, the resolutions as set out in the Notice of EGM dated 25 February 2026. Alternatively, please indicate the number of Shares as appropriate. If you mark "Abstain" for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Special Resolution	No. of Votes		
	For	Against	Abstain
1. To approve the Proposed Listing Transfer			
Ordinary Resolutions			
2. To approve the Proposed Amendments to the MoneyMax PSP Rules			
3. To approve the Proposed Compliance Placement			

* Delete where inapplicable

Dated this _____ day of _____ 2026

Total no. of shares in:	No. of shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal of Corporate Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

NOTES FOR PROXY FORM:

1. Please insert the total number of Shares held by you: (a) 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; (b) if you have Shares registered in your name in the Register of Members, you should insert that number of Shares; (c) if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, 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. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be deposited at the registered office of the share registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be sent via email to main@zicoholdings.com,in either case, not less than 72 hours before the time appointed for holding the Meeting, failing which, the Proxy Form shall be treated as invalid.

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.
3. If the Shareholder is a corporation, the instrument appointing the proxy must be executed under seal or the hand of an officer or attorney duly authorised. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
4. Completion and return of the Proxy Form by a Shareholder will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the Shareholder attends the Meeting 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 Meeting.
5. CPFIS/SRS investors who hold Shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes.
6. A proxy need not be a member or Shareholder. A member may choose to appoint the Chairman of the meeting as his/her/its proxy.
7. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a Shareholder to the Company **before 10.00 a.m. on 16 March 2026** as a valid instrument as the Shareholder's proxy to attend, speak and vote at the Meeting if: (a) the Shareholder had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the Shareholder has not withdrawn the appointment by 10.00 a.m. on 16 March 2026. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it 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 instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
8. A **"Relevant Intermediary"** is: (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the said act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
9. A Shareholder who is **not** a Relevant Intermediary is entitled to appoint not more than two (2) proxies. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. 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.
10. A Shareholder 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 Shareholder. Where such member 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.

Personal data privacy:

By submitting this Proxy Form, a Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 25 February 2026.