



6 March 2023

Mr Ben Reichel
Company Secretary
IOUpay Limited
24-26 Kent Street
Millers Point NSW 2000

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
Fax: 1300 135 638

Dear Sir/Madam

IOUPay Limited (ASX: IOU) – ASIC Form 603: Notice of initial substantial holder

We act for Clee Capital Pty Ltd.

Please find enclosed an ASIC Form 603: Notice of initial substantial holder and associated annexures, including:

- a notice of intention to move resolutions for removal of directors given under section 203D(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- a requisition to call a general meeting given under section 249D of the *Corporations Act*.

lodged on behalf of Clee Capital Pty Ltd and its associates in relation to their substantial holding in IOUpay Limited.

Yours faithfully
ADDISONS

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme

IOUpay Limited

ACN/ARSN

ACN 091 192 871

1. Details of substantial holder (1)

Name

See Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on

02/03/2023

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	29,089,095	29,089,095	5.08%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

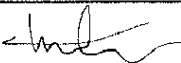
Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name	Terence Clee	capacity	On behalf of each substantial holder this Form relates to
sign here		date	06/03/2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

Form 603

Notice of Initial Substantial Holder

IOUpay Limited

ACN 091 192 871

This is **Annexure A** of 5 pages referred to in Form 603 (Notice of Initial Substantial Holder) lodged in relation to IOUpay Limited ACN 091 192 871, signed by me on behalf of each substantial holder the Form 603 relates to and dated 6 March 2023.

Signature

print name

Terence Clee

capacity

On behalf of each substantial holder the Form 603 relates to

sign here



date

06/03/2023

1. Details of substantial holder

Name and ACN/ARSN (if applicable)	Clee Capital Pty Ltd (ACN 637 619 937) Finran Pty Ltd (ACN 664 481 789) Liquipure Aust Pty Ltd (ACN 107 269 803) Rookesbury Pty Ltd (ACN 061 932 321) First State Pty Limited (ACN 155 959 569) And the other persons listed on this form who have the same relevant interest in the securities held by any of the above entities.
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3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest (7)	Class and number securities
Clee Capital Pty Ltd	As holder of the securities	100,000 fully paid ordinary shares
Terence Clee	Same relevant interest in the securities held by Clee Capital Pty Ltd by virtue of section 608(3) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act)	
Finran Pty Ltd	As holder of the securities	23,303,816 fully paid ordinary shares
Finran Sdn. Bhd.	Same relevant interest in the securities held by Finran Pty Ltd by virtue of section 608(3) of the Corporations Act	
Tom Saban		
Daler Fayziev		

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Liquipure Aust Pty Ltd	As holder of the securities	2,130,000 fully paid ordinary shares
Samier Dandan	Same relevant interest in the securities held by Liquipure Aust Pty Ltd by virtue of section 608(3) of the Corporations Act	
Rookesbury Pty Ltd	As holder of the securities	1,238,612 fully paid ordinary shares
Christopher John Wilson Amanda Jane Sumpter	Same relevant interest in the securities held by Rookesbury Pty Ltd by virtue of section 608(3) of the Corporations Act	
First State Pty Limited	As holder of the securities	2,316,667 fully paid ordinary shares
Suzanne Neil	Same relevant interest in the securities held by First State Pty Limited by virtue of section 608(3) of the Corporations Act	

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered (8)	Class and number of securities
Clee Capital Pty Ltd Terence Clee	Clee Capital Pty Ltd	Clee Capital Pty Ltd	100,000 fully paid ordinary shares
Finran Pty Ltd Finran Sdn. Bhd. Tom Saban Daler Fayziev	Finran Pty Ltd	Finran Pty Ltd	23,303,816 fully paid ordinary shares
Liquipure Aust Pty Ltd Samier Dandan	Liquipure Aust Pty Ltd	Liquipure Aust Pty Ltd	2,130,000 fully paid ordinary shares
Rookesbury Pty Ltd Christopher John Wilson Amanda Jane Sumpter	Rookesbury Pty Ltd	Rookesbury Pty Ltd	1,238,612 fully paid ordinary shares
First State Pty Limited Suzanne Neil	First State Pty Limited	First State Pty Limited	2,316,667 fully paid ordinary shares

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5. Consideration

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
		Cash	
Clee Capital Pty Ltd	23/02/2023	\$6,100	100,000 fully paid ordinary shares
Rookesbury Pty Ltd	22/12/2022	\$30,000	666,667 fully paid ordinary shares
Liquipure Aust Pty Ltd	22/12/2022	\$30,000	666,667 fully paid ordinary shares
First State Pty Limited	22/12/2022	\$30,000	666,667 fully paid ordinary shares
Finran Pty Ltd	21/12/2022	\$41,521.53	929,414 fully paid ordinary shares
Finran Pty Ltd	22/12/2022	\$27,661.95	614,710 fully paid ordinary shares
Finran Pty Ltd	23/12/2022	\$8,274.42	183,878 fully paid ordinary shares
Finran Pty Ltd	29/12/2022	\$26,394.89	586,553 fully paid ordinary shares
Finran Pty Ltd	3/01/2023	\$3,798.81	84,418 fully paid ordinary shares
Finran Pty Ltd	4/01/2023	\$13,331.75	296,261 fully paid ordinary shares
Finran Pty Ltd	9/01/2023	\$27,241.47	544,294 fully paid ordinary shares
Finran Pty Ltd	10/01/2023	\$23,960.00	470,000 fully paid ordinary shares
Finran Pty Ltd	11/01/2023	\$3,941.30	78,826 fully paid ordinary shares
Finran Pty Ltd	12/01/2023	\$17,207.90	344,158 fully paid ordinary shares
Finran Pty Ltd	13/01/2023	\$5,791.85	115,837 fully paid ordinary shares
Finran Pty Ltd	16/01/2023	\$25,294.70	489,504 fully paid ordinary shares
Finran Pty Ltd	19/01/2023	\$9,376.12	176,908 fully paid ordinary shares

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Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Finran Pty Ltd	20/01/2023	\$3,357.60	63,351 fully paid ordinary shares
Finran Pty Ltd	24/01/2023	\$59,743.54	960,000 fully paid ordinary shares
Finran Pty Ltd	25/01/2023	\$35,599.16	574,180 fully paid ordinary shares
Finran Pty Ltd	27/01/2023	\$52,762.82	860,271 fully paid ordinary shares
Finran Pty Ltd	30/01/2023	\$15,363.64	251,863 fully paid ordinary shares
Finran Pty Ltd	31/01/2023	\$135,062.63	2,168,527 fully paid ordinary shares
Finran Pty Ltd	1/02/2023	\$85,272.48	1,351,579 fully paid ordinary shares
Finran Pty Ltd	2/02/2023	\$27,140.00	410,000 fully paid ordinary shares
Finran Pty Ltd	3/02/2023	\$39,021.68	592,980 fully paid ordinary shares
Finran Pty Ltd	6/02/2023	\$18,480.00	280,000 fully paid ordinary shares
Finran Pty Ltd	7/02/2023	\$26,975.00	415,000 fully paid ordinary shares
Finran Pty Ltd	13/02/2023	\$56,500.00	1,255,555 fully paid ordinary shares
Finran Pty Ltd	14/02/2023	\$39,411.00	679,500 fully paid ordinary shares
Finran Pty Ltd	15/02/2023	\$11,600.00	200,000 fully paid ordinary shares
Finran Pty Ltd	16/02/2023	\$39,610.00	665,000 fully paid ordinary shares
Finran Pty Ltd	17/02/2023	\$61,679	1,022,760 fully paid ordinary shares
Finran Pty Ltd	20/02/2023	\$37,841.56	615,885 fully paid ordinary shares
Finran Pty Ltd	21/02/2023	\$14,964.58	249,411 fully paid ordinary shares

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Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Finran Pty Ltd	22/02/2023	\$55,239.58	930,222 fully paid ordinary shares
Finran Pty Ltd	23/02/2023	\$63,032.96	1,020,369 fully paid ordinary shares
Finran Pty Ltd	23/02/2023	\$30,000.00	666,667 fully paid ordinary shares
Finran Pty Ltd	24/02/2023	\$69,266	1,174,000 fully paid ordinary shares
Finran Pty Ltd	24/02/2023	\$54,771.02	926,380 fully paid ordinary shares
Finran Pty Ltd	27/02/2023	\$47,500.00	1,055,555 fully paid ordinary shares

6. Associates

Name and ACN/ARSN (if applicable)	Nature of association
Persons named in Section 3 above.	Association pursuant to section 12(2)(b) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) by reason of proposal by the registered holders of the securities as referred to in Section 4 above to issue a signed notice of intention to move resolutions for removal of directors of the Company pursuant to section 203D of the <i>Corporations Act</i>, and a signed notice to the Company requesting the directors to call a general meeting of the Company pursuant to section 249D of the <i>Corporations Act</i>. A copy of these notices are annexed to this document as Annexure B.

7. Addresses

Name	Address
Persons named in this form	c/o 481a New South Head Road Double Bay NSW 2028

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Annexure B

Form 603

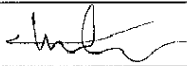
Notice of Initial Substantial Holder

IOUpay Limited

ACN 091 192 871

This is **Annexure B** of 51 pages referred to in Form 603 (Notice of Initial Substantial Holder) lodged in relation to IOUpay Limited ACN 091 192 871, signed by me on behalf of each substantial holder the Form 603 relates to and dated 6 March 2023.

Signature

print name	Terence Clee	capacity	On behalf of each substantial holder the Form 603 relates to
sign here		date	06/03/2023

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To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:

Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

**NOTICE OF INTENTION
TO MOVE RESOLUTIONS FOR REMOVAL OF DIRECTORS**

PURSUANT TO SECTION 203D(2) OF THE CORPORATIONS ACT 2001 (CTH)

Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby gives notice to the Company of its intention to move at the next general meeting of the Company (and any adjournment or postponement of that meeting), the resolutions set out below for the removal of each of the following as directors of the Company:

- Dato' Wan Asmadi Wan Ahmad;
- Lee Chin Wee;
- Khairul Idham Bin Ismail;
- Paul William Russell;
- Kwong Yang Chong; and
- each person appointed as a director of the Company on or after 2 March 2023 until the end of the general meeting (excluding any director nominated by the requisitioning shareholders).

Resolutions

Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

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Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of new directors

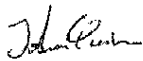
"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 2 March 2023

**Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)**



Signature of director

Joshua Quinn

Name of director



Signature of director

Daler Fayziev

Name of director

DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

Executed by Clee Capital Pty Ltd (ACN 637 619 937) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN 107 269 803) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of director

Name of director

Signature of director

Name of director

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Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127 of)
the Corporations Act 2001 (Cth) by:)

Signature of sole director

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

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Appendix 1

Members giving Notice of Intention to Move Resolutions for the Removal of Directors of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:

Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

**NOTICE OF INTENTION
TO MOVE RESOLUTIONS FOR REMOVAL OF DIRECTORS**

PURSUANT TO SECTION 203D(2) OF THE CORPORATIONS ACT 2001 (CTH)

Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby gives notice to the Company of its intention to move at the next general meeting of the Company (and any adjournment or postponement of that meeting), the resolutions set out below for the removal of each of the following as directors of the Company:

- Dato' Wan Asmadi Wan Ahmad;
- Lee Chin Wee;
- Khairul Idham Bin Ismail;
- Paul William Russell;
- Kwong Yang Chong; and
- each person appointed as a director of the Company on or after 2 March 2023 until the end of the general meeting (excluding any director nominated by the requisitioning shareholders).

Resolutions

Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 2 March 2023

**Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)**

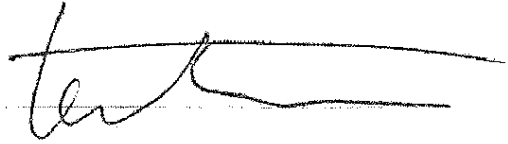
Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)


Signature of sole director and company
secretary

TERENCE CLEE
Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061)
932 321) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Name of director

Signature of director

Name of director

Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

Appendix 1

Members giving Notice of Intention to Move Resolutions for the Removal of Directors of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)

By hand delivery to:

Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

NOTICE OF INTENTION TO MOVE RESOLUTIONS FOR REMOVAL OF DIRECTORS

PURSUANT TO SECTION 203D(2) OF THE *CORPORATIONS ACT 2001* (CTH)

Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby gives notice to the Company of its intention to move at the next general meeting of the Company (and any adjournment or postponement of that meeting), the resolutions set out below for the removal of each of the following as directors of the Company:

- Dato' Wan Asmadi Wan Ahmad;
- Lee Chin Wee;
- Khairul Idham Bin Ismail;
- Paul William Russell;
- Kwong Yang Chong; and
- each person appointed as a director of the Company on or after 2 March 2023 until the end of the general meeting (excluding any director nominated by the requisitioning shareholders).

Resolutions

Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 2 March 2023

**Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)**

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)



Signature of sole director and company
secretary

SAMIER DANDAN

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061)
932 321) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Signature of director

Name of director

Name of director

Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

Appendix 1

Members giving Notice of Intention to Move Resolutions for the Removal of Directors of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)

By hand delivery to:

Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

**NOTICE OF INTENTION
TO MOVE RESOLUTIONS FOR REMOVAL OF DIRECTORS**

PURSUANT TO SECTION 203D(2) OF THE CORPORATIONS ACT 2001 (CTH)

Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby gives notice to the Company of its intention to move at the next general meeting of the Company (and any adjournment or postponement of that meeting), the resolutions set out below for the removal of each of the following as directors of the Company:

- Dato' Wan Asmadi Wan Ahmad;
- Lee Chin Wee;
- Khairul Idham Bin Ismail;
- Paul William Russell;
- Kwong Yang Chong; and
- each person appointed as a director of the Company on or after 2 March 2023 until the end of the general meeting (excluding any director nominated by the requisitioning shareholders).

Resolutions

Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 2 March 2023

**Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)**

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637 619 937) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN 107 269 803) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of director

Christopher Wilson

Name of director



Signature of director

Amanda Sumpter

Name of director

Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

Appendix 1

Members giving Notice of Intention to Move Resolutions for the Removal of Directors of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:

Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

**NOTICE OF INTENTION
TO MOVE RESOLUTIONS FOR REMOVAL OF DIRECTORS**

PURSUANT TO SECTION 203D(2) OF THE CORPORATIONS ACT 2001 (CTH)

Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby gives notice to the Company of its intention to move at the next general meeting of the Company (and any adjournment or postponement of that meeting), the resolutions set out below for the removal of each of the following as directors of the Company:

- Dato' Wan Asmadi Wan Ahmad;
- Lee Chin Wee;
- Khairul Idham Bin Ismail;
- Paul William Russell;
- Kwong Yang Chong; and
- each person appointed as a director of the Company on or after 2 March 2023 until the end of the general meeting (excluding any director nominated by the requisitioning shareholders).

Resolutions

Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 2 March 2023

**Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)**

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637 619 937) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN 107 269 803) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director and company secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of director

Name of director

Signature of director

Name of director

Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Lorraine Young

Signature of sole director

Lorraine Young

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

Appendix 1

Members giving Notice of Intention to Move Resolutions for the Removal of Directors of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:
Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

REQUISITION TO CALL A GENERAL MEETING

PURSUANT TO SECTION 249D of CORPORATIONS ACT 2001 (CTH)

Pursuant to section 249D of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby requests the directors of the Company to call and arrange to hold a general meeting of the Company to consider, and if thought fit to pass, the following resolutions as ordinary resolutions:

Resolution 1: Election of Gregory Woszczalski as a director of the Company

"That, Gregory Woszczalski, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 2: Election of David William Halliday as a director of the Company

"That, David William Halliday, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 3: Election of Mohammad Azizuddin Shahrudin as a director of the Company

"That, Mohammad Azizuddin Shahrudin, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 4: Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

Resolution 5: Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 6: Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 7: Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 8: Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 9: Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 3 March 2023

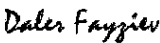
DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)



Signature of director
Joshua Quinn

Name of director



Signature of director
Daler Fayziev

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of director

Signature of director

Name of director

Name of director

Executed by First State Pty Limited (ACN 155 959 569) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director

Name of sole director, who states that First State Pty Limited does not have a company secretary

DocuSign Envelope ID: 165F0790-F235-4095-9304-5F7BFD526FB4

Appendix 1

Members giving Requisition to Call a General Meeting of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:
Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

REQUISITION TO CALL A GENERAL MEETING

PURSUANT TO SECTION 249D of CORPORATIONS ACT 2001 (CTH)

Pursuant to section 249D of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby requests the directors of the Company to call and arrange to hold a general meeting of the Company to consider, and if thought fit to pass, the following resolutions as ordinary resolutions:

Resolution 1: Election of Gregory Woszczalski as a director of the Company

"That, Gregory Woszczalski, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 2: Election of David William Halliday as a director of the Company

"That, David William Halliday, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 3: Election of Mohammad Azizuddin Shahrudin as a director of the Company

"That, Mohammad Azizuddin Shahrudin, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 4: Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Resolution 5: Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 6: Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 7: Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 8: Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 9: Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 3 March 2023

Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)



Signature of sole director and company
secretary

TERENCE CLEE

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of director	Signature of director
Name of director	Name of director

Executed by First State Pty Limited (ACN 155 959 569) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director

Name of sole director, who states that First State Pty Limited does not have a company secretary

Appendix 1

Members giving Requisition to Call a General Meeting of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:
Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

REQUISITION TO CALL A GENERAL MEETING

PURSUANT TO SECTION 249D of CORPORATIONS ACT 2001 (CTH)

Pursuant to section 249D of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby requests the directors of the Company to call and arrange to hold a general meeting of the Company to consider, and if thought fit to pass, the following resolutions as ordinary resolutions:

Resolution 1: Election of Gregory Woszczalski as a director of the Company

"That, Gregory Woszczalski, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 2: Election of David William Halliday as a director of the Company

"That, David William Halliday, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 3: Election of Mohammad Azizuddin Shahrudin as a director of the Company

"That, Mohammad Azizuddin Shahrudin, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 4: Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Resolution 5: Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 6: Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 7: Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 8: Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 9: Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 3 March 2023

Executed by Finran Pty Ltd (ACN 664 481)
 789) in accordance with section 127 of the)
 Corporations Act 2001 (Cth) by:)

 Signature of director

 Signature of director

 Name of director

 Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
 619 937) in accordance with section 127 of the)
 Corporations Act 2001 (Cth) by:)

 Signature of sole director and company
 secretary

 Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
 107 269 803) in accordance with section 127)
 of the Corporations Act 2001 (Cth) by:)

 Signature of sole director and company
 secretary

SAMIER DAVOAN

 Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of director

Signature of director

Name of director

Name of director

Executed by First State Pty Limited (ACN 155 959 569) in accordance with section 127 of the Corporations Act 2001 (Cth) by:

Signature of sole director

Name of sole director, who states that First State Pty Limited does not have a company secretary

Appendix 1

Members giving Requisition to Call a General Meeting of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:
Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

REQUISITION TO CALL A GENERAL MEETING

PURSUANT TO SECTION 249D of CORPORATIONS ACT 2001 (CTH)

Pursuant to section 249D of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby requests the directors of the Company to call and arrange to hold a general meeting of the Company to consider, and if thought fit to pass, the following resolutions as ordinary resolutions:

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"That, Gregory Woszczalski, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 2: Election of David William Halliday as a director of the Company

"That, David William Halliday, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 3: Election of Mohammad Azizuddin Shahrudin as a director of the Company

"That, Mohammad Azizuddin Shahrudin, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 4: Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Resolution 5: Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 6: Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 7: Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 8: Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 9: Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 3 March 2023

Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

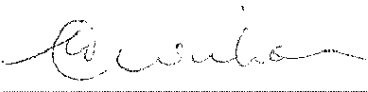
Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061 932 321) in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of director

Christopher Wilson

Name of director



Signature of director

Amanda Sumpter

Name of director

Executed by First State Pty Limited (ACN 155 959 569) in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of sole director

Name of sole director, who states that First State Pty Limited does not have a company secretary

Appendix 1

Members giving Requisition to Call a General Meeting of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)

To:

**The Board of Directors &
The Company Secretary
IOUpay Limited (ACN 091 192 871)**

By hand delivery to:
Traverse Accountants Pty Ltd
24-26 Kent Street
Millers Point NSW 2000

and

Level 10, 50 Pitt Street
Sydney NSW 2000

REQUISITION TO CALL A GENERAL MEETING

PURSUANT TO SECTION 249D of CORPORATIONS ACT 2001 (CTH)

Pursuant to section 249D of the *Corporations Act 2001* (Cth), the undersigned, being members of IOUpay Limited (ACN 091 192 871) (**Company**) holding at least 5% of the votes that may be cast at a general meeting of the Company, hereby requests the directors of the Company to call and arrange to hold a general meeting of the Company to consider, and if thought fit to pass, the following resolutions as ordinary resolutions:

Resolution 1: Election of Gregory Woszczalski as a director of the Company

"That, Gregory Woszczalski, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 2: Election of David William Halliday as a director of the Company

"That, David William Halliday, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 3: Election of Mohammad Azizuddin Shahrudin as a director of the Company

"That, Mohammad Azizuddin Shahrudin, having consented to act as a director of the Company, be appointed a director of the Company effective immediately on the passing of this resolution."

Resolution 4: Removal of Dato' Wan Asmadi Wan Ahmad as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Dato' Wan Asmadi Wan Ahmad be removed as a director of the Company with effect from the close of this general meeting."

Resolution 5: Removal of Lee Chin Wee as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Lee Chin Wee be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 6: Removal of Khairul Idham Bin Ismail as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Khairul Idham Bin Ismail be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 7: Removal of Paul William Russell as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Paul William Russell be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 8: Removal of Kwong Yang Chong as a director of the Company

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), Kwong Yang Chong be removed as a director of the Company effective immediately on the passing of this resolution."

Resolution 9: Removal of new directors

"That, pursuant to, and in accordance with section 203D of the Corporations Act 2001 (Cth), each person appointed as a director of the Company on or after 2 March 2023 until the close of this general meeting (other than any person elected or appointed as a director following their nomination by the members of the Company issuing the section 203D(2) notice dated 2 March 2023) be removed as a director of the Company effective immediately on the passing of this resolution."

Yours faithfully

The members of the Company listed at Appendix 1

Dated: 3 March 2023

Executed by Finran Pty Ltd (ACN 664 481)
789) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Signature of director

Name of director

Name of director

Executed by Clee Capital Pty Ltd (ACN 637)
619 937) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Liquipure Aust Pty Ltd (ACN)
107 269 803) in accordance with section 127)
of the *Corporations Act 2001 (Cth) by:*)

Signature of sole director and company
secretary

Name of sole director and company secretary

Executed by Rookesbury Pty Ltd (ACN 061)
932 321) in accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)

Signature of director

Signature of director

Name of director

Name of director

Executed by First State Pty Limited (ACN)
155 959 569) in accordance with section 127)
of the Corporations Act 2001 (Cth) by:)

Lorraine Young

Signature of sole director

Lorraine Young

Name of sole director, who states that First
State Pty Limited does not have a company
secretary

Appendix 1

Members giving Requisition to Call a General Meeting of IOUpay Limited

- Finran Pty Ltd (ACN 664 481 789)
- Clee Capital Pty Ltd (ACN 637 619 937)
- Liquipure Aust Pty Ltd (ACN 107 269 803)
- Rookesbury Pty Ltd (ACN 061 932 321)
- First State Pty Limited (ACN 155 959 569)