

CIRCULAR DATED 11 AUGUST 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Circular is issued by MC Payment Limited (the “**Company**”). If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser, or other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

This Circular, together with the Notice of EGM and the accompanying Proxy Form, has been made available on SGXNet and on the Company’s website at <https://investor.mcpayment.com>. A printed copy of this Circular, together with the Notice of EGM and the accompanying Proxy Form, will NOT be despatched to Shareholders.

If you have sold or transferred all your Shares, you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNet and the Company’s website at <https://investor.mcpayment.com>.

This Circular has been prepared by the Company and its contents have been reviewed by the Sponsor in accordance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the SGX-ST and 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 Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #9-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.



MC PAYMENT LIMITED

(formerly known as Artivision Technologies Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200407031R)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “MC PAYMENT LIMITED” TO “OXPAY FINANCIAL LIMITED”

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	30 August 2021 at 2.00 p.m.
Date and time of EGM	:	2 September 2021 at 2.00 p.m.
Place of EGM	:	The EGM will be held by electronic means (please refer to the Notice of EGM for information on how to participate in the EGM)

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

COMPANIES, ORGANISATIONS, PERSONS AND OTHER ENTITIES

“ACRA”	:	Accounting and Corporate Regulatory Authority
“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
“Board”	:	The Board of Directors of the Company, from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Company”	:	MC Payment Limited
“Directors”	:	Directors of the Company, from time to time
“Group”	:	The Company and its subsidiaries
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Catalist”	:	The Catalist board of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified, supplemented or revised from time to time
“Circular”	:	This circular to Shareholders dated 11 August 2021 in relation to the Proposed Change of Name
“Constitution”	:	The constitution of the Company, as amended or modified from time to time
“EGM”	:	The extraordinary general meeting of the Company to be convened and held by electronic means on 2 September 2021 at 2.00 p.m., notice of which is set out in the Notice of EGM
“Notice of EGM”	:	The notice of the EGM set out on pages N-1 to N-3 of this Circular
“Proposed Change of Name”	:	The proposed change of name of the Company from "MC Payment Limited" to "OxPay Financial Limited"
“Securities and Futures Act”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“Shareholders”	:	Registered holders of Shares in the capital of the Company, except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose securities accounts maintained with CDP are credited with such Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A person who has an interest in the Shares of the Company, and the total votes attached thereto are not less than 5.0% of the total votes attached to all the voting Shares of the Company

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act. The terms “**subsidiary**” and “**related company**” shall have the meanings ascribed to them in Sections 5 and 6 respectively of the Companies Act.

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 and vice versa. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the Securities and Futures Act, the Catalist Rules or any modification thereof and used in this Circular shall have the same meaning assigned to it thereunder, as the case may be, unless otherwise provided.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time or date, as the case may be, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

MC PAYMENT LIMITED
(formerly known as Artivision Technologies Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration No.200407031R)

Directors

Mr Ching Chiat Kwong (Non-Executive Non-Independent Chairman)
Mr Shawn Ching Wei Hung (Non-Executive Non-Independent Deputy Chairman)
Mr Tan Chee Keong (Managing Director)
Mr Ng Weng Sui Harry (Non-Executive Non-Independent Director)
Mr Kesavan Nair (Non-Executive Independent Director)
Mr Chee Kheng Hock, Rothschild (Non-Executive Independent Director)

Registered Office

10 Ubi Crescent
#03-48
Ubi Techpark
Singapore 408564

11 August 2021

To: The Shareholders

Dear Sir/Madam

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “MC PAYMENT LIMITED” TO “OXPAY FINANCIAL LIMITED”

1. INTRODUCTION

- 1.1. The Board proposes to seek the approval of Shareholders for the change of the Company’s name from “MC Payment Limited” to “OxPay Financial Limited” at the Company’s EGM to be held by electronic means on 2 September 2021 at 2.00 p.m.. The Notice of EGM is set out on pages N-1 to N-3 of this Circular.
- 1.2. The purpose of this Circular is to provide Shareholders with information relating to and explain the rationale for the Proposed Change of Name.
- 1.3. The Company has appointed Vincent Lim & Associates LLC as the legal adviser to the Company in relation to the Proposed Change of Name.

2. THE PROPOSED CHANGE OF NAME

- 2.1. The Company proposes to change its name from “MC Payment Limited” to “OxPay Financial Limited” in order to signify the new direction of the Group moving forward under its new management. The Proposed Change of Name will enable the Company to create a new identity for itself in the market as the Group grows its business, as well as allow the business community and the public to better identify with the Company under this new name moving forward. Once the Proposed Change of Name is effective, the Company intends to change the names of its subsidiaries in order to adopt a consistent identity and thereafter undertake a rebranding exercise.
- 2.2. The Proposed Change of Name of the Company is subject to the approval of the Shareholders by way of a special resolution to be tabled at the EGM. The Company’s application to reserve the new name “OxPay Financial Limited” has been approved by ACRA on 7 July 2021. The proposed new name has been reserved for 120 days from the date of ACRA’s approval and no further extension of name reservation will be allowed thereafter. Subject to the special resolution for the Proposed Change of Name being passed at the EGM, the Company will lodge the requisite statutory returns with ACRA relating to its change of name. Upon issue by ACRA of a notification on the change of name of the Company, the Proposed Change of Name shall become effective. The new name “OxPay Financial Limited” shall be substituted for “MC Payment Limited”

LETTER TO SHAREHOLDERS

wherever the latter name appears in the Company's Constitution. Apart from the substitution of the Company's name as aforesaid, there will be no other amendments made to the Company's Constitution.

- 2.3 The Company will issue an announcement to notify Shareholders upon the Company's new name coming into effect. Shareholders should note that the change of the Company's name will not affect (i) the legal status of the Company, (ii) any of the rights and obligations of the Company, and (iii) any of the Shareholder's rights or the Group's daily business operations and financial position.
- 2.4 Shareholders should take note that notwithstanding the change of the Company's name, the Company will not recall any existing Share certificates bearing the current or previous name of the Company, which continue to be *prima facie* evidence of legal title. No further action is required on the part of the Shareholders. Upon the Proposed Change of Name becoming effective, any new Share certificates of the Company will be issued under the new name "OxPay Financial Limited".

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective shareholdings in the Company, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Change of Name.

4. DIRECTORS' RECOMMENDATION

After having considered, *inter alia*, the rationale for the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name 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 Change of Name at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held by electronic means on 2 September 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the special resolution relating to the Proposed Change of Name as set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Due to the mandatory safe distancing measures issued by the Singapore Ministry of Health in relation to the COVID-19 pandemic, the Company will conduct the EGM by electronic means only and Shareholders will not be able to physically attend the EGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM. Please refer to the Notice of EGM for further details.

7. 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 Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular

LETTER TO SHAREHOLDERS

misleading. Where information 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.

8. DOCUMENTS FOR INSPECTION

8.1 Copies of the following documents are available for inspection at the registered office of the Company at 10 Ubi Crescent, #03-48 Ubi Techpark, Singapore 408564, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution; and
- (b) the approval of ACRA and the Company's application for the reservation of the name "OxPay Financial Limited".

8.2 In view of the prevailing restrictions imposed by the Singapore government to curb the spread of COVID-19, access to the registered office of the Company may be restricted during this period. Shareholders who wish to inspect the above documents should contact the Company so that arrangements can be made.

Yours faithfully
For and on behalf of the Board of Directors of
MC PAYMENT LIMITED

Ching Chiat Kwong
Non-Executive Non-Independent Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

MC PAYMENT LIMITED

(formerly known as Artivision Technologies Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration No.200407031R)

Unless otherwise defined, all capitalised terms herein shall bear the same meanings as used in the circular to shareholders dated 11 August 2021 issued by MC Payment Limited (“Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of MC Payment Limited (the “Company”) will be held by electronic means on 2 September 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

SPECIAL RESOLUTION

THE PROPOSED CHANGE OF NAME

THAT:

- (1) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “**MC Payment Limited**” to “**OxPay Financial Limited**” and that the name “**OxPay Financial Limited**” be substituted for “**MC Payment Limited**” wherever the latter name appears in the constitution of the Company; and
- (2) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to this special resolution.

By Order of the Board

Ching Chiat Kwong
Non-Executive Non-Independent Chairman
Singapore, 11 August 2021

Notes:

1. The EGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Printed copies of the Circular, together with this Notice of EGM and the accompanying Proxy Form, will not be sent to members. Instead, the Circular, together with this Notice of EGM and the accompanying Proxy Form, will be sent to members by electronic means via publication on SGXNet and on the Company’s website at <https://investor.mcpayment.com>.

2. **Registration to Attend the EGM by Electronic Means**

The proceedings of the EGM will be broadcasted “live” through an audio-and-video webcast and an audio-only feed.

Members who wish to follow the proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to the proceedings through a “live” audio feed via telephone must pre-register at <https://conveneagm.com/sg/MCPaymentEGM2> no later than **2.00 p.m. on 30 August 2021** (“**Registration Cut-Off Date**”) (being 72 hours before the time fixed for the EGM).

Upon successful registration, authenticated members will receive an email confirmation by **31 August 2021** with a unique link to access the “live” webcast and telephone number for the “live” audio feed of the EGM proceedings on the date of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Members who do not receive any email by **2.00 p.m. on 31 August 2021** but who have registered by the Registration Cut-Off Date, should contact the Company's Share Registrar, c/o Tricor Barbinder Share Registration Services, at the following email address: MCPaymentEGM@sg.tricorglobal.com.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including Supplementary Retirement Scheme ("SRS") investors) ("Investors") will not be able to pre-register for the "live" broadcast of the EGM. An Investor who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary (which includes, in the case of an SRS investor, the SRS Operator) as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, c/o Tricor Barbinder Share Registration Services, via email to no later than **2.00 p.m. on 30 August 2021**.

PHYSICAL ATTENDANCE OF THE EGM WILL NOT BE PERMITTED.

3. **Prior submission of questions**

Members will not be able to ask questions "live" during the broadcast of the EGM. All members and Investors may submit questions relating to the business of the EGM no later than **2.00 p.m. on 30 August 2021** (being 72 hours before the time fixed for the EGM):

- (a) via the pre-registration website at <https://conveneagm.com/sg/MCPaymentEGM2>; or
- (b) by email to MCPaymentEGM@sg.tricorglobal.com; or
- (c) by post to the Company's Share Registrar, c/o Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898.

The Company will endeavour to address substantial and relevant questions relating to the special resolution tabled for approval at the EGM as received from members either (i) before the EGM via an announcement on SGXNet and the Company's website, or (ii) during the EGM.

The Company will publish the minutes of the EGM (including the Company's responses to the substantial and relevant questions received from members, which are addressed during the EGM, if any) on SGXNet and the Company's website, within one month after the date of the EGM.

4. **Voting by Proxy**

Members (whether individual or corporate) who wish to exercise their votes must submit a proxy form to appoint the Chairman of the Meeting to vote on his/her/its behalf:

- (a) if in hard copy and sent personally or by post, the proxy form must be lodged at the Company's Share Registrar, c/o Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
- (b) if by email, the proxy form must be received at MCPaymentEGM@sg.tricorglobal.com,

in either case, to be received by **2.00 p.m. on 30 August 2021** (being 72 hours before the time fixed for the EGM).

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act (Chapter 50) of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy.

NOTICE OF EXTRAORDINARY GENERAL MEETING

In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act (Chapter 289) of Singapore), as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. An SRS investor who wishes to vote should approach his/her SRS Operator at least seven working days before the date of the EGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf, to be received by **2.00 p.m. on 30 August 2021**.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to watch the "live" webcast or listen to the "live" audio feed of the proceedings of the EGM, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to watch the "live" webcast or listen to the "live" audio feed of the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members of the Company received before the EGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM 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 member of the Company (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

PROXY FORM

MC PAYMENT LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200407031R)

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before
completing this Form)

IMPORTANT:

1. The EGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM and this Proxy Form will not be sent to members. Instead, the Notice of EGM and this Proxy Form will be sent to members by electronic means via publication on the SGXNet and the Company's website.
2. Alternative arrangements relating to attendance at the EGM by electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Notice of EGM.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolution to be tabled for approval at the EGM. A member (whether individual or corporate) who wishes to exercise his/her/its vote must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. In appointing the Chairman of the Meeting as proxy, a member must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
4. This proxy form is not valid for use by investors holding shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("Investors") (including investors holding through the Supplementary Retirement Scheme ("SRS") ("SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. An SRS investor who wishes to vote should approach his/her SRS Operator at least seven working days before the date of the EGM to submit his/her vote.
5. **Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of EGM dated 11 August 2021.
6. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.**

I/We _____ (Name) _____ (NRIC/Passport Number)

of _____ (Address)

being a Member/Members of **MC Payment Limited** ("**Company**"), hereby appoint the Chairman of the Meeting my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**Meeting**") of the Company to be held by electronic means on 2 September 2021 at 2.00 p.m. and at any adjournment thereof. I/We direct the Chairman of the Meeting as my/our proxy to vote for, against and/or abstain from voting on the resolution proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the appointment of the Chairman of the Meeting as my/our proxy for the resolution will be treated as invalid. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 11 August 2021 issued by the Company.

The special resolution put to the vote at the EGM shall be decided by way of poll.

Special Resolution	No. of Votes For	No. of Votes Against	No. of Votes Abstaining
To approve the Proposed Change of Name			

¹ If you wish to exercise all your votes "For" or "Against" the relevant Resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or if you wish to abstain from voting in respect of the resolution, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided for the resolution.

Signed this _____ day of _____ 2021

Total Number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) / Corporation's Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you (in both the Register of Members and the Depository Register).
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolution to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. This proxy form may be accessed at the SGXNet. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
3. This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. An SRS investor who wishes to vote should approach his/her SRS Operator at least seven working days before the date of the EGM to submit his/her vote.
4. The proxy form must be submitted to the Company in the following manner:
 - (a) if submitted by post or personally, be lodged with the Company's Share Registrar, c/o Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to MCPaymentEGM@sg.tricorglobal.com,in either case, to be received by **2.00 p.m. on 30 August 2021** (being 72 hours before the time fixed for the EGM).

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing the Chairman of the Meeting is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his 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. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.
9. The Circular, this Notice of EGM and the Proxy Form have been made available on SGXNet and on the Company's website at <https://investor.mcpayment.com>.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 11 August 2021.