

**iFAST****iFAST CORPORATION LTD.**Registration No. 200007899C  
(Incorporated in Singapore)

1 April 2021

Dear Shareholders,

We are pleased to enclose printed copies of the Notice of Annual General Meeting ("AGM") and Proxy Form for iFAST Corporation Ltd. ("iFAST Corp") upcoming AGM to be held on 23 April 2021.

In line with the Group's sustainability efforts, we have discontinued the practice of mailing iFAST Corp's annual reports to shareholders. Instead, iFAST Corp's Annual Report 2020 ("AR2020") for the financial year ended 31 December 2020, which includes an Appendix To Shareholders dated 1 April 2021 (in relation to the proposed renewal of the share buy back mandate), will be available for download from SGXNET or iFAST Corp's corporate website from the date of this letter.

The AR2020 may be accessed on SGXNet, at the URL <http://bit.do/ifastcorp-ar> or by scanning the QR code below. You will need an internet browser and PDF reader to view these documents.

We sincerely hope that you could join our sustainability efforts and embrace e-communications. If you still wish to receive printed copies of the AR2020, please complete the Request Form below and return it to iFAST Corp by post, or by email to [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com), no later than 16 April 2021 to receive the annual report in time for the upcoming AGM. The printed copies will be mailed to you within 5 working days upon receiving your request.

By completing, signing and returning the forms to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted forms or which is otherwise collected from you [or your authorised representative(s)], for the purpose of processing and effecting your request.

Yours faithfully  
For and behalf of  
iFAST Corporation Ltd.

Chan Lai Yin  
Lee Pay Lee  
Company Secretaries




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## REQUEST FORM

To: iFAST Corporation Ltd.

**NB: Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.**

I/We wish to receive a printed copy of the AR2020.

Name(s) of Shareholder(s): \_\_\_\_\_

NRIC/Passport Number(s): \_\_\_\_\_

Company Registration Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

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AFFIX  
STAMP

The Company Secretary  
**iFAST CORPORATION LTD.**  
10 Collyer Quay  
#26-01, Ocean Financial Centre  
Singapore 049315

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# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of the Company will be held at Level 4, Hall 406, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and by electronic means on Friday, 23 April 2021 at 2.00 p.m., for the purpose of transacting the following businesses:

## As Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' Statements and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Mark Rudolph Duncan who is retiring pursuant to Regulation 88 of the Constitution of the Company, and who, being eligible, offer himself for re-election. *(See Explanatory Note 1)* **(Resolution 2)**
3. To re-elect Mr Toh Teng Peow David who is retiring by rotation pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer himself for re-election. *(See Explanatory Note 2)* **(Resolution 3)**
4. To re-elect Ms Janice Wu Sung Sung who is retiring by rotation pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer herself for re-election. *(See Explanatory Note 3)* **(Resolution 4)**
5. To record the retirement of Mr Goh Bing Yuan who is retiring pursuant to Regulation 89 of the Constitution of the Company. *(See Explanatory Note 4)*
6. To approve a tax exempt (one-tier) final dividend of 1.0 cents per ordinary share for the financial year ended 31 December 2020. **(Resolution 5)**
7. To approve the payment of Directors' fees of \$576,531 to the Non-Executive Directors (including Independent Directors) for the financial year ending 31 December 2021. \$441,319 will be paid in cash on a quarterly basis and \$135,212 will be paid by issuance of equivalent shares to the Non-Executive Directors (including Independent Directors) with the number of shares rounded up to the nearest hundred. *(See Explanatory Note 5)* **(Resolution 6)**
8. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
9. To transact any other ordinary business which may be properly transacted at an AGM.

## As Special Business

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

10. Authority to issue shares **(Resolution 8)**

"That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "Companies Act") and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

# Notice of Annual General Meeting

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below).

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier." (See Explanatory Note 6)

11. Proposed grant of options to Mr Lim Chung Chun

**(Resolution 9)**

"That approval be and is hereby given for the proposed grant of options with market value equivalent to \$100,000 to Mr Lim Chung Chun, Executive Chairman and Chief Executive Officer and also a Controlling Shareholder of the Company, in accordance with the iFAST Employee Share Option Scheme ("iFAST ESOS") based on the following terms and the Directors be authorized to issue and allot such shares upon the exercise of the options:

(i) Date of grant of options: 1 May 2021

# Notice of Annual General Meeting

- (ii) Number of shares comprised in the proposed options: Actual number of options to be awarded will be determined by reference to the average closing price of shares for five (5) consecutive market days immediately preceding the date of grant of options ("Market Price"), and in any case, (a) the aggregate number of shares available to Controlling Shareholders and their associates shall not exceed 25% of the shares available under the iFAST ESOS; and (b) the number of shares available to Mr Lim Chung Chun or his associate shall not exceed 10% of the shares available under the iFAST ESOS. The Company will ensure compliance with Rule 845 of the Listing Manual of the SGX-ST

*(Please refer to Explanatory Note 7 for the indicative number of options to be granted)*

- (iii) Exercise price per option: The exercise price will be set at 5% higher than Market Price before the date of grant of options
- (iv) Exercise period: Exercisable at any time after one (1) year from the date of grant, pursuant to Rule 11, and subject to Rule 15 of the iFAST ESOS. For the avoidance of doubt, the Company adopts a stricter policy, whereby approximately one-third of the options can be exercised after two (2) years from the date of grant and the remaining of approximately two-third of the options can be exercised after three (3) years from the date of grant
- (v) Validity period of the options: Ten (10) years from date of grant of options *(See Explanatory Note 7)*

## 12. Proposed renewal of the Share Buy Back Mandate

**(Resolution 10)**

"That: -

- (a) for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market purchase(s) on the SGX-ST; and/or
  - (ii) off-market purchase(s) is effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

And otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy Back Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - (i) the date on which the next AGM of the Company is held or required by law to be held;

# Notice of Annual General Meeting

- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy Back Mandate are carried out to the full extent mandated;
  - (iii) the date on which the authority conferred by the Share Buy Back Mandate is varied or revoked by Shareholders in general meeting;
- (c) in this Resolution:

“Maximum Percentage” means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share, 110% of the Average Closing Price of the Shares;

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

“Date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.” (See *Explanatory Note 8*)

## BY ORDER OF THE BOARD

**Chan Lai Yin**  
**Lee Pay Lee**  
Company Secretaries

Singapore, 1 April 2021

# Notice of Annual General Meeting

## Explanatory Notes on Businesses to be Transacted

1. Mr Mark Rudolph Duncan was appointed as an Independent Director of the Company on 1 January 2021. Mr Mark Rudolph Duncan will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information of Mr Mark Rudolph Duncan can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.
2. Mr Toh Teng Peow David will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information of Mr Toh Teng Peow David can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.
3. Ms Janice Wu Sung Sung is a Non-Independent Non-Executive Director of the Company as she is a nominee director of SPH Invest Ltd, a wholly-owned subsidiary of Singapore Press Holdings Limited. Detailed information of Ms Janice Wu Sung Sung can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.
4. Mr Goh Bing Yuan, upon his retirement as a Director, will cease to be a member of the Board Risk Committee.
5. Subject to the approval of Ordinary Resolution No. 6, the share awards will be granted to all Non-Executive Directors on 1 May 2021 as part of their Directors' fees subject to vesting conditions of approximately one-third of the share awards will be vested after 2 years from date of grant and the remaining approximately two-third of the share awards will be vested after 3 years from date of grant. The actual number of shares to be awarded will be determined by reference to the average closing price of shares for 5 consecutive market days immediately prior to the date of award.
6. The Ordinary Resolution No. 8 proposed in Item 10 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. For issues of shares other than on a *pro rata* basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.
7. Ordinary Resolution No. 9 proposed in Item 11 above, if passed, will empower the Directors to grant options with market value equivalent to \$100,000 to Mr Lim Chung Chun based on the terms set out in Item 11 which is in accordance with the terms of the Service Agreement dated 1 January 2018.

Pursuant to the terms of the Service Agreement dated 1 January 2018, Mr Lim Chung Chun is entitled to a Long-term Incentive of options with fair value equivalent to 1% of consolidated profit before tax, excluding extraordinary items, non-recurring items, minority interests and inter-company transactions within the Group, or \$100,000, whichever is lower.

Specific approval has been sought and obtained for Mr Lim Chung Chun's participation in the iFAST ESOS at the Extraordinary General Meeting held on 21 October 2014. A separate resolution must be passed by ordinary resolution to approve the actual number and terms of options to be granted to Mr Lim Chung Chun, who is the Executive Chairman and CEO and also a Controlling Shareholder of the Company.

If this Resolution is not approved, \$100,000 will be awarded in cash pursuant to the terms of the Service Agreement dated 1 January 2018.

The following estimation for the number of options to be granted is solely for illustrative purposes. The actual number of options to be granted and the assumptions to be used for the calculation of the actual number of options to be granted may change at the date of grant on 1 May 2021.

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Assuming that the date of grant of options is 5 March 2021, the estimated number of options to be granted is measured based on the Binomial Model with the following assumptions:

- The average closing price of shares for five (5) consecutive market days immediately preceding the date of grant of options is \$5.818;
- The exercise price is \$6.109;
- The validity period of the options is ten (10) years from the date of grant of such options; and
- The expected volatility is based on the one year historic volatility of the Company's share price, adjusted for any expected changes to future volatility.

**Solely for illustrative purposes**, based on the fair value of options calculated using the Binomial Model with the above assumptions, the estimated number of options to be granted to Mr Lim Chung Chun is **17,400** Shares.

8. The Ordinary Resolution No. 10 proposed in Item 12 is to give the Company the flexibility to undertake buy backs of the Shares at any time, subject to market conditions, during the period when the Share Buy Back Mandate is in force, subject to the conditions set out in the Ordinary Resolution No. 10.

The Company intends to use internal resources or external borrowings or a combination of both to finance the purchase or acquisition of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the issued share capital of the Company comprised 276,394,913 Shares of which 436,100 Shares that are held in treasury as at 5 March 2021 ("Latest Practicable Date"), and assuming that no further Shares are issued on or prior to the AGM, not more than 27,595,881 Shares (representing 10% of the Shares in issue as at that date (excluding treasury shares and subsidiary holdings)) may be purchased or acquired by the Company pursuant to the proposed Share Buy Back Mandate. However, pursuant to Section 761(1) of the Companies Act, the Company can only hold 10% of its Shares (being 27,639,491 Shares) in treasury. Therefore, even though the Share Buy Back Mandate provides for potentially up to 27,595,881 Shares to be purchased or acquired by the Company, the maximum number of Shares that the Company can purchase or acquire and hold in treasury is 27,203,391 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 27,203,391 Shares at the Maximum Price of \$6.11 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-Mainboard immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 27,203,391 Shares is approximately \$166.2 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 27,203,391 Shares at the Maximum Price of \$6.40 for each Share (being the price equivalent to 110% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the Official List of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 27,203,391 Shares is approximately \$174.1 million.

The financial effects of the purchase or acquisition of the Shares by the Company pursuant to the proposed renewal of the Share Buy Back Mandate on the audited financial statements for the financial year ended 31 December 2020 based on these assumptions are set out in paragraph 2.7 of the Appendix to Shareholders dated 1 April 2021 included in the Company's Annual Report.

A Share Buy Back at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Further, amongst others, a Share Buy Back provides the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The Directors also expect that Share Buy Backs may also help mitigate against short term volatility of share price, offset the effects of short term speculation and bolster Shareholders' confidence. Share Buy Backs will also allow the Directors greater control over the Company's share capital structure, dividend payout and cash reserves.

The buy-back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the EPS and/or NAV per Share of the Company and the Group, and will only be made when the Directors believe that such buy back would benefit the Company and its Shareholders.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy Back Mandate via Market Purchases or Off-Market Purchases will only be made when the Directors believe that such purchases or acquisitions would be made in circumstances which would not have a material adverse effect on the financial position of the Company. Please refer to the Appendix to Shareholders dated 1 April 2021 included in the Company's Annual Report for details.

For the foregoing reasons, the Directors seek to renew the Share Buy Back Mandate, which was approved by Shareholders at the Extraordinary General Meeting held on 21 October 2014 and last renewed at the AGM held on 27 April 2020.



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## Notes

1. A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.
2. Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.  
  
“Relevant intermediary” means:
  - (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. Investors holding shares under the Central Provident Fund Investment Schemes (“CPF Investors”) and/or Supplementary Retirement Scheme (“SRS Investors”) who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 2:00 p.m. on 14 April 2021). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
  - (i) Deposited at the registered office of the Company at 10 Collyer Quay, #26-01, Ocean Financial Centre Singapore 049315; or
  - (ii) Electronic mail attaching clear scanned and signed PDF copy of the Proxy Form to: [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com); or
  - (iii) Pre-registration website URL: <https://conveneagm.sg/ifastcorp> in electronic format,in each case not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 2.00 p.m. on 20 April 2021).
6. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 2:00 p.m. on 20 April 2021), as certified by The Central Depository (Pte) Limited to the Company.
7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
8. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

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## Important Information

The Annual General Meeting is being convened, and will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (“Physical Meeting”) and 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 (“Virtual Meeting”).

Shareholders of the Company (“Shareholders”) should take note of the following arrangements for the conduct of the AGM on 23 April 2021:

- (a) Attendance: Due to current COVID-19 restrictions, the Company will restrict the number of attendees at the Physical Meeting to 50 persons and the Directors shall determine such number of shareholders attending the Physical Meeting in compliance with the Ministry of Health (“MOH”) advisory.

<b>Virtual Meeting</b>	<b>Physical Meeting</b>
<p data-bbox="193 846 359 875"><u>Pre-registration</u></p> <p data-bbox="193 898 813 952">Proceedings of the AGM will be broadcasted through live audiovisual and audio-only feeds (“Live Webcast”).</p> <p data-bbox="193 974 813 1077">All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: <a href="https://conveneagm.sg/ifastcorp">https://conveneagm.sg/ifastcorp</a> for verification purposes by 2.00 p.m. on 20 April 2021.</p> <p data-bbox="193 1099 813 1256">Shareholders who are appointing Proxyholder(s) to attend the Virtual Meeting should inform his/her Proxyholder(s) to pre-register at the URL: <a href="https://conveneagm.sg/ifastcorp">https://conveneagm.sg/ifastcorp</a> not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 2.00 p.m. on 20 April 2021), failing which the appointment shall be invalid.</p> <p data-bbox="193 1279 813 1435">Following verification, the Company will provide authenticated Shareholders and Proxyholders with a confirmation email by 21 April 2021 (“Confirmation Email for Virtual Meeting”) via the e-mail address provided during pre-registration or as indicated in the Proxy Form to access the Live Webcast to:</p> <ul data-bbox="193 1458 813 1615" style="list-style-type: none"><li>(i) watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their Singpass account.</li><li>(ii) observe the AGM proceedings by dialing in to the telephone number provided in the email.</li></ul> <p data-bbox="193 1637 813 1794">Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above mentioned link or telephone number to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.</p> <p data-bbox="193 1816 813 1919">Shareholders who have registered by 2.00 p.m. on 20 April 2021 but have not received the Confirmation Email for Virtual Meeting by 21 April 2021, please email to: <a href="mailto:ir@ifastfinancial.com">ir@ifastfinancial.com</a>.</p> <p data-bbox="193 1942 813 2022">If you have any queries on the Live Webcast, please email to: <a href="mailto:support@conveneagm.com">support@conveneagm.com</a>, or call the Singapore toll-free telephone number 800 852 3335.</p>	<p data-bbox="853 846 1019 875"><u>Pre-registration</u></p> <p data-bbox="853 898 1474 1001">Please pre-register for verification purposes by 2.00 p.m. on 20 April 2021 at the URL: <a href="https://conveneagm.sg/ifastcorp">https://conveneagm.sg/ifastcorp</a> and indicate your interest to attend the AGM physically at the AGM venue.</p> <p data-bbox="853 1023 1474 1158">Due to limited number of attendees at the AGM venue in compliance with MOH advisory, the Company reserved the right to select verified Shareholders for attendance at the AGM venue based on pre-registration by Shareholders who have indicated interest to attend the AGM physically.</p> <p data-bbox="853 1180 1474 1382">Shareholders who are appointing Proxyholder(s) to attend the Physical Meeting on his/her behalf should inform his/her Proxyholder(s) to pre-register and specify his/her intention to attend the Physical Meeting at the URL: <a href="https://conveneagm.sg/ifastcorp">https://conveneagm.sg/ifastcorp</a> and indicate not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 2.00 p.m. on 20 April 2021), failing which the appointment shall be invalid.</p> <p data-bbox="853 1404 1474 1538">Authenticated Shareholders and Proxyholders who are successful in the pre-registration to attend the Physical Meeting will receive an email by 21 April 2021 (“Confirmation Email for Physical Meeting”) via the e-mail address provided during pre-registration or as indicated in the Proxy Form.</p> <p data-bbox="853 1561 1474 1664">Authenticated Shareholders who are unsuccessful in the pre-registration to attend the Physical Meeting will receive Confirmation Email for Virtual Meeting by 21 April 2021 to attend the Virtual Meeting to access the Live Webcast to:</p> <ul data-bbox="853 1686 1474 1843" style="list-style-type: none"><li>(i) watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their Singpass account.</li><li>(ii) observe the AGM proceedings by dialing in to the telephone number provided in the email.</li></ul> <p data-bbox="853 1865 1474 2000">Shareholders who have registered by 2.00 p.m. on 20 April 2021 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting, as the case may be, by 21 April 2021, please email to: <a href="mailto:ir@ifastfinancial.com">ir@ifastfinancial.com</a>.</p> <p data-bbox="853 2022 1474 2076">If you have any queries on the attendance at the AGM venue, please email to: <a href="mailto:ir@ifastfinancial.com">ir@ifastfinancial.com</a>.</p>

# Notice of Annual General Meeting

(b) Questions Relating to the Agenda of the AGM:

(i) Submitting questions in advance of the AGM

Shareholders and Investors can submit questions in advance relating to the business of the AGM either via:

- (a) deposited at the registered office of the Company at 10 Collyer Quay, #26-01, Ocean Financial Centre Singapore 049315; or
- (b) electronic mail to: [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com); or
- (c) pre-registration website at the URL: <https://conveneagm.sg/ifastcorp>.

Questions submitted in this manner must be submitted not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders and Proxyholders during the AGM.

(ii) Submitting questions during the AGM

<b>Virtual Meeting</b>	<b>Physical Meeting</b>
<p>Shareholders and Proxyholders who pre-registered and are verified to attend the AGM proceedings via the Live Webcast in accordance with paragraph (a) above will be able to ask questions relating to the agenda of the AGM during the AGM by:</p> <ul style="list-style-type: none"><li>(1) Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.</li><li>(2) Clicking the "Ask a Question" feature and then clicking the "Queue for Video call" via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audiovisual or audio means during the AGM within a certain prescribed time limit.</li></ul>	<p>Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will be able to ask questions in person at the AGM venue.</p> <p>Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will also be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.</p>

(iii) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. Consequently not all questions may be individually addressed.

# Notice of Annual General Meeting

(c) Voting:

Live voting will be conducted during the AGM for Shareholders and Proxyholders attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxyholders to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and Proxyholders will be required to log-in via the e-mail address provided during pre-registration or as indicated in the Proxy Form.

- (i) Live Voting: Shareholders and Proxyholders may cast their votes in real time for each resolution to be tabled via the Live Webcast via the login credentials created during pre-registration or via their Singpass account. Shareholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxyholders must bring a web-browser enabled device in order to cast their vote.

As specified in paragraph (d) below, CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

- (ii) Voting via appointing Chairman as Proxy: As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be:

- (1) Deposited at the registered office of the Company at 10 Collyer Quay, #26-01, Ocean Financial Centre Singapore 049315; or
- (2) Electronic mail attaching clear scanned and signed PDF copy of the Proxy Form to: [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com); or
- (3) Pre-registration website URL: <https://conveneagm.sg/ifastcorp> in electronic format,

and submitted not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 2.00 p.m. on 20 April 2021).

The Proxy Form can be downloaded from SGXNET or the Company's website at the URL <http://bit.do/ifastcorp-ar>. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against or abstain from voting on the resolutions to be tabled at the AGM.

- (d) CPF/SRS Investors: CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven working days before the AGM (i.e. by 14 April 2021), to ensure that their votes are submitted.

- (e) Access to documents or information relating to the AGM

Printed copies of the Notice of AGM and Proxy Form have been sent to Shareholders. Shareholders can access the Annual Report for the financial year ended 31 December 2020 on the Company's corporate website at the URL: <http://bit.do/ifastcorp-ar> and on SGXNET.

Please complete the Request Form attached and return it by post, or by email to [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com), no later than 16 April 2021 to receive the Annual Report in time for the upcoming AGM. The printed copies will be mailed to you within 5 working days upon receiving your request.

- (f) Precautionary measures to minimise the risk of COVID-19

The following steps will be taken for shareholders and others attending the AGM to help minimise the risk of community spread of the virus:

1. All attendees attending the Physical Meeting will be required to check-in using SafeEntry and undergo a temperature check before entering the AGM venue for the Physical Meeting.
2. Any person who has travelled abroad (i.e. to any countries outside of Singapore) in the 14-day period prior to the AGM or has been required to serve a quarantine order or stay-home notice will not be permitted to attend the Physical Meeting.
3. All persons attending the Physical Meeting will be required to wear face masks.
4. All attendees must maintain at least 1 metre safe distancing between individual attendees. Seats will be spaced at least 1 metre apart.
5. Any person returning a temperature reading at or above 37.5°C when undergoing a temperature check will not be permitted to attend the Physical Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the AGM venue.

# Notice of Annual General Meeting

6. Shareholders and Proxyholders who received the Confirmation Email for Physical Meeting but who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
7. Shareholders and Proxyholders who received the Confirmation Email for Physical Meeting are also advised to arrive at the Physical Meeting early, as the measures mentioned above may cause delay in the registration process.

The Company seeks the understanding and co-operation of all members and Shareholders to safeguard public health and safety and minimise the risk of community spread of COVID-19.

(g) **Filming and Photography**

When a Shareholder or Proxyholder attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her videos and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

## **FURTHER UPDATES**

Shareholders should note that the manner of conduct of the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

## **RECORD DATE**

Subject to members' approval at the AGM, the Share Transfer Books and Register of Members of the Company will be closed on 5 May 2021, for the preparation of dividend warrants to the proposed tax exempt (one-tier) final dividend of 1.0 cents per ordinary share ("the Proposed Final Dividend").

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 4 May 2021 ("Record Date") by the Company's Singapore Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #02-00, Singapore 068898 will be registered to determine members' entitlements to the Proposed Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on the Record Date will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved at the forthcoming AGM, will be paid on 17 May 2021.

## **PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

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# PROXY FORM

iFAST

iFAST CORPORATION LTD.

Registration Number: 200007899C  
(Incorporated in Singapore)

## IMPORTANT

- The Annual General Meeting of the Company ("AGM") will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 ("Physical Meeting") and 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 ("Virtual Meeting").
- CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator to submit their votes at least seven working days before the AGM (i.e. by 14 April 2021).
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 1 April 2021.

\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)

of \_\_\_\_\_

being \*a member/members of iFAST Corporation Ltd. (the "Company"), hereby appoint

**Name	Address	**E-mail Address	**NRIC/ Passport No.	Proportion of shareholdings to be represented by proxy (%)
and/or				

\* Chairman of the AGM as \*my/our proxy to attend and vote for or against or abstain from voting on the Resolutions to be proposed at the Annual General Meeting as indicated hereunder, for \*me/us and on \*my/our behalf, at the Annual General Meeting to be held at Level 4, Hall 406, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and electronic means on Friday, 23 April 2021 at 2.00 p.m. and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or abstain from voting on the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given, in respect of a resolution, the \*proxy/proxies will vote or abstain from voting at \*his/their discretion.

No.	Ordinary Resolutions	Number of Votes For***	Number of Votes Against***	Number of Votes Abstain***
1.	To receive and adopt the Audited Financial Statements together with the Directors' Statement and Auditors' Report for the financial year ended 31 December 2020.			
2.	To re-elect Mr Mark Rudolph Duncan as Director.			
3.	To re-elect Mr Toh Teng Peow David as Director.			
4.	To re-elect Ms Janice Wu Sung Sung as Director.			
5.	To approve a tax exempt (one-tier) final dividend for the financial year ended 31 December 2020.			
6.	To approve the payment of Directors' fees for the financial year ending 31 December 2021.			
7.	To re-appoint Messrs KPMG LLP as Auditors and to authorise the Directors to fix their remuneration.			
8.	To authorise Directors to issue shares.			
9.	To approve the proposed grant of options to Mr Lim Chung Chun.			
10.	To approve the proposed renewal of the Share Buy Back Mandate.			

\* Delete accordingly.

\*\* Compulsory for registration purposes. Only provided email addresses in the submitted Proxy Form will receive Confirmation Emails for the Physical Meeting or Virtual Meeting.

\*\*\* Note: Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" or "Abstain" from voting the relevant Resolutions, please tick (X) or (v) within the box provided. Alternatively, please indicate the number of votes "For" or "Against" or "Abstain" each Resolution in the boxes provided as appropriate. If you tick (X) or (v) in the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution.

Total Number of Shares Held

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

IMPORTANT: Please read notes overleaf

**Notes:**

1. A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.
2. Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.  
"Relevant intermediary" means:
  - (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register as well as shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

Fold along this line (1)

AFFIX  
STAMP

The Company Secretary  
**iFAST CORPORATION LTD.**  
10 Collyer Quay  
#26-01, Ocean Financial Centre  
Singapore 049315

Fold along this line (2)

5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
  - (i) Deposited at the registered office of the Company at 10 Collyer Quay, #26-01, Ocean Financial Centre Singapore 049315; or
  - (ii) Electronic mail attaching clear scanned and signed PDF copy of the Proxy Form to: [ir@ifastfinancial.com](mailto:ir@ifastfinancial.com); or
  - (iii) Pre-registration website URL: <https://conveneagm.sg/ifastcorp> in electronic format,in each case not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 2.00 p.m. on 20 April 2021).
6. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed under its common seal or under the hand of its attorney or duly authorised officer.
7. An investor who buys shares using CPF monies ("CPF Investors") and/ or SRS monies ("SRS Investor") (as may be applicable) and would like to vote should approach their respective CPF Agent Bank / SRS Operator at least seven working days before the AGM (i.e. by 14 April 2021).
8. The Company shall be entitled to reject an instrument appointing a 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 a proxy. In addition, in the case of a member whose shares are entered in the Depository Register, the Company shall be entitled to reject any instrument appointing a proxy which has been lodged if such member, being the appointor, is not shown to have shares entered against his name in the Depository Register at least 72 hours before the time appointed for the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.