

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**Annual General Meeting**") of MoneyMax Financial Services Ltd. (the "**Company**") will be held at 7 Changi Business Park Vista, #01-01 SOOKEE HQ, Singapore 486042 on Tuesday, 30 April 2019 at 10:00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and consider the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 ("**FY2018**") together with the Independent Auditor's Report thereon. Resolution 1
2. To re-elect Mr. Lim Yong Sheng who is retiring in accordance with Article 89 of the constitution of the Company ("**Constitution**"), as a director of the Company ("**Director**"). Resolution 2
Mr. Lim Yong Sheng, if re-elected as a Director, will remain as Non-Executive Director.
[See Explanatory Note (i)]
3. To re-elect Mr. Khua Kian Kheng Ivan who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 3
Mr. Khua Kian Kheng Ivan shall, upon re-election as a Director, remain as Chairman of the Nominating Committee and as a member of the Remuneration Committee and the Audit Committee. Mr. Khua Kian Kheng Ivan shall be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**").
[See Explanatory Note (ii)]
4. To approve the Directors' fees of S\$185,000 for the financial year ending 31 December 2019, payable quarterly in arrears. Resolution 4
5. To re-appoint Messrs RSM Chio Lim LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares in the capital of the Company** Resolution 6
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors to allot and issue shares ("**Shares**") and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:
 - (i) the aggregate number of Shares and convertible securities to be issued pursuant to this resolution does not exceed 100% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company ("**Shareholders**") does not exceed 50% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of calculations 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 (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time this resolution is passed after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
 - (iii) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.
[See Explanatory Note (iii)]
7. **Authority to grant awards and to allot and issue Shares under the MoneyMax Performance Share Plan** Resolution 7
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, approval be and is hereby given to the Directors to:
 - i) offer and grant awards in accordance with the provisions of the MoneyMax Performance Share Plan ("**Plan**"); and
 - ii) allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time;
and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)]
8. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) Detailed information on Mr. Lim Yong Sheng can be found in the Company's annual report 2018. Mr. Lim Yong Sheng is the brother of Dr. Lim Yong Guan (Executive Chairman and Chief Executive Officer) and Ms. Lim Liang Eng (controlling Shareholder). Mr. Lim Yong Sheng is also a controlling Shareholder. Save as disclosed in the Company's annual report 2018, there are no relationships including family relationships between Mr. Lim Yong Sheng and the other Directors, the Company, and its related corporations, its 10% Shareholders or its officers.
- (ii) Detailed information on Mr. Khua Kian Kheng Ivan can be found in the Company's annual report 2018. There are no relationships including family relationships between Mr. Khua Kian Kheng Ivan and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- (iii) The proposed resolution 6, if passed, will empower the Directors from the date of the above Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, or the date such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this resolution shall not exceed 100% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time of passing this resolution. For allotment and issuance of Shares and convertible securities other than on a pro rata basis to all Shareholders, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (iv) The proposed resolution 7, if passed, will empower the Directors to offer and grant awards and to allot and issue Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings).

By Order of the Board

Goh Hoi Lai
Company Secretary

Date: 12 April 2019

Notes:

- a) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- b) If a proxy is to be appointed, the form must be deposited at the Company's Share Registrar, B.A.C.S Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 48 hours before the Annual General Meeting.
- c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- d) In the case of joint Shareholders, all holders must sign the form of proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.