

APPENDIX DATED 10 APRIL 2017

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

This Appendix is issued by Maxi-Cash Financial Services Corporation Ltd (the “**Company**”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

This Appendix is circulated to you together with the Company’s annual report for the financial year ended 31 December 2016 (the “**Annual Report**”). The purpose of this Appendix is to provide Shareholders (as defined herein) with the relevant information relating to, and seek Shareholders’ approval for the proposed renewal of the Share Purchase Mandate (as defined herein) to be tabled at the 2017 AGM (as defined herein) to be held on Wednesday, 26 April 2017 at 10.00 a.m. at 55 Ubi Avenue 1, #06-05 Ubi 55, Singapore 408935. The Notice of the 2017 AGM and the proxy form are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately hand this Appendix to the purchaser or the transferee to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or the transferee.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, SAC Advisors Private Limited (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this Appendix.

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

The contact person for the Sponsor is Mr Ong Hwee Li (Tel: 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.



APPENDIX TO SHAREHOLDERS

in relation to

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

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DEFINITIONS

For the purpose of this Appendix, the following definitions have, where appropriate, been used:

- “2017 AGM” : The annual general meeting of the Company to be held on Wednesday, 26 April 2017 at 10.00 a.m. at 55 Ubi Avenue 1, #06-05 Ubi 55, Singapore 408935 (or any adjournment thereof)
- “ACRA” : Accounting and Corporate Regulatory Authority
- “Act” : The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
- “Appendix” : This appendix dated 10 April 2017 to Shareholders issued by the Company in relation to the proposed renewal of the Share Purchase Mandate
- “Associate” : (a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or a Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Auditors” : The auditors of the Company as appointed from time to time
- “Board” : The board of Directors of the Company for the time being
- “Catalist” : The Catalist Board of the SGX-ST
- “CDP” : The Central Depository (Pte) Limited
- “Company” : Maxi-Cash Financial Services Corporation Ltd, a company incorporated in the Republic of Singapore
- “Constitution” : The memorandum and articles of association of the Company which were in force immediately before the Companies (Amendment) Act 2014 took effect in phases on 1 July 2015 and 3 January 2016, respectively

“Controlling Shareholder”	: A person who:
	(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST); or
	(b) in fact exercises control over the Company
“Council”	: The Securities Industry Council
“Director”	: A Director of the Company for the time being
“EPS”	: Earnings per Share
“FY”	: Financial year ended or ending 31 December
“Group”	: The Company and its Subsidiaries, collectively
“Latest Practicable Date”	: 15 March 2017, being the latest practicable date prior to the printing of this Appendix
“Listing Manual”	: The Listing Manual, Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“Market Day”	: A day on which the SGX-ST is open for trading of securities
“Market Purchases”	: Market acquisitions of Shares on the SGX-ST undertaken by the Company during the Relevant Period in accordance with Section 76H of the Act and, a “Market Purchase” shall be construed accordingly. For the purposes of this definition, a market acquisition means a purchase transacted on the SGX-ST through the ready market
“Maximum Price”	: The maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made, and, in the case of an Off-Market Purchase, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period
“month”	: Calendar month
“NTA”	: Net tangible assets
“Off-Market Purchases”	: Off-market acquisitions of Shares undertaken by the Company during the Relevant Period on an equal access scheme in accordance with Section 76C of the Act and, an “Off-Market Purchase” shall be construed accordingly
“Offeree Shareholders”	: Shareholders holding Shares at the time of an offer of Share Purchase, and an “Offeree Shareholder” shall be construed accordingly

“Relevant Period”	:	The period commencing from the date the Share Purchase Mandate is conferred by the Company in general meeting and expiring on the earlier of the date the next AGM of the Company is held or is required by law to be held, or the date the said mandate is revoked or varied by the Company in general meeting
“Required Price”	:	In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 which is the highest of the highest price paid by the offerors and/or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the Council under Rule 14.3 of the Take-over Code
“Resolution 10”	:	Ordinary resolution 10 in respect of the proposed renewal of the Share Purchase Mandate to be proposed at the 2017 AGM
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Issued and fully-paid ordinary shares in the capital of the Company
“Share Purchases”	:	Off-Market Purchases or Market Purchases undertaken by the Company during the Relevant Period in accordance with the Act and, a “Share Purchase” shall be construed accordingly
“Share Purchase Mandate”	:	The general mandate to authorise the Directors to make Share Purchases within the Relevant Period of up to ten per cent (10%) of the issued ordinary shares in the capital of the Company (ascertained as at the date of the passing of Resolution 10 at the 2017 AGM) at the price of up to but not exceeding the Maximum Price, in accordance with the “Guidelines on Share Purchases” set out in Annex A of this Appendix and the Listing Manual
“Sponsor”	:	SAC Advisors Private Limited
“Subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Act) and “Subsidiary” shall be construed accordingly
“Substantial Shareholder”	:	A person who has an interest (directly or indirectly) in the Shares which is not less than five per cent (5%) of the issued shares in the capital of the Company

“Take-over Code”	:	Singapore Code on Take-overs and Mergers, as modified, supplemented or amended from time to time
“Treasury Shares”	:	Shares purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate and held by the Company in accordance with Section 76H of the Act
“\$” and “cents”	:	Singapore dollars and cents, respectively
“%” or “per cent”	:	Per centum or percentage

The terms “**Depositor**”, “**Depositor Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Listing Manual or any statutory modification thereof and used in this Appendix shall have the meaning assigned to it under the Act, the Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of a day or date in this Appendix is a reference to Singapore time and dates unless otherwise stated.

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

LETTER TO SHAREHOLDERS

MAXI-CASH FINANCIAL SERVICES CORPORATION LTD

(Registration Number: 200806968Z)
(Incorporated in the Republic of Singapore)

Directors

Koh Wee Seng (Non-Executive Chairman)
Ng Leok Cheng (Chief Executive Officer)
Koh Lee Hwee (Non-Executive Director)
Ko Lee Meng (Non-Executive Director)
Tan Keh Yan, Peter (Lead Independent Director)
Lee Sai Sing (Independent Director)
Goh Bee Leong (Independent Director)
Tan Soo Kiang (Independent Director)

Registered Office

80 Raffles Place
#32-01 UOB Plaza 1
Singapore 048624

10 April 2017

To: The Shareholders of Maxi-Cash Financial Services Corporation Ltd

Dear Sir/Madam

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

At the annual general meeting of the Company held on 27 April 2016, Shareholders had approved the renewal of a Share Purchase Mandate ("**2016 Mandate**") to enable the Company to purchase or otherwise acquire its issued Shares, on the terms of that mandate, which will be expiring on 26 April 2017, being the date of the 2017 AGM.

Accordingly, the Directors propose that the Share Purchase Mandate be renewed by Shareholders at the 2017 AGM, as set out in Resolution 10 in the Notice of the 2017 AGM.

The purpose of this Appendix is to explain the rationale for, and to provide Shareholders with information relating to the proposed renewal of the Share Purchase Mandate to be tabled at the 2017 AGM.

Shareholders are advised that the SGX-ST and the Sponsor assume no responsibility for the contents of this Appendix, including the correctness of any statements made or opinions expressed or reports contained in this Appendix.

2. THE PROPOSED SHARE PURCHASE MANDATE

2.1 Introduction

The Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase of Shares by the Company will also have to be made in accordance with, and in the manner prescribed by, the Act and such other laws and regulations as may for the time being be applicable. As the Company is listed on the Catalist, it is also required to comply with Part XI of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition of issued ordinary shares in the capital of a company which is listed on the Catalist.

Under Rule 866 of the Listing Manual, a company which wishes to purchase or acquire its own shares should obtain prior approval of its shareholders to do so at a general meeting. As the 2016 Mandate will expire on the date of the 2017 AGM, approval is being sought from Shareholders at the 2017 AGM for the proposed renewal of the Share Purchase Mandate which authorises the Directors to make Share Purchases from time to time by way of Market Purchases or Off-Market Purchases in accordance with the Act, the “Guidelines on Share Purchases” set out in Annex A of this Appendix and the Listing Manual, a summary of which is as follows:

- (a) the maximum number of Shares which can be purchased pursuant to the Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent (10%) of the issued ordinary shares in the capital of the Company (ascertained as at the date of the passing of Resolution 10 at the 2017 AGM);
- (b) any Share Purchases undertaken shall be at a price of up to but not exceeding the Maximum Price, being an amount which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made, and, in the case of an Off-Market Purchase, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period; and
- (c) the authority conferred on the Directors by the proposed Share Purchase Mandate to purchase Shares shall continue in force for the Relevant Period which is the period commencing from the date the Share Purchase Mandate is conferred by the Company in the 2017 AGM and expiring on the earlier of the date the next AGM of the Company is held or is required by law to be held, or the date the said mandate is revoked or varied by the Company in general meeting.

If approved by Shareholders at the 2017 AGM, the authority conferred by the Share Purchase Mandate will take effect from the date of the 2017 AGM at which the proposed renewal of the Share Purchase Mandate will be approved and continue to be in force for the duration of the Relevant Period, which is until the earlier of the date on which the next AGM is held or is required by law to be held, (whereupon it will lapse, unless renewed at such meeting) or the date the said mandate is varied or revoked by the Company in a general meeting. Subject to its continued relevance to the Company, the Share Purchase Mandate will be put to Shareholders for renewal at each subsequent AGM.

As at the Latest Practicable Date, the Company has 727,530,373 Shares in issue and the exercise in full of the Share Purchase Mandate would result in the purchase of up to 72,753,037 Shares (representing ten per cent (10%) of the issued ordinary shares in the capital of the Company). The Company may purchase Shares by way of Off-Market Purchases and/or Market Purchases.

In the event that subsequent to the 2017 AGM, there are new rules, regulations, directives or laws enacted or promulgated by the relevant competent authorities including but not limited to the SGX-ST and the Council (hereinafter, collectively referred to as the “**Further Rules**”) that augment, supplement or vary the existing provisions governing provisions set out in the Act and/or the Listing Manual, the Company shall, to the extent that the Further Rules impact on the Share Purchase Mandate, disseminate to the public by announcement(s), a memorandum setting out such Further Rules and the extent to which the Share Purchase Mandate is affected by such Further Rules. In such an event, the Company shall not undertake any purchase of Shares until such a memorandum has been publicly disseminated.

2.2 Shares Purchased in the Previous Twelve Months

The Company has not made any share purchases in the twelve (12) months preceding the date of this Appendix.

2.3 Rationale for the Share Purchase Mandate

Short term speculation may at times cause the market price of the Company's Shares to be depressed below the true value of the Company and the Group. The Share Purchase Mandate will provide the Directors with the means to restore investors' confidence and to protect existing Shareholders' investments in the Company in a depressed share-price situation through judicious Share Purchases which may enhance the EPS of the Company and the Group. The Share Purchases may also enhance the NTA per Share of the Company and the Group if the Share Purchases are made at a price below the NTA per Share.

The Share Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the Shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the Shareholders.

Pursuant to the Act, the Share Purchase Mandate also enables the Company to hold Shares purchased pursuant to the Share Purchase Mandate as Treasury Shares to be utilised, *inter alia*, for the purpose of the issue of Shares pursuant to the grant of awards under the Maxi-Cash Performance Share Plan.

The Share Purchases will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. The Directors do not propose to carry out purchases pursuant to the proposed Share Purchase Mandate to such an extent that would, or in circumstances that might result in a material adverse effect on the financial position of the Company or the Group.

2.4 Source of funds

In purchasing Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore. The Company may not purchase Shares for a consideration other than cash or for settlement otherwise in accordance with the trading rules of the SGX-ST. Any Share Purchase undertaken by the Company shall be made out of capital or profits that are available for distribution as dividends so long as the Company is solvent (as defined in Section 76F(4) of the Act).

Pursuant to Section 76F(4) of the Act, a company is solvent if (a) it is able to pay its debts in full at the time of payment and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months following such date of payment; and (b) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and such value of its assets will not, after any purchase of shares for purposes of any proposed acquisition or release of the company's obligations, become less than the value of its liabilities (including contingent liabilities). In determining whether the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimations of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

The Company intends to use its internal sources of funds (comprising bank balances and cash equivalents) for the Share Purchases. The Company has not obtained or incurred, nor does it intend to obtain or incur any borrowings to finance the Share Purchases.

The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Group would be materially adversely affected.

2.5 Financial and other impact

The purchased Shares shall be cancelled immediately on purchase or acquisition unless held in treasury in accordance with Section 76H of the Act. Section 76H of the Act allows purchased Shares to be:

- (a) held by the Company; or
- (b) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (a) sell the Treasury Shares (or any of them) for cash;
- (b) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Treasury Shares (or any of them); or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent (10%) of the total number of Shares at that time. Any Treasury Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Share Purchase will:

- (a) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company;

by the total amount of the purchase price paid by the Company for the Shares cancelled.

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights.

The impact of the Share Purchases by the Company pursuant to the proposed Share Purchase Mandate on the Group's and the Company's financial positions is illustrated below. Based on the existing issued and paid-up ordinary shares in the capital of the Company as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate would result in the purchase of up to 72,753,037 Shares. Assuming that the Maximum Price is \$0.195, which is five per cent (5%) above the average of the closing prices of the Shares over the five (5) Market Days preceding the Latest Practicable Date on which transactions in the Shares were recorded, the maximum amount of funds required for the purchase of up to 72,753,037 Shares is \$14,186,842. For illustrative purposes only, on this assumption, the impact of the Share Purchases by the Company undertaken in accordance with the Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2016 is as follows:

Market Purchase or Off-Market Purchase Made Entirely out of Capital and Held as Treasury Shares

	← GROUP →		← COMPANY →	
	Before Share Purchase (\$'000)	After Share Purchase (\$'000)	Before Share Purchase (\$'000)	After Share Purchase (\$'000)
As at 31 December 2016				
Profit Attributable to Owners of the Company	11,349	11,349	6,654	6,654
Share Capital	87,439	73,252	87,439	73,252
Revenue Reserves	8,373	8,373	923	923
Treasury Shares	–	14,187	–	14,187
Total Equity	96,622	82,435	88,362	74,175
NTA ⁽¹⁾	95,543	81,356	88,295	74,108
Current Assets	301,022	301,022	45,232	45,232
Current Liabilities	210,489	224,676	2,006	16,193
Working Capital	90,533	76,346	43,226	29,039
Total Borrowings	173,550	187,737	–	–
Number of Shares ('000)	727,530	654,777	727,530	654,777
Financial Ratios				
NTA Per Share (cents)	13.13	12.42	12.14	11.32
EPS (cents) ⁽²⁾	1.56	1.73	0.91	1.02
Gearing ⁽³⁾	1.80	2.28	–	–
Current Ratio ⁽⁴⁾	1.43	1.34	22.55	2.79

Notes:

- (1) NTA equals total equity less minority interest less intangible assets, if any.
- (2) For illustrative purposes, EPS is computed based on profit attributable to owners of the Company and number of Shares as shown in the table above.
- (3) Gearing equals total borrowings for the Group and Company respectively, divided by total equity.
- (4) Current ratio equals current assets divided by current liabilities.

As at 31 December 2016, the Group and the Company had cash and bank balances of \$10,542,075 and \$1,502,011 respectively. In order to effect a purchase of up to 72,753,037 Shares at the Maximum Price computed at the Latest Practicable Date, cash reserves by the Company of \$14,186,842 will be required. Assuming the full exercise of the Share Purchases, the Company currently does not have sufficient cash to purchase all the Shares. Hence, for illustration purposes, it is assumed that the Company shall use borrowings to finance the Share purchases. As illustrated above, the purchase of Shares will have the effect of reducing the working capital and NTA of the Group and the Company by the dollar value of the Shares purchased. The consolidated NTA per Share of the Group as at 31 December 2016 will decrease from 13.13 cents to 12.42 cents. The consolidated basic EPS of the Group for the financial year ended 31 December 2016 would increase from 1.56 cents per Share to 1.73 cents per Share.

As at 31 December 2016, the Company had cash and bank balances of approximately \$1,502,011. The Company intends to use its internal sources of funds to finance its Shares Purchases. The Company does not intend to obtain or incur any borrowings to finance its purchases of the Shares. The Directors do not propose to exercise the Shares Purchases in a manner and to such extent that the working capital requirements of the Group would be affected.

Shareholders should note that the financial effects set out above are purely for illustrative purposes only and based only on historical numbers for FY2016 and the abovementioned assumptions, and is not representative of future financial performance. Although the proposed Share Purchase Mandate would authorise the Company to purchase or acquire up to ten per cent (10%) of its issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent (10%) of its issued Shares. In addition, the Company may cancel all or a part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury.

2.6 Take-over Consequences

2.6.1 Requirement To Make General Offer

Rule 14.1 of the Take-over Code requires, *inter alia*, that, except with the consent of the Council, where:

- (a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry thirty per cent (30%) or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than thirty per cent (30%) but not more than fifty per cent (50%) of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than one per cent (1%) of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

The offer required to be made under the provisions of Rule 14.1 of the Take-over Code shall, in respect of each class of shares in the capital involved, be in cash or be accompanied by a cash alternative at the Required Price.

2.6.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert with each other under the Take-over Code:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (b) a company with its parent, subsidiaries and fellow subsidiaries, and their associated companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights, all with one another. For this purpose, ownership or control of at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of the company will be regarded as the test of associated company status; and
- (c) an individual with his close relatives, related trusts and person(s) who are accustomed to act in accordance with his instructions.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

Shareholders are advised to consult their professional advisers and/or the Council and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share Purchases by the Company.

2.6.3 Application of the Take-Over Code

As at the Latest Practicable Date, the Directors' and Substantial Shareholders' shareholding interests in the Company are as follows:

Directors	Direct Interest		Deemed Interest		Total Interest		After Share Purchase
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	(%)
Koh Wee Seng ^{(1), (2), (3), (4), (5)}	58,924,272	8.10	541,836,874	74.48	600,761,146	82.58	91.75
Ng Leok Cheng	–	–	–	–	–	–	–
Koh Lee Hwee ^{(1), (2), (3), (5)}	1,604,772	0.22	542,350,253	74.55	543,955,025	74.77	83.07
Ko Lee Meng ^{(1), (2), (3), (5)}	2,373,674	0.33	542,887,954	74.62	545,261,628	74.95	83.27
Tan Keh Yan, Peter	–	–	–	–	–	–	–
Lee Sai Sing	493,762	0.07	–	–	493,762	0.07	0.08
Goh Bee Leong	–	–	–	–	–	–	–
Tan Soo Kiang	–	–	–	–	–	–	–
Substantial Shareholders							
Aspial Corporation Limited ^{(2), (6)}	496,242,577	68.21	–	–	496,242,577	68.21	75.79
MLHS Holdings Pte Ltd ^{(2), (6)}	45,393,543	6.24	496,242,577	68.21	541,636,120	74.45	82.72

Notes:

- (1) Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are siblings.
- (2) Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are directors and Substantial Shareholders of Aspial Corporation Limited through their shareholdings in MLHS Holdings Pte Ltd. In addition, Koh Wee Seng also has 19.25% direct interest in Aspial Corporation Limited as at the Latest Practicable Date. Koh Wee Seng is the president and chief executive officer of Aspial Corporation Limited. Ko Lee Meng is a non-executive director of Aspial Corporation Limited. Koh Lee Hwee is an executive director of Aspial Corporation Limited.
- (3) Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are deemed to have an interest in the 496,242,577 Shares held by Aspial Corporation Limited by virtue of Section 7 of the Act.
- (4) Koh Wee Seng's direct interest comprises 1,310,107 Shares held in his own name and 57,614,165 Shares held in nominee accounts.
- (5) Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are deemed to have an interest in the Company's shares held by their respective spouse.
- (6) MLHS Holdings Pte Ltd is the Controlling Shareholder of Aspial Corporation Limited, holding approximately 58.85% of the shareholdings of Aspial Corporation Limited as at the Latest Practicable Date. MLHS Holdings Pte Ltd is a private limited company incorporated in Singapore on 14 January 1994. It is an investment holding company. The substantial shareholders of MLHS Holdings Pte Ltd are Koh Wee Seng (47.00%), Ko Lee Meng (25.75%) and Koh Lee Hwee (20.25%).

As at the Latest Practicable Date, Aspial Corporation Limited owns an aggregate of 68.21% of the shareholdings in the Company, and Koh Wee Seng has a direct interest of 8.10% of the shareholdings in the Company.

In the event the Company undertakes Share Purchases of up to ten per cent (10%) of the issued Shares of the Company as permitted by the Share Purchase Mandate, the shareholdings and voting rights of Aspial Corporation Limited will remain above fifty per cent (50%). Accordingly, no general offer is required to be made pursuant to the Take-over Code.

2.7 Listing Manual

2.7.1 No purchases during price-sensitive developments

While the Listing Manual does not expressly prohibit purchase or acquisition of shares by a listed company during any particular time or times, the listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its issued shares. In this regard, the Company will not purchase or acquire any Shares pursuant to the Share Purchase Mandate after a development which could have a material effect on the price of the Shares has occurred or has been the subject of a consideration and/or a decision of the Board until such time as such information has been publicly announced. In particular, in line with Rule 1204(19) of the Listing Manual, the Company will not purchase or acquire any Share through Market Purchases during the period of:

- (a) one (1) month immediately preceding the announcement of the Company’s full-year results, and ending on the date of announcement of the full-year results; or
- (b) two (2) weeks immediately preceding the announcement of the Company’s quarterly results for each of the first three (3) quarters of its financial year, and ending on the date of announcement of the quarterly results.

2.7.2 Listing status of the Company’s securities

The Directors will ensure that the Share Purchases will not have any effect on the listing of the Company’s securities including the Shares listed on Catalist. Rule 723 of the Listing Manual requires at least ten per cent (10%) of any class of a company’s listed securities to be held by the public at all times. The Directors shall safeguard the interests of public Shareholders before undertaking any Share Purchases. Before exercising the Share Purchase Mandate, the Directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by Substantial Shareholders and by non-Substantial Shareholders; and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Share Purchase.

At the Latest Practicable Date, approximately 112,948,133 Shares (15.52%) of a total of 727,530,373 Shares issued by the Company are held by the public. Assuming the Company exercises the Share Purchase Mandate in full and purchases ten per cent (10%) of the issued ordinary share capital of the Company, the public float would be reduced to approximately 6.14% of the issued ordinary share capital of the Company. In undertaking any Share Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient number of Shares remain in public hands so that the Share Purchases will not:

- (a) adversely affect the listing status of the Shares on the SGX-ST;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of Shares.

2.8 Limits on shareholdings

The Company does not have any limits on the shareholdings of any Shareholder.

3. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the 2017 AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of the 2017 AGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of the Company at 80 Raffles Place #32-01 UOB Plaza 1 Singapore 048624, not later than 48 hours before the time fixed for the 2017 AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the 2017 AGM if he so wishes in place of the proxy if he finds that he is able to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the 2017 AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least 72 hours before the 2017 AGM.

4. DIRECTORS' RECOMMENDATION

Having fully considered the rationale set out in section 2.3 of this Appendix for the Share Purchase Mandate, the Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 10 relating to the proposed renewal of the Share Purchase Mandate to be proposed at the 2017 AGM as set out in the Notice of the 2017 AGM.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

6. TAXATION

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, arising from the Share Purchase Mandate should consult their own professional tax advisers.

7. COMPLIANCE WITH GOVERNING LAWS, REGULATIONS AND THE CONSTITUTION

The Company confirms that the terms of the proposed renewal of the Share Purchase Mandate set out in Annex A of this Appendix do not contravene any laws, regulations and the Constitution governing the Company.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 80 Raffles Place #32-01 UOB Plaza 1 Singapore 048624 during normal business hours from the date of this Appendix up to and including the date of the 2017 AGM:

- (a) the Constitution; and
- (b) the Annual Report for FY2016.

Yours faithfully

For and on behalf of the Board of Directors of
MAXI-CASH FINANCIAL SERVICES CORPORATION LTD

Ng Leok Cheng
Chief Executive Officer
10 April 2017

GUIDELINES ON SHARE PURCHASES

1. Shareholders' Approval

- (a) Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the purchase of Shares by the Company representing up to ten per cent (10%) of the issued ordinary shares in the capital of the Company (excluding any Shares held as Treasury Shares) will expire on the earlier of:
 - (i) the conclusion of the next AGM of the Company;
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.
- (c) The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares shall be renewed at the next AGM of the Company.
- (d) When seeking Shareholders' approval for the renewal of the Share Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

2. Mode of Purchase

Share Purchases can be effected by the Company in either one of the following two (2) ways or both:

- (a) by way of market purchases of Shares on Catalist, which means a purchase transacted through the ready market; or
- (b) by way of off-market acquisitions on an equal access scheme in accordance with Section 76C of the Act.

3. Funding of Share Purchases

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its Constitution, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Singapore.
- (b) Any purchase by the Company may be made out of capital or profits that are available for distribution as dividends, so long as the Company is solvent (as defined by Section 76F(4) of the Act).
- (c) The Company may not purchase its Shares on Catalist for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

4. Trading Restrictions

The number of Shares which can be purchased pursuant to the Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent (10%) of the issued ordinary shares in the capital of the Company (excluding Treasury Shares) as at date of the last AGM of the Company or at the date of the AGM, whichever is the higher.

5. Price Restrictions

Any Share Purchase undertaken by the Company shall be at the price of up to but not exceeding the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made, and, in the case of an Off-Market Purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period.

6. Off-Market Purchases

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain, *inter alia*, the following information:
- (i) the terms and conditions of the offer;
 - (ii) the period and procedures for acceptances;
 - (iii) the reasons for the proposed Share Purchase;
 - (iv) the consequences, if any, of Shares purchase by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
 - (v) whether the purchase of Shares, if made, would have any effect on the listing of the Company's securities on Catalist;
 - (vi) details of any purchase of Shares made by the Company in the previous twelve (12) months whether through Market Purchases or Off-Market Purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
 - (vii) whether the share purchase by the Company will be cancelled or kept as Treasury Shares.
- (b) All Offeree Shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Share Purchase Mandate.
- (c) The Company may offer to purchase Shares from time to time under the Share Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be ranked *pari passu* in respect of all Offeree Shareholders save under the following circumstances:
- (i) where there are differences in consideration attributable to the fact that an offer relate to Shares with different dividend entitlements;
 - (ii) where there are differences in consideration attributable to the fact that an offer relate to Shares with different amounts remaining unpaid; and

- (iii) where there are differences in an offer introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 100 Shares after the Share Purchases, in the event there are Offeree Shareholders holding odd number of Shares.

7. Status of Purchased Shares

The purchased Shares shall be cancelled immediately on purchase or acquisition unless held in treasury in accordance with Section 76H of the Act. Section 76H of the Act allows purchased Shares to be:

- (i) held by the Company; or
- (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (iii) sell the Treasury Shares (or any of them) for cash;
- (iv) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (v) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (vi) cancel the Treasury Shares (or any of them); or
- (vii) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent (10%) of the total number of Shares at that time. Any Treasury Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Share Purchase will:

- (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company;

by the total amount of the purchase price paid by the Company for the Shares cancelled.

All Shares purchased by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase.

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of the Treasury Shares is allowed.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

8. Notification to ACRA

- (a) Within thirty (30) days of the passing of a Shareholders' resolution to approve any purchase of Shares, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchase, the total number of Shares purchased by the Company, the issued Shares in the capital of the Company as at the date of the Shareholders' resolution approving the purchase, the Company's issued Shares in the capital after the purchase and the amount of consideration paid by the Company for the purchase.
- (c) Within thirty (30) days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

9. Notification to the SGX-ST

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second Market Day after the close of acceptances of an offer, or within such time period that may be prescribed by the SGX-ST from time to time.
- (b) For purchases of Shares made by way of a Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the Market Day following the date of market acquisition by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

The notification of such purchase of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make necessary notification to the SGX-ST.

10. Suspension of Purchase

- (a) The Company may not undertake any Share Purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company may not effect any purchases of Shares on the SGX-ST during the period commencing two (2) weeks immediately preceding the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year, or one (1) month immediately preceding the announcement of the Company's financial statements for full financial year, as the case may be, and ending on the date of announcement of the relevant results.