

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM” or “Meeting”) of MoneyMax Financial Services Ltd. (the “Company”) will be held wholly by electronic means on Friday, 26 June 2020 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 (“FY2019”) together with the Independent Auditors’ Report thereon. Resolution 1
2. To declare a final tax exempt (one-tier) dividend of 0.50 Singapore cents per ordinary share in the capital of the Company (“Share”) for FY2019. Resolution 2
3. To re-elect Mr. Ng Cher Yan who is retiring in accordance with Article 89 of the constitution of the Company (“Constitution”), as a director of the Company (“Director”). Resolution 3
Mr. Ng Cher Yan shall, upon re-election as a Director, remain as the Chairman of the Audit Committee, and as a member of the Nominating Committee and the Remuneration Committee of the Company. Mr. Ng Cher Yan shall be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”).
4. To re-elect Mr. Foo Say Tun who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 4
Mr. Foo Say Tun shall, upon re-election as a Director, remain as the Chairman of the Remuneration Committee, and as a member of the Audit Committee and the Nominating Committee of the Company. Mr. Foo Say Tun shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
The information of the above-mentioned Directors as required under Rule 720(5) of the Catalist Rules can be found under the section entitled “Corporate Governance Report” in the Company’s annual report for FY2019.
5. To approve the Directors’ fees of S\$185,000 for the financial year ending 31 December 2020, payable quarterly in arrears. Resolution 5
6. To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

SPECIAL BUSINESS

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

7. **Authority to allot and issue Shares** Resolution 7
THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors to allot and issue 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 (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 (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 (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (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 exercising share options or vesting of share awards, 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;provided such adjustments in sub-paragraphs (ii)(a) and (b) above are made in respect of new Shares arising from the conversion or exercise of any convertible securities, share options or share awards which were issued and are outstanding or subsisting at the time of passing of this Resolution;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; and
 - (iv) 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 of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.[See Explanatory Note (i)]

8. **Authority to allot and issue Shares under the MoneyMax Performance Share Plan** Resolution 8
THAT pursuant to Section 161 of the Companies Act, Cap. 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 (the “Plan”); and
 - (ii) allot and issue from time to time such number of 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 (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 of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.[See Explanatory Note (ii)]

9. To transact any other business which may be properly transacted at an AGM.

Explanatory Notes:

- (i) The proposed Resolution 7, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting, 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 Resolution 7 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. For allotment and issue 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 (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7.
- (ii) The proposed Resolution 8, if passed, will empower the Directors to offer and grant awards and to issue and allot 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 (excluding treasury shares and subsidiary holdings) from time to time.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that, subject to Shareholders’ approval for the proposed final tax exempt (one-tier) dividend of 0.50 Singapore cents per Share for FY2019 (“Proposed Final Dividend”) at the forthcoming AGM to be held on 26 June 2020, the Share Transfer Books and Register of Members of the Company will be closed on 22 July 2020 for the purpose of determining members’ entitlements to the Proposed Final Dividend.

Duly completed registrable transfers in respect of the Shares received up to the close of business at 5.00 p.m. on 21 July 2020 by the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, 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 as at 5.00 p.m. on 21 July 2020 will be entitled to the Proposed Final Dividend.

Subject to the approval of Shareholders at the forthcoming AGM, payment of the Proposed Final Dividends will be made on or about 30 July 2020.

By Order of the Board

Goh Hoi Lai
Company Secretary
Date: 4 June 2020

Notes:

- a) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, and Unit and Debenture Holders) Order 2020.
- b) This notice of AGM, the Company’s annual report for FY2019 and the proxy form may be accessed at the Company’s website at <https://www.moneymax.com.sg/corporate/investors-relations.html> and SGXNet.
- c) Due to the current COVID-19 situation and the related safe distancing measures in Singapore, a member will not be able to attend the Annual General Meeting in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by:
 - (i) observing and/or listening to the AGM proceeding via “live” audio-visual webcast or “live” audio-only stream;
 - (ii) submitting questions in advance of the AGM; and/or
 - (iii) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM.Please refer to the Company’s announcement dated 4 June 2020 for the details of the steps for pre-registration, pre-submission of questions and voting at the AGM (“the Announcement”).
- d) Persons who hold Shares through relevant intermediaries (as defined in section 181 of the Companies Act Cap 50 of Singapore), including SRS investors, and who wish to participate in the AGM by:
 - (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM,should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Approved Bank) through which they hold such Shares by 16 June 2020 in order for the necessary arrangements to be made for their participation in the AGM. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their voting instructions at least seven (7) working days (by 6.00 p.m., 16 June 2020) prior to the date of the AGM.
- e) A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to main@zicoholdings.com or deposit the proxy form at the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours (by 2.00 p.m., 24 June 2020) before the time appointed for holding the AGM. Members are strongly encouraged to submit completed proxy forms electronically via email to main@zicoholdings.com to ensure that they are received by the Company by the stipulated deadline. Shareholders should refer to the Announcement for further details on the appointment of the Chairman of the Meeting as proxy.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representatives 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, 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, 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.

This notice has been prepared by the Company and has been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “Sponsor”), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst. This notice has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.