

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Moneymax Financial Services Ltd. (the "Company") will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on Monday, **28 April 2014** at 2:00 pm to transact the following business:

AS ORDINARY BUSINESS

1. To receive and consider the Directors' Report and Audited Accounts for the financial year ended 31 December 2013 and the Auditors' Report thereon. **[Resolution 1]**
2. To declare a first and final exempt (one-tier) dividend of 0.3 Singapore cent per ordinary share for the financial year ended 31 December 2013. **[Resolution 2]**
3. To re-elect Mdm. Lim Liang Eng who is retiring in accordance with Article 89 of the Company's Articles of Association, as a Director of the Company. **[Resolution 3]**
4. To re-elect Mr. Ng Cher Yan who is retiring in accordance with Article 88 of the Company's Articles of Association, as a Director of the Company.

[Mr. Ng Cher Yan shall, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. Mr. Ng Cher Yan shall be considered independent for the purpose of Rule 704(7) of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst ("Catalist Rules").] **[Resolution 4]**

5. To re-elect Dr. Ong Seh Hong who is retiring in accordance with Article 88 of the Company's Articles of Association, as a Director of the Company.

[Dr. Ong Seh Hong shall, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee. Dr. Ong Seh Hong shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **[Resolution 5]**

6. To re-elect Mr. Khua Kian Kheng Ivan who is retiring in accordance with Article 88 of the Company's Articles of Association, as a Director of the Company.

[Mr. Khua Kian Kheng Ivan shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit Committee and Nominating Committee. Mr. Khua Kian Kheng Ivan shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **[Resolution 6]**

7. To re-elect Mr. Foo Say Tun who is retiring in accordance with Article 88 of the Company's Articles of Association, as a Director of the Company.

[Mr. Foo Say Tun shall, upon re-election as a Director of the Company, remain as a member of the Nominating Committee, Audit Committee and Remuneration Committee. Mr. Foo Say Tun shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **[Resolution 7]**

8. To approve the Directors' fees of S\$64,384.00 for the financial year ended 31 December 2013. **[Resolution 8]**

9. To approve the Directors' fees of S\$125,000.00 for the financial year ending 31 December 2014, payable quarterly in arrears. **[Resolution 9]**

10. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 10]**

AS SPECIAL BUSINESS

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

11. **Authority to allot and issue shares up to one hundred per centum (100%) of the issued shares in the capital of the Company**

"That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalyst Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company 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 per cent (100%) of the total number of issued shares excluding treasury shares of the Company (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 does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (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 shall be based on the total number of issued shares excluding treasury shares of the Company 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 outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and

- (c) any subsequent bonus issue, consolidation or sub-division of shares

- (iii) 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 Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **[Resolution 10]**

[See Explanatory Note (i)]

12. **Authority to allot and issue shares under the Moneymax Performance Share Plan**

"That approval be and is hereby given to the Directors of the Company to:

- (a) offer and grant awards in accordance with the provisions of the Moneymax Performance Share Plan ("the Plan"); and

- (b) allot and issue from time to time such number of fully paid-up shares in the capital of the Company 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 in the capital of the Company from time to time."

[See Explanatory Note (ii)]

13. To transact any other business which may be properly transacted at an Annual General Meeting.

By Order Of the Board

CHOI SWEE WENG
Company Secretary

Date: 10 April 2014

Note:

- a) A member entitled to attend and vote at this meeting is entitled to appoint one or two proxies 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 registered office of the Company at 51 Kaki Bukit Place, Eunos Techpark, Singapore 416228 not less than 48 hours before the 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.

Explanatory Notes:

- (i) The proposed Resolution 11, if passed, will empower the Directors from the date of the above 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 this Resolution shall not exceed 100% of the total number of issued shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, 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 of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (ii) The proposed Resolution 12, if passed, will empower the Directors of the Company to offer and grant awards and to issue and allot shares in the capital of the Company pursuant to the Moneymax Performance Share Plan ("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 in the capital of the Company.

This Notice of Annual General Meeting (this "Notice") has been prepared by the Company and its contents have been reviewed by United Overseas Bank Limited (the "Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 persons for the Sponsor are Mr Khong Choun Mun, Managing Director, Corporate Finance and Mr David Tham, Senior Director, Corporate Finance, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, Telephone: +65 6539 1177.