

MONEYMAX
MONEYMAX FINANCIAL SERVICES LTD.
(Incorporated in the Republic of Singapore)
Company Registration No. 200819689Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MoneyMax Financial Services Ltd. will be held at 7 Changi Business Park Vista #01-01 Singapore 486042 on Thursday, 28 April 2016 at 10:00 am 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 2015 together with the Auditors' Report thereon. **Resolution 1**
2. To declare a first and final tax exempt (one-tier) dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 December 2015. **Resolution 2**
3. To re-elect Mr. Ivan Khua Kian Kheng who is retiring in accordance with Article 89 of the Constitution of the Company, as a Director of the Company. [Mr. Ivan Khua Kian Kheng shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of Nominating Committee and Audit Committee. Mr. Ivan Khua Kian Kheng 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 3**
4. To re-elect Mr. Foo Say Tun who is retiring in accordance with Article 89 of the Constitution of the Company, as a Director of the Company. [Mr. Foo Say Tun shall, upon re-election as a Director of the Company, assume the role of the Chairman of the Nominating Committee and remain as a member of Remuneration Committee and Audit Committee. Mr. Foo Say Tun 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 note the retirement of Dr. Ong Seh Hong in accordance with Article 89 of the Constitution of the Company and who has decided not to seek re-election. [See Explanatory note (i)]
6. To approve the Directors' fees of S\$40,000 for the financial year ended 31 December 2015. **Resolution 5**
7. To approve the Directors' fees of S\$165,000 for the financial year ending 31 December 2016, payable quarterly in arrears. **Resolution 6**
8. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

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

9. **Authority to allot and issue shares up to one hundred per centum (100%) of the issued shares in the capital of the Company** **Resolution 8**

"That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalist 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 Catalist 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."

[See Explanatory Note (ii)]
 10. **Authority to allot and issue shares under the MoneyMax Performance Share Plan** **Resolution 9**

"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 (iii)]
 11. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) Dr. Ong Seh Hong has informed the Company that he will not be seeking re-election at this Annual General Meeting. Accordingly, he will retire as a Director of the Company at the conclusion of the Annual General Meeting. Upon Dr. Ong Seh Hong's retirement as a Director of the Company, he will also cease as Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee at the conclusion of the Annual General Meeting.
- (ii) The proposed Resolution 8, 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.
- (iii) The proposed Resolution 9, 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.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 10 May 2016 for the purpose of determining members' entitlements to the first and final tax exempt (one-tier) dividend (the "First and Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on 28 April 2016.

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 09 May 2016 by the Company's Share Registrar, B.A.C.S Private Limited, 8 Robinson Road #03-00 ASO Building Singapore 048544 will be registered to determine members' entitlements to the First and 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 09 May 2016 will be entitled to such proposed First and Final Dividend.

The proposed First and Final Dividend, if approved at the Annual General Meeting will be paid on 19 May 2016.

By Order of the Board

SEAH KIM SWEE
Company Secretary
Date: 12 April 2016

Notes:

- a) A member entitled to attend and vote at this 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 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 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** ("EGM") of MoneyMax Financial Services Ltd. (the "Company") will be convened at 7 Changi Business Park Vista, #01-01, Singapore 486042 on 28 April 2016 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place at 10.00 a.m.), for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

All capitalised terms in the ordinary resolution below and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

Ordinary Resolution: Adoption of the Proposed Share Buyback Mandate (on a poll taken)

- That:
- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with an 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 Act,and otherwise in accordance with all other laws, regulations and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");
 - (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this Ordinary Resolution and expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
 - (ii) the date on which the Share Buybacks pursuant to the Share Buyback Mandate have been carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting;
 - (c) in this Ordinary Resolution:

"**Prescribed Limit**" means 10.0% of the total number of issued Shares (excluding treasury shares) as at the date of passing of this Ordinary Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time during the Relevant Period);

"**Relevant Period**" means the period commencing from the date of passing of this Ordinary Resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - (i) in the case of a Market Purchase: 105.0% of the Average Closing Price;
 - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme: 120.0% of the Average Closing Price, where:

"**Average Closing Price**" in the case of a Market Purchase, means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period, or in the case of an Off-Market Purchase, means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
 - (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

By Order of the Board

MoneyMax Financial Services Ltd.
Dato' Sri Dr. Lim Yong Guan
Executive Chairman and Chief Executive Officer
12 April 2016

Notes:

- (1) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two 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**" has the meaning ascribed to it in Section 181 of the Act.
- (2) A proxy need not be a member of the Company.
 - (3) The instrument appointing a proxy must be deposited at the office of 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 before the time for holding the EGM.

Personal Data Privacy:

By attending the EGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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/or representatives appointed for the EGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM and/or 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 a 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.