

## IFAST CORPORATION LTD.

(Company Registration Number: 200007899C)  
(Incorporated in the Republic of Singapore on 11 September 2000)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of the Company will be held at 10 Collyer Quay, #26-01, Ocean Financial Centre, Singapore 049315 on Monday, 27 April 2020 at 10.00 a.m. (of which there will be a live webcast), for the purpose of transacting the following businesses:

## As Ordinary Business

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statements and the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Lim Wee Kian who is retiring by rotation pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer himself for re-election. **(Resolution 2)**  
*(See Explanatory Note 1)*
- To re-elect Mr Yao Chih Matthias who is retiring pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer himself for re-election. **(Resolution 3)**  
*(See Explanatory Note 2)*
- To re-elect Mr Kok Chee Wai who is retiring pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer himself for re-election. **(Resolution 4)**  
*(See Explanatory Note 3)*
- To approve a tax exempt (one-tier) final dividend of 0.90 cents per ordinary share for the financial year ended 31 December 2019. **(Resolution 5)**
- To approve the payment of Directors' fees of \$458,200 to the Non-Executive Directors (including Independent Directors) for the financial year ending 31 December 2020. \$364,000 will be paid in cash on a quarterly basis and \$94,200 will be paid by issuance of equivalent shares to the Non- Executive Directors (including Independent Directors) with the number of shares rounded up to the nearest hundred. **(Resolution 6)**  
*(See Explanatory Note 4)*
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may be properly transacted at an AGM.

## As Special Business

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

- Authority to issue shares **(Resolution 8)**

"That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "Companies Act") and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to: –

- issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

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; and

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
  - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below).
  - (subject to such manner of calculation 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 (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
    - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
    - any subsequent bonus issue, consolidation or subdivision of shares; Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and  
(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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier." *(See Explanatory Note 5)*

- Proposed grant of options to Mr Lim Chung Chun **(Resolution 9)**

"That approval be and is hereby given for the proposed grant of options to Mr Lim Chung Chun, Executive Chairman and Chief Executive Officer and also a Controlling Shareholder of the Company, in accordance with the iFAST Employee Share Option Scheme ("iFAST ESOS") based on the following terms and the Directors be authorized to issue and allot such shares upon the exercise of the options:

- Date of grant of options: 1 May 2020
- Number of shares comprised in the proposed options: Actual number of options to be awarded will be determined by reference to the average closing price of shares for five (5) consecutive market days immediately preceding the date of grant of options ("Market Price"), and in any case, (a) the aggregate number of shares available to Controlling Shareholders and their associates shall not exceed 25% of the shares available under the iFAST ESOS; and (b) the number of shares available to Mr Lim Chung Chun or his associate shall not exceed 10% of the shares available under the iFAST ESOS. The Company will ensure compliance with Rule 845 of the Listing Manual of the SGX-ST.  
*(Please refer to Explanatory Note 6 for the indicative number of options to be granted)*
- Exercise price per option: The Exercise price will be set at 5% higher than Market price before the date of grant of options or \$1.27, whichever is higher
- Exercise period: Exercisable at any time after one (1) year from the date of grant, pursuant to Rule 11, and subject to Rule 15 of the iFAST ESOS. For the avoidance of doubt, the Company adopts a stricter policy, whereby approximately one-third of the options will be exercised after three (3) years from the date of grant and the remaining of approximately two-third of the options will be exercised after five (5) years from the date of grant
- Validity period of the options: Ten (10) years from date of grant of options *(See Explanatory Note 6)*

- Proposed renewal of the Share Buy Back Mandate **(Resolution 10)**

"That: –

- for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - on-market purchase(s) on the SGX-ST; and/or
  - off-market purchase(s) is effected otherwise than on the SGX-ST in accordance with any 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 Companies Act,

And otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy Back Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - the date on which the next AGM of the Company is held or required by law to be held;
  - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy Back Mandate are carried out to the full extent mandated;
  - the date on which the authority conferred by the Share Buy Back Mandate is varied or revoked by Shareholders in general meeting;

- in this Resolution:
 

"Maximum Percentage" means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

  - in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
  - in the case of an off-market purchase of a Share, 110% of the Average Closing Price of the Shares;

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

"Date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution." *(See Explanatory Note 7)*

## BY ORDER OF THE BOARD

Chan Lai Yin

Lee Pay Lee

Company Secretaries

Singapore, 6 April 2020

## Explanatory Notes on Businesses to be Transacted

- Mr Lim Wee Kian is a Non-Independent Non-Executive Director of the Company. Detailed information of Mr Lim Wee Kian can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.
- Mr Yao Chih Matthias, if re-elected, will remain as Chairman of the Board Risk Committee and Remuneration Committee and a member of the Audit Committee. Mr Yao Chih Matthias will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information of Mr Yao Chih Matthias can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.

- Mr Kok Chee Wai, if re-elected, will remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Kok Chee Wai will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information of Mr Kok Chee Wai can be found under Additional Information on Directors seeking re-election of the Company's Annual Report.
- Subject to the approval of Ordinary Resolution No. 6, the share awards will be granted to all Non-Executive Directors on 1 May 2020 as part of their Directors' fees subject to vesting conditions of approximately one-third of the share awards will be vested after 3 years from date of grant and the remaining approximately two-third of the share awards will be vested after 5 years from date of grant. The actual number of shares to be awarded will be determined by reference to the average closing price of shares for 5 consecutive market days immediately prior to the date of award.
- The Ordinary Resolution No. 8 proposed in Item 9 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.
- Ordinary Resolution No. 9 proposed in Item 10 above, if passed, will empower the Directors to grant options to Mr Lim Chung Chun based on the terms set out in Item 10 which is in accordance with the terms of the Service Agreement dated 1 January 2018.

Pursuant to the terms of the Service Agreement dated 1 January 2018, Mr Lim Chung Chun is entitled to (1) a Long-term Incentive of options to the fair value of 1% of consolidated profit before tax, excluding extraordinary items, non-recurring items, minority interests and inter-company transactions within the Group, or \$100,000, whichever is lower; and (2) Profit Sharing Bonus of \$185,276 for year 2019. The Profit Sharing Bonus may be paid in the form of cash, share options or performance shares. Mr Lim Chung Chun has selected to receive Profit Sharing Bonus in the form of share options. Mr Lim Chung Chun has voluntarily set the maximum number of options to be granted to him which is 0.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the date of grant.

Specific approval has been sought and obtained for Mr Lim Chung Chun's participation in the iFAST ESOS at the extraordinary general meeting held on 21 October 2014. A separate resolution must be passed by ordinary resolution to approve the actual number and terms of options to be granted to Mr Lim Chung Chun, who is the Executive Chairman and CEO and also a Controlling Shareholder of the Company.

If this resolution is not approved, \$285,276 will be awarded to Mr Lim Chung Chun in cash pursuant to the terms of the Service Agreement dated 1 January 2018.

The following estimation for the number of options to be granted is solely for illustrative purposes. The actual number of options to be granted and the assumptions to be used for the calculation of the actual number of options to be granted may change at the date of grant on 1 May 2020.

Assuming that the date of grant of options is 13 March 2020, the estimated number of options to be granted is measured based on the Binomial Model with the following assumptions:

- The average closing price of shares for five (5) consecutive market days immediately preceding the date of grant of options is \$0.955;
- The exercise price is \$1.27;
- The validity period of the options is ten (10) years from the date of grant of such options; and
- The expected volatility is based on the one year historic volatility of the Company's share price, adjusted for any expected changes to future volatility.

**Solely for illustrative purposes**, based on the fair value of options calculated using the Binomial Model with the above assumptions, the estimated number of options exceeds the maximum number of options to be granted to Mr Lim Chung Chun which is 0.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at 13 March 2020. Therefore, the estimated number of options to be granted to Mr Lim Chung Chun will be capped at 1,350,671 Shares which represent approximately 0.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at 13 March 2020.

- The Ordinary Resolution No. 10 proposed in Item 11 is to give the Company the flexibility to undertake buy backs of the Shares at any time, subject to market conditions, during the period when the Share Buy Back Mandate is in force, subject to the conditions set out in the Ordinary Resolution No. 10.

The Company intends to use internal resources or external borrowings or a combination of both to finance the purchase or acquisition of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the issued share capital of the Company comprised 270,358,307 Shares of which 224,100 Shares are held in treasury as at 13 March 2020 ("Latest Practicable Date"), and assuming that no further Shares are issued on or prior to the AGM, not more than 27,013,420 Shares (representing 10% of the Shares in issue as at that date (excluding treasury shares and subsidiary holdings)) may be purchased or acquired by the Company pursuant to the proposed Share Buy Back Mandate. However, as the Company can only hold 10% of its Shares in treasury pursuant to Section 76(1) of the Companies Act, it can only hold 27,035,830 Shares in treasury. As such, even though the Share Buy Back Mandate provides for potentially up to 27,013,420 Shares to be purchased or acquired by the Company, the maximum number of Shares that the Company can purchase or acquire and hold in treasury is 26,811,730 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 26,811,730 Shares at the Maximum Price of \$1.00 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-Mainboard immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 26,811,730 Shares is approximately \$26.8 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 26,811,730 Shares at the Maximum Price of \$1.05 for each Share (being the price equivalent to 110% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the Official List of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 26,811,730 Shares is approximately \$28.2 million.

The financial effects of the purchase or acquisition of the Shares by the Company pursuant to the proposed renewal of the Share Buy Back Mandate on the audited financial statements for the financial year ended 31 December 2019 based on these assumptions are set out in paragraph 2.7 of the Appendix included in the Company's Annual Report.

A Share Buy Back at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Further, amongst others, a Share Buy Back provides the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The Directors also expect that Share Buy Backs may also help mitigate against short term volatility of share price, offset the effects of short term speculation and bolster Shareholders' confidence. Share Buy Backs will also allow the Directors greater control over the Company's share capital structure, dividend payout and cash reserves.

The buyback of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the EPS and/or NAV per Share of the Company and the Group, and will only be made when the Directors believe that such buy back would benefit the Company and its Shareholders.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy Back Mandate via market purchases or off-market purchases will only be made when the Directors believe that such purchases or acquisitions would be made in circumstances which would not have a material adverse effect on the financial position of the Company. Please refer to the Appendix To Shareholders dated 6 April 2020 included in the Company's Annual Report for details.

For the foregoing reasons, the Directors seek to renew the Share Buy Back Mandate, which was approved by Shareholders at the Extraordinary General Meeting held on 21 October 2014 and last renewed at the AGM held on 16 April 2019.

## Notes

- A member of the Company who is entitled to attend and vote at the AGM is entitled to appoint the "Chairman of the Annual General Meeting" as a proxy to vote in his/her stead.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 10 Collyer Quay, #26-01, Ocean Financial Centre Singapore 049315 or signed and sent to the Company's Investor Relations email at ir@ifastfinancial.com not later than 72 hours before the time set for the AGM.

## Measures to minimise the risk of COVID-19

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (the "Regulations"), the following steps will be taken for Shareholders and others attending the Annual General Meeting ("AGM") of iFAST Corporation Ltd. (the "Company") to help minimise the risk of community spread of the virus:

- Attendance at the AGM will be restricted to 10 individuals which shall comprise the Board of Directors and key personnel of the Company. No other Shareholders or their corporate representatives will be admitted.
- Shareholders will be able to watch the AGM proceedings through a live webcast via their mobile phones, tablets or computers. Please visit our corporate website at www.ifastcorp.com for pre-registration and to obtain further details relating to the webcast.
- Shareholders will not be able to vote through the live webcast. The only way for Shareholders to exercise their voting rights at the AGM is via proxy voting. Shareholders will have to submit the proxy form in accordance with the instructions set out in the proxy form and appoint "Chairman of the Annual General Meeting" as their proxy. All votes in the AGM will be taken on a poll.
- Shareholders are reminded not to congregate to watch the live webcast, ensure that safe distancing measures are practised, and the Regulations and all government advisories are adhered to.
- The Company will be holding a virtual information session on Thursday, 23 April 2020 at 11.00 a.m. to provide Shareholders with a forum to ask questions and engage with Management and the Board of Directors. Please visit our corporate website at www.ifastcorp.com for pre-registration and to obtain further details relating to the pre-AGM virtual information session.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the AGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, in order to minimise the risk of community spread of COVID-19.

The Company may also be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check our corporate website at www.ifastcorp.com for updates on the AGM.

The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

## RECORD DATE

Subject to members' approval at the AGM, the Share Transfer Books and Register of Members of the Company will be closed on 12 May 2020, for the preparation of dividend warrants to the proposed tax exempt (one-tier) final dividend of 0.90 cents per ordinary share ("the Proposed Final Dividend").

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 11 May 2020 ("Record Date") by the Company's Singapore Share Registrar, Tricolor Barbinder Share Registration Services (A division of Tricolor Singapore Pte. Ltd.), 80 Robinson Road, #02-00, Singapore 068898 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 in the Company as at 5.00 p.m. on the Record Date will be entitled to the Proposed Final Dividend. The Proposed Final Dividend, if approved at the forthcoming AGM, will be paid on 19 May 2020.

## PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing the "Chairman of the Annual General Meeting" as proxy to vote at the AGM and/or any adjournment thereof or (b) submitting the pre-registration form in accordance with paragraph 2 of the section "Measures to minimise the risk of COVID-19" (the "COVID-19 Notice") or (c) submitting the pre-registration form in accordance with paragraph 5 of the COVID-19 Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of:

- the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Annual General Meeting" as proxy for the AGM (including any adjournment thereof);
- processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to participate in the pre-AGM virtual information session and/or view the live webcast of the AGM proceedings and providing viewers with any technical assistance, where necessary;
- the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.