

## 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 Cinnamon Ballroom, Level 5, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on Tuesday, 16 April 2019 at 2.00 p.m., 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 2018 together with the Directors' Statement and the Independent Auditors' Report thereon. (Resolution 1)
- To re-appoint Mr Lim Chung Chun pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited, and who, being eligible, offer himself for re-election. (See Explanatory Note 1) (Resolution 2)
- To re-elect Mr Ng Loh Ken Peter who is retiring by rotation pursuant to Regulation 89 of the Constitution of the Company, and who, being eligible, offer himself for re-election. (See Explanatory Note 2) (Resolution 3)
- To re-elect Ms Janice Wu Sung Sung who is retiring pursuant to Regulation 88 of the Constitution of the Company, and who, being eligible, offer herself for re-election. (See Explanatory Note 3) (Resolution 4)
- To re-elect Mr Toh Teng Peow David who is retiring pursuant to Regulation 88 of the Constitution of the Company, and who, being eligible, offer himself for re-election. (See Explanatory Note 4) (Resolution 5)
- To approve a tax exempt (one-tier) final dividend of 0.90 cents per ordinary share for the financial year ended 31 December 2018. (Resolution 6)
- 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 2019. \$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. (See Explanatory Note 5) (Resolution 7)
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)
- To transact any other ordinary business which may be properly transacted at an AGM. (Resolution 8)

## 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 9)
 

"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

(b) 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). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
  - (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;
  - 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 6)
- Proposed grant of options to Mr Lim Chung Chun (Resolution 10)
 

"That approval be and is hereby given for the proposed grant of options equivalent to \$330,783 to Mr Lim Chung Chun, 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 2019;
  - 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 associates 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 7 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 two (2) years from the date of grant and the remaining approximately two-thirds of the options will be exercised after three (3) years from the date of grant;
  - Validity period of the options: Ten (10) years from the date of grant of options." (See Explanatory Note 7)
- Proposed renewal of the Share Buy Back Mandate (Resolution 11)
 

"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 and subsidiary holdings 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:

    - in the case of a on-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, 120% 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 8)

## BY ORDER OF THE BOARD

Chan Lai Yin

Lee Pay Lee

Company Secretaries  
Singapore, 1 April 2019

## Explanatory Notes on Businesses to be Transacted

- Mr Lim Chung Chun is the Chairman and Chief Executive Officer of the Company. Mr Lim Chung Chun, if re-appointed, will remain as Chairman and Chief Executive Officer, Member of Board Risk Committee and Nominating Committee. Detailed information of Mr Lim Chung Chun can be found under Additional Information on Directors seeking re-appointment or re-election of the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Lim Chung Chun and the other Directors and the Company or its 10% shareholders.
- Mr Ng Loh Ken Peter, if re-elected, will remain as Chairman of Audit Committee, Member of Board Risk Committee and Nominating Committee. Mr Ng Loh Ken Peter 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 Ng Loh Ken Peter can be found under Additional Information on Directors seeking re-appointment or re-election of the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Ng Loh Ken Peter and the other Directors and the Company or its 10% shareholders.
- Ms Janice Wu Sung Sung, if re-elected, will remain as Member of Audit Committee. Ms Janice Wu Sung Sung is a Nominee Director of SPH Invest Ltd (formerly known as SPH AsiaOne Ltd), a wholly-owned subsidiary of Singapore Press Holdings Limited. Detailed information of Ms Janice Wu Sung Sung can be found under Additional Information on Directors seeking re-appointment or re-election of the Company's Annual Report. Save as aforesaid, there are no relationships (including immediate family relationships) between Ms Janice Wu Sung Sung and the other Directors and the Company or its 10% shareholders.
- Mr Toh Teng Peow David, if re-elected, will remain as Member of Board Risk Committee and Remuneration Committee. Detailed information of Mr Toh Teng Peow David can be found under Additional Information on Directors seeking re-appointment or re-election of the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Toh Teng Peow David and the other Directors and the Company or its 10% shareholders.
- Subject to the approval of Ordinary Resolution No. 7, the share awards will be granted to all Non-Executive Directors (including Independent Directors) on 1 May 2019 as part of their Directors' fees, subject to vesting conditions of approximately one-third of the share awards will be vested after 2 years from the date of grant and the remaining approximately two-thirds of the share awards will be vested after 3 years from the 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 grant.
- The Ordinary Resolution No. 9 proposed in Item 10 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. 10 proposed in Item 11 above, if passed, will empower the Directors to grant options equivalent to \$330,783 to Mr Lim Chung Chun based on the terms set out in item 11 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 \$230,783 for year 2018. 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 Chief Executive Officer and also a Controlling Shareholder of the Company.

If this resolution is not approved, \$330,783 will be awarded 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 2019.

Assuming that the date of grant of options is 8 March 2019, 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 \$1.106;
- 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.

For illustrative purposes, the estimated number of options to be granted to Mr Lim Chung Chun is 1,890,189 Shares based on the fair value of options calculated using the Binomial Model with the above assumptions, or 1,337,568 Shares representing 0.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at 8 March 2019, whichever is lower.

- The Ordinary Resolution No. 11 proposed in Item 12 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. 11.

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 total number of issued Shares (excluding treasury shares and subsidiary holdings) of 267,532,679 Shares as at 18 March 2019 ("Latest Practicable Date"), and assuming that no further Shares are issued on or prior to the AGM, not more than 26,753,267 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.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 25,960,097 Shares at the Maximum Price of \$1.15 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 25,960,097 Shares is approximately \$29.9 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 25,960,097 Shares at the Maximum Price of \$1.32 for each Share (being the price equivalent to 120% 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 25,960,097 Shares is approximately \$34.3 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 2018 based on these assumptions are set out in paragraph 2.7 of the Circular.

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 buy-back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the EPS and/or NTA 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.

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 18 April 2018.

## Notes

- A member is entitled to attend and vote at this meeting and may appoint not more than two proxies to attend and vote in his stead.
- Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
- A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) 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" means:
  - a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a member of the Company.
- A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Meeting.
- 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 not less than 72 hours before the time appointed for holding the Meeting.

## BOOKS CLOSURE DATE

Subject to shareholders' approval at the AGM, the Register of Members and Share Transfer Books of the Company will be closed on 26 April 2019, for the purpose of determining Members' entitlements to a tax exempt (one-tier) final dividend of 0.90 cents per ordinary share for the financial year ended 31 December 2018, to be proposed at the AGM of the Company to be held on 16 April 2019 (the "Proposed Final Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, Tricor ABM Share Registration Services (A division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #02-00, Singapore 068898 by 5.00 p.m. on 25 April 2019 will be registered to determine Members' entitlements to the Proposed Final Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 25 April 2019 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved at the AGM, will be paid on 9 May 2019.

## PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) 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.