

**MY E.G. SERVICES BERHAD (COMPANY NO. 505639-K) (“THE COMPANY”)
- MEMORANDUM OF AGREEMENT ENTERED BETWEEN NATIONAL
BUREAU OF INVESTIGATION, I-PAY MYEG PHILIPPINES INC. AND I-PAY
COMMERCE VENTURES, INC.**

1. INTRODUCTION

The Board of Directors of the Company wishes to announce that its joint venture company, I-Pay MYEG Philippines Inc. (“**MYEG PH**”) together with I-Pay Commerce Ventures, Inc. (“**IPCVI**”) had on 17 December 2018 entered into a Memorandum of Agreement (“**MOA**”) with National Bureau of Investigation (“**NBI**”) (collectively referred to as “**the Parties**”) to implement the NBI’s Electronic Payment and Collection System (“**EPCS**”), including the installation and operation of the EPCS as well as other related services such as online registration, online appointment, online payment, and help desk/support capabilities (“**the Project**”).

2. INFORMATION ON THE PARTIES

2.1 MYEG PH

MYEG PH was incorporated in Republic of the Philippines (“**the Philippines**”) on 11 August 2017 as a corporation organised under the laws of the Philippines. The principal activity is to develop and implement Electronic Government Services Project and provision of other related services including payment services in the Philippines.

The total paid up capital of MYEG PH is Php33,566,017.00 divided into 33,566,017 shares.

2.2 IPCVI

IPCVI was incorporated in the Philippines on 16 April 2017 as a corporation organised under the laws of the Philippines. IPCVI is a payment processing provider and a direct agent of Western Union in the Philippines. IPCVI is backed by renowned investors such as IP Ventures Inc. (leading technology and retail conglomerate in the Philippines), Kaikaku Fund (Softbank affiliated fund), JJ Atencio (Co-founder of 8990 Holdings Inc and CEO, Januarius Holdings) and Derrick Chiongbian. IPCVI's vision is to enable Government and enterprises through technology encompassing Internet, automation, big data and electronic payments.

The total paid up capital of IPCVI is Php 110,003,104 divided into 110,003,104 shares.

2.3 NBI

NBI is a duly constituted government agency covered by the e-Commerce Act in the Philippines and has adopted the EPCS in the processing and collection of NBI clearance processing fees.

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3. RATIONALE FOR THE MOA

Through an open, transparent and fair process to select the Electronic Gateway Provider (“EPGP”), MYEG PH and IPCVI have been selected by NBI based on terms of reference posted in the NBI website, to be the EPGP in implementing the Project.

The execution of this MOA is to outline the terms and conditions and obligations to be observed by MYEG PH and IPCVI to implement the NBI’s EPCS, including the installation and operation of the EPCS as well as other aspects of the Project.

The Project has no fixed value as it is dependent on the number of users opting to use NBI’s EPCS.

4. VALIDITY

The MOA is valid for a period of three (3) years from the date of signing of the MOA, unless revised or revoked or earlier terminated pursuant to the relevant provisions of the MOA.

5. EFFECTS OF THE MOA

5.1 Share capital

The MOA will not have any effect on the issued and paid-up share capital of the Company.

5.2 Substantial shareholders’ shareholdings

The MOA is not expected to have any effect on the substantial shareholders’ shareholdings of the Company.

5.3 Net assets per share and gearing

The MOA is not expected to have any material effect on the net assets per share and gearing of the Company for the financial year ending 30 September 2019. Nevertheless, the Project is expected to improve the net assets per share of the MYEG Group for the ensuing financial years.

5.4 Earnings per Share

The MOA is not expected to have any material effect on the earnings per share of the Company for the financial year ending 30 September 2019. Nevertheless, the Project is expected to improve the earnings of the MYEG Group for the ensuing financial years.

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**6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR
PERSONS CONNECTED WITH THEM**

None of the Directors and/or major shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the MOA.

7. STATEMENT BY BOARD OF DIRECTORS

The Board of Directors of the Company, having reviewed and considered the terms and conditions of the MOA, are of the opinion that the MOA is in the best interest of the Company and its subsidiaries and the terms and conditions of the MOA are fair, reasonable and on terms that are not detrimental to the interest of the minority shareholders of the Company.

8. APPROVALS REQUIRED

The MOA is not subject to the approval of shareholders and any other relevant authorities and is not conditional upon any other corporate exercise undertaken by the Company.

This announcement is dated 21 December 2018.