

ZICO HOLDINGS INC.
(Incorporated in Labuan,
Malaysia)
(Company Registration
No. LL07968)

IMPORTANT:

- (1) Please use this Proxy Form in place of the earlier one made available on 14 April 2020, which has been withdrawn.
- (2) This Proxy Form is not valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators by 9.00 a.m. on 18 June 2020.

PROXY FORM – ANNUAL GENERAL MEETING

I / We, _____ (full name in capital letters),
NRIC No. / Passport No. / Company No. / _____ of _____
_____ (address), being a

member / members of ZICO HOLDINGS INC. (the "**Company**") hereby appoint the Chairman of the annual general meeting ("**AGM**") of the Company, as my/our proxy to attend and to vote for me/us on my/our behalf at the AGM to be held by way of electronic means on Monday, 29 June 2020 at 9.00 a.m. and at any adjournment thereof.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Resolution No.	Ordinary Business	For*	Against*	Abstain*
1	To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2019 together with the Auditors' Report thereon			
2	To re-elect Mr Chew Seng Kok as a Director of the Company			
3	To re-elect Mr Liew Foong Yuen as a Director of the Company			
4	To re-elect Mr John Lim Yew Kong as a Director of the Company			
5	To approve payment of Directors' Fees for the financial year ending 31 December 2020, to be paid quarterly in arrears			
6	To re-appoint of Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration			
	Special Business			
7	To approve the authority to allot and issue shares.			
8A	To approve the authority to allot and issue shares pursuant to the ZICO Holdings Performance Share Plan			
8B	To approve the authority to allot and issue shares pursuant to the ZICO Holdings Employee Share Option Scheme			

**If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.*

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

Dated this _____ day of _____ 2020

Total Number of Shares held in:	
CDP Register	
Register of Members	

Signature(s) of member(s) or Common Seal

NOTES:

1. In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, **members of the Company who wish to have his/her/its votes cast at the AGM must appoint the Chairman of the AGM as his/her/its proxy to do so.** Please note that a member may not vote at the AGM otherwise than by way of appointing the Chairman of the AGM as the member's proxy. The Chairman of the AGM, as proxy, need not be a member of the Company.
2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register maintained by The Central Depository (Pte) Limited, you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
3. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
4. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 9.00 a.m. on 18 June 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date. "Relevant intermediary" is defined under Section 181(6) of the Companies Act (Cap. 50) as:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) 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;
 - (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.
5. If the appointor is an individual, the instrument appointing the Chairman of the AGM as proxy shall be signed by the appointor or his attorney. If the appointor is a corporation, the instrument appointing the Chairman of the AGM as proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
6. The signature on the instrument appointing the Chairman of the AGM as proxy need not be witnessed. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the AGM as proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing the Chairman of the AGM as proxy must be (a) submitted by mail to the Registered Office of the Singapore Branch at 8 Robinson Road #03-00, ASO Building, Singapore 048544, or (b) submitted by email to main@zicoholdings.com (e.g. a clear scanned signed form in PDF) and received by the Company not less than 48 hours before the time appointed for holding of the AGM.

GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any lodged instrument appointing the Chairman of the AGM as proxy, if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 June 2020.

IMPORTANT NOTICE FROM THE COMPANY ON COVID-19

As the COVID-19 situation continues to evolve, the Company seeks its members' understanding that further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days leading up to the day of the AGM. The Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. The Company will post updates on our corporate website at www.zicoholdings.com and via SGXNET announcements.