ZAGRO ASIA LIMITED

Company Registration No. : 199406784D
(Incorporated in the Republic of Singapore)
(the ***Company***)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the Company will be held at 5 Woodlands Terrace, #06-00 Zagro Global Hub, Singapore 738430 on Thursday, 30 April 2015 at 11.30 a.m. to transact the following business:

Ordinary Business

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2014, together with the Auditors' Report thereon. **[Resolution 1]**
2. To declare a tax exempt one-tier final dividend of one cent per share for the financial year ended 31 December 2014. **[Resolution 2]**
3. To approve Directors' fees of SS150,000.00 payable by the Company for the financial year ended 31 December 2014 (2013: SS147,808.00). **[Resolution 3]**
4. To re-elect Mr Wong Choo You, who retires by rotation pursuant to Article 91 of the Company's Articles of Association and being eligible, offers himself for re-election as Director. **[Resolution 4]**
5. To re-elect Ms Soh Dolly, who retires by rotation pursuant to Article 91 of the Company's Articles of Association and being eligible, offers herself for re-election as Director. **[Resolution 5]**
6. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:-
   "That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dr Ngiam Tong Tau, be hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting of the Company." **[Resolution 6]**
7. To appoint Messrs Crowe Horwath First Trust LLP as auditors of the Company in place of the retiring auditors, Messrs Ernst & Young LLP, to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **[Resolution 7]**
8. To transact any other ordinary business that may properly be transacted at an annual general meeting.

Special Business

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

9. That pursuant to Section 161 of the Companies Act (Chapter 50) (***Act***) and the Listing Manual of the Singapore Exchange Securities Trading Limited (***SGX-ST***), authority be and is hereby given to the Directors of the Company to :-
   (A) (i) issue shares in the capital of the Company (***Shares***) whether by way of rights, bonus or otherwise; and/or
   (ii) 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 or exchangeable 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 that 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:
   (1) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (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 20% of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
   (2) (subject to such manner of calculation and adjustments 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 shall be calculated based on the total number of issued Shares excluding treasury shares, if any, at the time of the passing of this resolution, after adjusting for :-
      (a) new Shares arising from the conversion or exercise of convertible securities;
      (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and
      (c) any subsequent bonus issue, consolidation or subdivision of Shares;
   (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Act, 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 articles of association for the time being of the Company; and
   (4) (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 of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. **[Resolution 8]**

10. That approval be and is hereby given to the Directors:
   (A) to offer and grant options from time to time in accordance with the provisions of the Zagro Employees' Share Option Scheme 2008 (***Scheme 2008***); and
   (B) pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company (***Scheme Shares***) as may be required to be issued pursuant to the exercise of options granted under the Scheme 2008, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of Scheme Shares to be issued, when aggregated together with Shares issued and/or issuable pursuant to the Scheme 2008 and any other share schemes of the Company, shall not exceed 10% of the total number of issued shares excluding treasury shares from time to time. **[Resolution 9]**

Closure of Books

Notice is also hereby given that, subject to the approval of the shareholders to the final dividend at the Twentieth Annual General Meeting, the Share Transfer Books and the Register of Members of the Company will be closed at the close of market on 15 May 2015 (Books Closure Date) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 15 May 2015 will be registered to determine shareholders' entitlements to the said dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Ltd (CDP), the final dividend will be paid by the Company to CDP which will, in turn, distribute the said dividend entitlements to the CDP account holders in accordance with its normal practice.

The final dividend, if so approved by shareholders, will be paid on 29 May 2015.

By Order of the Board

Poh Beng Swee
Chairman

26 March 2015

Notes:

1. A Member of the Company entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote on his behalf.
2. A proxy need not be a member of the Company and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
3. A corporation which is a member of the Company may authorize by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 5 Woodlands Terrace #06-00 Zagro Global Hub, Singapore 738430 not less than 48 hours before the time appointed for holding the above meeting or at any adjournment thereof.

Explanatory Notes

Resolution 5 – Mr Wong Choo You is an Independent Director. He will, upon re-election, continue to serve as a member of the Audit Committee of the Company.

Resolution 6 – The effect of the Ordinary Resolution 6 is to re-appoint a director who is over 70 years of age. Dr Ngiam Tong Tau is an Independent Director. He will, upon re-appointment, continue to serve as a member of the Audit Committee of the Company.

Resolution 7 is to approve the appointment of Messrs Crowe Horwath First Trust LLP as auditors of the Company in place of the retiring auditors, Messrs Ernst & Young LLP, and to authorise the Directors to fix their remuneration. Detailed information relating to this resolution is set out in the Circular relating to the Proposed Change of Auditors dated 26 March 2015.

Resolution 8 if passed, will empower the Directors, from the date of the above Annual General Meeting until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares, with a sub-limit of 20% for Shares issued other than on a *pro-rata* basis to Shareholders.

Resolution 9 if passed, will empower the Directors to offer and grant options under the Scheme 2008, and to allot and issue shares in the capital of the Company, pursuant to the exercise of options under the Scheme 2008, provided that the aggregate number of Shares to be issued under the said Scheme and any other share schemes of the Company does not exceed 10% of the total number of issued Shares excluding treasury shares of the Company for the time being.