ZIWO HOLDINGS LTD.
(Company Registration No. 200800853Z)
(Incorporated In the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Ziwo Holdings Ltd. (the "**Company**") will be held at 168 Robinson Road, Capital Tower, FTSE Room, 9th Floor, Singapore 068912 on 24 April 2014 at 9.50 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution, which will be proposed as an Ordinary Resolution:

ORDINARY RESOLUTION 1

THE PROPOSED ADOPTION OF THE ZIWO SHARE AWARD SCHEME

That:

(a) A share award scheme to be known as the Ziwo Share Award Scheme (the "**ESAS**"), substantially in the form set out in the rules of the ESAS, the details and rules a summary of which are set out in the Circular to Shareholders dated 8 April 2014, under which awards ("**ESAS Awards**") of fully-paid ordinary shares in the capital of the Company ("Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries, including directors of the Company and its subsidiaries, be and is hereby approved and adopted;

(b) the Directors of the Company be and is hereby authorised:-

  (i) to establish and administer the ESAS; and

  (ii) to modify and/or amend the ESAS from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the ESAS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESAS;

(c) the Directors of the Company be and is hereby authorised to grant the ESAS Awards in accordance with the provisions of the ESAS and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the Vesting of ESAS Awards under the ESAS, provided that the aggregate number of Shares to be issued or delivered pursuant to the ESAS and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company (excluding treasury shares) at any time and from time to time; and

(d) the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

ORDINARY RESOLUTION 2

THE PROPOSED PARTICIPATION OF MR TING CHUN YUEN IN THE ESAS

That:

subject to and contingent upon the passing of Ordinary Resolution 1 above, approval be and is hereby given for the participation in the ESAS by Mr Ting Chun Yuen.

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore
8 April 2014

Notes:-

(1) A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one proxy or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

(2) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.

(3) The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.