



ZICO HOLDINGS INC.

Incorporated in Labuan, Malaysia

Company Registration No. LL07968

UPDATE ON PROPOSED ACQUISITION OF 50% OF EQUITY INTEREST IN FRAGOMEN (MALAYSIA) SDN. BHD. ("PROPOSED ACQUISITION")

- INCORPORATION OF A JOINT VENTURE COMPANY ("JV CO")

1. INTRODUCTION

The Board of Directors (the "**Board**") of ZICO Holdings Inc. (the "**Company**" and together with its subsidiaries and associated companies, the "**Group**") refers to the Company's announcements dated 22 January 2018, 13 April 2018, and 29 June 2018 relating to the share purchase agreement ("**SPA**") entered into with Fragomen Global Immigration Services, LLC ("**FGIS**").

Unless otherwise defined herein, all capitalised terms used in this announcement has the same meaning assigned to it in the announcement on 29 June 2018.

2. INCORPORATION OF A JV CO

2.1 The Conditions (as set out in the Company's announcement on 29 June 2018) have been fulfilled and pursuant to the SPA, the Company and FGIS had incorporated a JV Co, with the following details:

Name of company	:	Fragomen ZICO Inc.
Date of incorporation	:	30 July 2018
Place of incorporation	:	Labuan, Malaysia
Percentage of shareholding	:	The Company's shareholding – 50% FGIS's shareholding – 50%
Principal activity	:	Investment holding
Status of JV Co in relation to the Company	:	Associated company

The initial issued and paid up share capital of the JV Co is USD2.00 comprising 2 ordinary shares of USD1.00 each.

- 2.2 The incorporation of the JV Co is funded by internal resources and is not expected to have any material impact on the Group's earnings per share and net tangible asset per share for the financial year ending 31 December 2018.
- 2.3 None of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in the incorporation of the JV Co, save for their shareholdings in the Company.
- 2.4 Completion of the Proposed Acquisition shall take place on 31 July 2018 or such other date as may be agreed in writing between the parties.
- 2.5 Subsequent to the completion of the Proposed Acquisition, the Company and FGIS will transfer each of their 50% ownership in Fragomen (Malaysia) Sdn. Bhd. to the JV Co. As a result, JV Co will own 100% of Fragomen (Malaysia) Sdn. Bhd.

3 FURTHER ANNOUNCEMENT

The Company will make further appropriate update announcement(s) when completion of the Proposed Acquisition occurs.

4 CAUTIONARY STATEMENT

Shareholders of the Company and potential investors should exercise caution when trading in the shares of the Company in relation to this announcement, as there is no certainty that the Proposed Acquisition will be completed, as it is subject to the fulfilment of terms and conditions set out in the SPA. When in doubt as to the action they should take, shareholders and potential investors should consult their financial, tax, or other advisers.

BY ORDER OF THE BOARD

Chew Seng Kok

30 July 2018

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Asian Corporate Advisors Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "Exchange"). The Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.



*The contact person for the Sponsor is Ms Foo Quee Yin.
Telephone number: 6221 0271*