



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting ("EGM") of ZICO Holdings Inc. (the "**Company**") will be held on 4 November 2019 at 10 a.m. at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:—

All capitalized terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to the shareholders of the Company dated 18 October 2019.

ORDINARY RESOLUTIONS

Resolution 1: The Proposed Disposal

THAT:

- (a) approval be and is hereby given for the Proposed Disposal; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Disposal and/or this Ordinary Resolution.

Resolution 2: The Proposed Change of Auditors

THAT:

- (a) Baker Tilly TFW LLP be and is hereby appointed as auditors of the Company in place of PricewaterhouseCoopers LLP ("**PwC**") with effect from the date of approval of Shareholders of this ordinary resolution and to hold office under the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors of the Company and Baker Tilly TFW LLP; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Change of Auditors) as may be necessary, desirable or expedient in the interests of the Company to give effect to the Proposed Change of Auditors and/or this ordinary resolution.

Notes to Shareholders:—

- (i) *PwC has confirmed that they are not aware of any professional reasons why Baker Tilly TFW LLP should not accept appointment as the new Auditors.*
- (ii) *The Directors confirm that there were no disagreements with PwC on accounting treatments, inter alia, discussion for the current financial year ending 31 December 2019 and within the last 12 months from the date of this Circular.*
- (iii) *The Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders and which has not been disclosed in this Circular.*
- (iv) *The reasons for the Proposed Change of Auditors are disclosed in section 9.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of PwC, or due to PwC declining to stand for election.*
- (v) *The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Baker Tilly TFW LLP as the Auditors.*

BY ORDER OF THE BOARD

Chew Seng Kok
Managing Director
Singapore
18 October 2019

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the Company's registered office of the Company's Singapore Branch at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time for holding the EGM.

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

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

The contact person for the Sponsor is Ms Foo Quee Yin.

Telephone number: 6221 0271

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representatives(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.