



ZICO HOLDINGS INC.

Incorporated in Labuan, Malaysia

Company Registration No. LL07968

1. SUBSIDIARY ACCREDITED AS ISSUE MANAGER AND AUTHORISED AS FULL SPONSOR, HAVING OBTAINED WAIVER FROM COMPLIANCE WITH CATALIST RULES 204(4) AND 204(5)

2. WAIVER FROM COMPLIANCE WITH CATALIST RULE 746(1)

1. SUBSIDIARY ACCREDITED AS ISSUE MANAGER AND AUTHORISED AS FULL SPONSOR, HAVING OBTAINED WAIVER FROM COMPLIANCE WITH CATALIST RULES 204(4) AND 204(5)

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 announcement dated 19 May 2016 in relation to ZICO Capital Pte. Ltd. (“**ZICO Capital**”) and its application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for authorisation as a Full Sponsor and accreditation as an issue manager (the “**Application**”).

A waiver from SGX-ST from compliance with the requirements under Rules 204(4) and 204(5) of the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), which relates, *inter alia*, to a Full Sponsor applicant’s experience as a lead issue manager, reputation and work record, was required as ZICO Capital, being newly incorporated, did not meet the requirements under Catalist Rules 204(4) and 204(5).

The Board is pleased to announce that, on the basis that ZICO Capital’s management team has relevant and recent experience as a lead issue manager and that the Boards of ZICO

Capital and the Company and the Head of Compliance of ZICO Capital have confirmed that ZICO Capital has adequate processes, policies and procedures to ensure that it is able to fully discharge the duties and obligations required of an accredited issue manager and Full Sponsor, ZICO Capital has, on 8 August 2016, been granted the waiver and obtained provisional authorisation as a Full Sponsor (“**Authorisation**”). It has also been accredited as an issue manager (“**Accreditation**”). ZICO Capital’s management team comprises industry veterans with decades of experience and a long-standing record in the corporate finance industry while its board of directors comprises well established professionals from legal and financial sectors.

The waiver was granted subject to the following conditions:-

- (a) the Company making an announcement of the waiver granted, stating the reasons for the waiver, and the conditions as required under Catalist Rule 106; and
- (b) submission of written confirmations from the Company and ZICO Capital that the waiver does not contravene any laws and regulations governing the Company/ ZICO Capital and the articles of association of the Company/ ZICO Capital.

As a Full Sponsor and accredited issue manager, ZICO Capital will conduct introduction activities for companies who wish to list on either the Mainboard or the Catalist of SGX-ST, as well as provide financial advisory services to both Mainboard-listed and Catalist-listed companies. Additionally, ZICO Capital will also assume the duties of a Continuing Sponsor, which include the supervising and advising of Catalist-listed issuers on compliance with continuing listing obligations.

The Authorisation and Accreditation 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 2016.

2. WAIVER FROM COMPLIANCE WITH CATALIST RULE 746(1)

The Board wishes to further announce that the Company had submitted an application to the SGX-ST, for waiver from compliance with Catalist Rule 746(1) which requires the Company to retain PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**"), which undertook the introducing activities for the Company, as its Continuing Sponsor for at least 3 years after its admission to the Catalist.

Reason for the Waiver

The waiver was sought as ZICO Capital, once authorised as Full Sponsor and accredited as issue manager by the SGX-ST, will engage in activities which are in direct competition with the businesses of PPCF.

Based on the information provided and having considered the Company's reason, the SGX-ST had on 13 May 2016 granted the Waiver, subject to the following:

- (a) the Company announcing the waiver granted and reason for seeking the waiver, as soon as practicable, but no later than when it announces the successful outcome of the relevant licence from the Monetary Authority of Singapore ("**Licence**") and Application;
- (b) the Company continuing to monitor trading activities in its securities closely; and
- (c) the Company appointing another Continuing Sponsor in place of PPCF should it obtain the Licence and is successful in its Application.

Appointment of a New Continuing Sponsor



The Company will make further announcement when it has appointed a new Continuing Sponsor to replace PPCF.

BY ORDER OF THE BOARD

Chew Seng Kok

Managing Director

10 August 2016

*ZICO Holdings Inc. (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 11 November 2014. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Joseph Au, Senior Manager, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income At Raffles, Singapore 049318, telephone (65) 6229 8088.