

ZAGRO ASIA LIMITED

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

PROPOSED VOLUNTARY DELISTING OF ZAGRO ASIA LIMITED PURSUANT TO RULES 1307 AND 1309 OF THE SGX-ST LISTING MANUAL

– RESULTS OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The board of directors (“**Board**”) of Zagro Asia Limited (the “**Company**”) refers to the exit offer letter (the “**Exit Offer Letter**”) dated 13 January 2016 issued by RHB Securities Singapore Pte. Ltd. (“**RHBSEC**”), for and on behalf of Rumakita Investments Pte. Ltd. (the “**Offeror**”), and the circular dated 13 January 2016 (the “**Circular**”) issued by the Company to its shareholders (the “**Shareholders**”) in connection with the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST (“**Listing Manual**”).

All capitalised terms not defined herein shall have the same meaning ascribed to them in the Exit Offer Letter and the Circular, unless otherwise stated or the context otherwise requires.

2. RESULTS OF EXTRAORDINARY GENERAL MEETING

Pursuant to Rule 704(16) of the Listing Manual, the Board wishes to announce that, at the extraordinary general meeting of the Company held on 4 February 2016 (“**EGM**”), the Delisting Resolution as set out in the Notice of EGM dated 13 January 2016 was duly passed by way of poll in accordance with the requirements of Rule 1307 of the Listing Manual.

The voting results in respect of the Delisting Resolution at the EGM held by the Company on 4 February 2016 were as follows:

Resolution	Total number of Shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution	Number of Shares	As a percentage of total number of votes for and against the resolution
Approval for the voluntary delisting of the Company	216,041,614	213,452,713	98.80%	2,588,901	1.20%

No parties were required to abstain from voting on the above resolution.

Moore Stephens LLP was appointed as the scrutineer for the EGM.

PLEASE BE ADVISED THAT A SHAREHOLDER WHO VOTED IN FAVOUR OF THE DELISTING RESOLUTION IS NOT AUTOMATICALLY TAKEN TO HAVE ACCEPTED THE EXIT OFFER. SHAREHOLDERS WHO WISH TO ACCEPT THE EXIT OFFER SHOULD REFER TO APPENDIX I OF THE EXIT OFFER LETTER.

3. CLOSING DATE AND SUSPENSION OF TRADING

The Exit Offer will remain open for acceptance until 5.30 p.m. on 18 February 2016, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

The Company will make an announcement in due course on the expected date of suspension of trading in the Shares.

4. RESPONSIBILITY STATEMENT

The directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or publicly available sources, the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Chan Ying Lock
Lead Independent Director
4 February 2016