

# ZAGRO ASIA LIMITED

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

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## PROPOSED VOLUNTARY DELISTING OF ZAGRO ASIA LIMITED PURSUANT TO RULES 1307 AND 1309 OF THE SGX-ST LISTING MANUAL – LAST DAY OF TRADING AND SUSPENSION OF TRADING

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### 1. INTRODUCTION

The board of directors (the “**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 Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST.

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. LAST DAY OF TRADING AND SUSPENSION OF TRADING

As stated in the Exit Offer Letter, the Exit Offer will close at 5.30 p.m. (Singapore time) 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 “**Closing Date**”). The Board wishes to announce that, based on the expected Closing Date, trading in the Shares will be suspended from 9.00 a.m. (Singapore time) on 12 February 2016. Accordingly, the last day of trading in the Shares on the SGX-ST was 11 February 2016.

As stated in the Exit Offer Letter, in view of the Irrevocable Undertakings and the Additional Irrevocable Undertaking, once the Offeror receives acceptances from the Undertaking Shareholders and SMK in respect of their Undertaking Shares and Additional Undertaking Shares respectively, the Delisting Proposal Conditions (including the Minimum Acceptance Condition) will be satisfied and the Exit Offer will be unconditional in all respects.

The Company will make a definitive announcement of the date on which the Shares will be delisted and withdrawn from the Official List of the SGX-ST in due course.

### 3. 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  
12 February 2016