ZAGRO

ZAGRO ASIA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199406784D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Zagro Asia Limited (the "**Company**") will be held at Zagro Global Hub, 5 Woodlands Terrace #06-00, Singapore 738430 on 4 February 2016 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution (on a poll to be taken) in accordance with the requirements of the listing manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Rule 1307 Resolution**"):

RULE 1307 RESOLUTION

Approval for the Voluntary Delisting of the Company

That:

(a) the voluntary delisting of the Company from the Official List of the SGX-ST under Rules 1307 and 1309 of the Listing Manual of the SGX-ST (the "**Delisting Proposal**") pursuant to which the Exit Offer (as defined in the circular dated 13 January 2016 (the "**Circular**")) would be made to shareholders of the Company on the terms and conditions set out in the Circular, be and is hereby approved; and

(b) the directors of the Company and each of them be authorised and empowered to complete and to do all such acts and things as they may consider necessary or expedient to give effect to the Delisting Proposal and/or this Rule 1307 Resolution, with such modification thereto (if any) as they or he shall deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Chan Ying Lock
Lead Independent Director
Singapore

13 January 2016

Notes:

1 A member of the Company entitled to attend and vote at the EGM may appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

2 If a proxy is to be appointed, the instrument appointing a proxy or proxies must be deposited at the registered office of the Company at Zagro Global Hub, 5 Woodlands Terrace #06-00, Singapore 738430 not less than 48 hours before the time appointed for the EGM.

Personal Data Privacy

Where a member of the Company submits an instrument 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, proxy 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 representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(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.