



(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 6 October 2022 at 10.00 a.m. at 77 Robinson Road #06-03 Robinson 77 Singapore 068896 for the purpose of considering and, if thought fit, resolving with or without modifications, the following resolution with or without any modifications:–

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 21 September 2022.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS FROM BAKER TILLY TFW LLP TO PKF-CAP LLP **RESOLVED THAT:**

- (a) the resignation of Baker Tilly TFW LLP ("**Baker Tilly**") as auditors of the Company be and is hereby noted and PKF-CAP LLP ("**PKF**"), having consented to act, be and is hereby appointed as auditors of the Company in place of Baker Tilly 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 with PKF; 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) *Baker Tilly has confirmed that they are not aware of any professional reasons why PKF should not accept appointment as the new Auditors.*
- (ii) *The Directors confirm that there were no disagreements with Baker Tilly on accounting treatments, inter alia, discussion for the current financial year ending 31 December 2022 and within the last 12 months preceding the date of this Circular.*
- (iii) *The Company confirms 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 2.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of Baker Tilly, or due to Baker Tilly declining to stand for election.*
- (v) *The Company confirms that it complies with Rules 712, 715 and 716 of the Catalyst Rules in relation to the proposed appointment of PKF as the Auditors.*

BY ORDER OF THE BOARD

Chew Seng Kok
Managing Director
21 September 2022

NOTES:

Access to Documents or Information Relating to the EGM

1. Printed copies of this Notice of EGM, Proxy Form, and Circular will NOT be sent to members. These documents are available to members by electronic means only via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> or at www.zicoholdings.com under the "Newsroom and Press Releases" tab from the date of this Notice of EGM, **21 September 2022**. Any reference to a time of day refers to Singapore time.

Submission of Proxy Forms to Vote

2. A member of the Company entitled to attend and vote at the extraordinary general meeting ("**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.
3. A member who is not a relevant intermediary (as defined in section 181 of the Singapore Companies Act) is entitled to appoint not more than 2 proxies and where 2 proxies are appointed, shall specify the proportion of shareholding to be represented by each proxy.
4. A member who is a relevant intermediary is entitled to appoint more than 2 proxies and where such member's proxy form appoints more than 1 proxy, the number of and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Each proxy must be appointed to exercise the rights attached to the different share or shares held by such member.
5. In any case where more than 1 proxy is appointed, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
6. Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM (ie. by 10.00 am on 27 September 2022). CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the EGM.
7. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
 - (a) if submitted by post, be deposited to the registered office of the Company's Singapore branch at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
 - (b) if submitted by email, be sent to main@zicoholdings.com using a clear scanned signed form in PDF, in each case, by **10.00 a.m. on 4 October 2022** being not less than 48 hours before the time appointed for the holding of the EGM.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register (as defined in Section 81F of the SFA), the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the EGM (i.e. by 10.00 a.m. on 4 October 2022), as certified by The Central Depository (Pte) Limited to the Company.
9. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
10. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

IMPORTANT INFORMATION

The EGM is being convened and will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 ("**Physical Meeting**").

1. Attendance

Due to the COVID-19 situation, the Company may restrict the number of attendees at the Physical Meeting to such number as the Directors may determine in compliance with the prevailing Ministry of Health ("**MOH**") advisory.

2. Voting

Voting on the resolution tabled at the EGM will be by poll in accordance with the Constitution of the Company.

3. Submission of Questions in Advance

Members may submit their questions in relation to the business of the EGM by email to main@zicoholdings.com. All questions must be submitted within 7 calendar days from the date of this Notice of EGM, i.e. by **10.00 a.m. on 28 September 2022** ("**Cut-Off Time**").

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members. The Company's responses to members' questions will be posted on the SGXNet and the Company's website not later than 48 hours before the closing date and time for the lodgement of the Proxy Forms, i.e. by **10.00 a.m. on 2 October 2022**.

Verified members and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the EGM venue. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website and the minutes will include the responses to the questions referred to above.

4. Precautionary measures to minimise the risk of COVID-19

The following steps will be taken for the members and others attending the EGM to help to minimise the risk of community spread of the virus:

- (a) All attendees must comply with the prevailing guidelines on safe distancing and wearing of face masks at the EGM Venue.
- (b) Members and Proxy(ies) who are feeling unwell on the date of the EGM are advised not to attend the Physical Meeting.
- (c) Members and Proxy(ies) who intend to attend the EGM are advised to arrive at the Physical Meeting earlier, as the measures mentioned above may cause delay in the registration process.

The Company seeks the understanding and co-operation of all Members to safeguard public health and safety and minimise the risk of community spread of COVID-19.

Further Updates

Members should note that the manner of conducting the EGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the EGM will be announced by the Company on SGXNET. Members are advised to check SGXNET and the Company's website regularly for any further updates.

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.

*This notice has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST 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 Vanessa Ng. Tel: +65 6389 3065, Email: vanessa.ng@morganlewis.com*