

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF WARRANTS

NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the “**Board**”) of Ziwo Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refer to:-

- (a) the Company’s announcements dated 29 September 2017 and 27 December 2017; and
- (b) the circular to the shareholders of the Company (the “**Shareholders**”) dated 29 December 2017 (the “**Circular**”),

in relation to the Company’s proposed renounceable non-underwritten rights issue of up to 935,853,464 warrants (“**Warrants**”) at an issue price of S\$0.0033 for each Warrant, with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the company (“**Warrant Share**”) at the exercise price of S\$0.010 for each Warrant Share, on the basis of two (2) Warrants for every one (1) existing ordinary share of the company held by Shareholders as at the books closure date to be determined, with fractional entitlements to be disregarded (the “**Rights Issue of Warrants**”).

Unless otherwise defined herein, capitalised forms shall have the same meanings as described to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE FOR THE RIGHTS ISSUE

NOTICE IS HEREBY GIVEN that, subject to the Shareholders’ approval being obtained for *inter alia* the Rights Issue of Warrants at the extraordinary general meeting to be convened on 15 January 2018, the Register of Members and Share Transfer Books of the Company will be closed at **5.00 p.m. (Singapore time) on 19 January 2018** (the “**Books Closure Date**”) for the purposes of determining the provisional allotments of Warrants of Entitled Shareholders under the Rights Issue of Warrants.

The Shares will trade on a “cum-rights” basis on the SGX-ST up to **5.00 p.m. (Singapore time) on 16 January 2018**. The Shares will trade on an “ex-rights” basis from **9.00 a.m. (Singapore time) on 17 January 2018** and any person who purchases Shares on and from **17 January 2018** will not be entitled to any provisional allotment of the Warrants under the Rights Issue of Warrants.

Entitled Depositors

Shareholders whose securities accounts with CDP are credited with Shares as at the Books Closure Date (“**Depositors**”) will be provisionally allotted Warrants on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at the Books Closure Date.

To be “Entitled Depositors”, Depositors must have registered addresses in Singapore with CDP as at the Books Closure Date, or if they have registered addresses outside Singapore, must provide CDP at 9 North Buona Vista Drive, #01- 19/20 The Metropolis, Singapore 138588, with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date being three

(3) Market Days prior to the Books Closure Date, in order to receive their provisional allotments of Warrants.

Entitled Scripholders

Shareholders whose share certificates have not been deposited with CDP and whose Shares are not registered in the name of CDP but whose names appear in the Register of Members as at the Books Closure Date ("**Scripholders**") will be provisionally allotted Warrants on the basis of the number of Shares held by them as stated in the Register of Members as at the Books Closure Date.

To be "Entitled Scripholders", Scripholders must have registered addresses in Singapore with the Company as at the Books Closure Date, or if they have registered addresses outside Singapore, must provide the Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building Singapore 048544, with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date being three (3) Market Days prior to the Books Closure Date, in order to receive their provisional allotments of Warrants.

Scripholders will have to submit duly completed and stamped transfers (in respect of Shares not registered in the name of CDP) together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Books Closure Date by the Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building Singapore 048544, in order to be registered to determine the transferee's provisional allotment of Warrants under the Rights Issue of Warrants.

Foreign Shareholders

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Issue of Warrants is only made in Singapore and the OIS and its accompanying documents will not be despatched to Foreign Shareholders. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue of Warrants. No provisional allotment of Warrants will be made to Foreign Shareholders, and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.

"Foreign Shareholders" are Shareholders with registered addresses outside Singapore as at the Books Closure Date and who had not, at least three (3) Market Days prior to the Books Closure Date, provided to the Share Registrar or CDP, as the case may be, addresses in Singapore for the service of notices and documents.

Foreign Shareholders who wish to participate in the Rights Issue of Warrants should provide CDP (at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588) or the Share Registrar (at 8 Robinson Road #03-00 ASO Building Singapore 048544), as the case may be, with addresses in Singapore for the service of notices and documents, at least three (3) Market Days prior to the Books Closure Date.

BY ORDER OF THE BOARD

Wilson Chua
General Manager for Finance and Admin
29 December 2017