

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 3 December 2015 at 4.00 p.m. at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 for the purpose of considering and, if thought fit, passing, the following resolution:-

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 16 November 2015.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS THAT:

- (a) PricewaterhouseCoopers LLP (“PwC”) be and is hereby appointed as auditors of the Company in place of BDO LLP (“BDO”), with effect from the date of approval of Shareholders of this ordinary resolution and to hold office until 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 and PwC; 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) *BDO has confirmed that they are not aware of any professional reasons why PwC should not accept appointment as the new Auditors.*
- (ii) *The Directors confirm that there were no disagreements with BDO on accounting treatments within the last 12 months from the date of this Circular.*
- (iii) *The Directors confirm 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 paragraph 2.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of BDO, or due to BDO declining to stand for election.*
- (v) *The Company confirms that it complies with Rules 712 and 715 of the Catalyst Rules in relation to the proposed appointment of PwC as the Auditors.*

BY ORDER OF THE BOARD

Chew Seng Kok
Managing Director

Singapore
16 November 2015

Notes:

- 1. A member of the Company entitled to attend and vote at the 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.
- 2. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the Company's registered office of the Company's Singapore Branch at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time for holding the EGM.

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.