

ADDENDUM DATED 7 APRIL 2016

THIS ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt in relation to this Addendum as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of ZICO Holdings Inc. ("**Company**"), you should forward this Addendum, the Notice of Annual General Meeting and the Proxy Form enclosed herewith immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to such purchaser or transferee.

The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 11 November 2014. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").

This Addendum has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Addendum.

This Addendum has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Addendum.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income At Raffles, Singapore 049318, telephone (65) 6229 8088.



(Incorporated in Labuan, Malaysia)
(Company Registration No. LL07968)

ADDENDUM IN RELATION TO THE PROPOSED PARTICIPATION BY AND GRANT OF AWARD TO CONTROLLING SHAREHOLDER UNDER THE ZICO HOLDINGS PERFORMANCE SHARE PLAN

ZICO HOLDINGS INC.
(Incorporated in Labuan, Malaysia)
(Company Registration No. LL07968)

Board of Directors	Registered Office
Dato' Thambynathan Jasudasan (Independent Chairman) Mr. Chew Seng Kok (Managing Director) Mr. Liew Foong Yuen (Executive Director) Mr. Ng Hock Heng (Executive Director) Mr. John Lim Yew Kong (Independent Director) Mr. Ng Quek Peng (Independent Director) Mr. Chew Liong Kim (Independent Director) Mr. Stephen Arthur Maloy (Non-Executive Non-Independent Director)	Unit Level 13(A), Main Office Tower, Financial Park Labuan, Jalan Merdeka, 87000 Federal Territory of Labuan, Malaysia

7 April 2016

TO: THE SHAREHOLDERS OF ZICO HOLDINGS INC.

Dear Sir/Madam

1. INTRODUCTION

- 1.1 ZICO Holdings Inc. (the "**Company**") together with its subsidiaries and associated companies, the "**Group**") has on 7 April 2016 issued a notice convening the annual general meeting of the shareholders of the Company (the "**Shareholders**") to be held on 22 April 2016 (the "**AGM**") (the "**Notice of AGM**").
- 1.2 The proposed Ordinary Resolutions 8 and 9 set out in the Notice of AGM relate to the proposed participation by and grant of award of ordinary shares in the Company ("**Award**") to Mr Chew Seng Kok ("**Mr Chew**") under the ZICO Holdings Performance Share Plan (the "**PSP**") on such terms as stated in the rules of PSP ("**PSP Rules**") and in fulfilment of the objectives set out therein.
- 1.3 The PSP was adopted by the Company at an extraordinary general meeting of the Company ("**EGM**") held on 19 September 2014. Under the PSP, deserving and eligible controlling shareholders of the Company ("**Controlling Shareholders**") and their associates are eligible to participate in the PSP if their participation and grant of Award are approved by independent Shareholders in separate resolutions for each such person and for each grant.
- 1.4 The purpose of the Addendum is to explain the rationale for and provide information relating to proposed participation by and grant of Award under the PSP to Mr Chew, a Controlling Shareholder and Managing Director of the Company.

2. PROPOSED PARTICIPATION BY AND GRANT OF AWARD UNDER THE PSP TO MR CHEW

2.1 Summary of the PSP Rules:

(a) Administration

The PSP shall be administered by the Remuneration Committee of the Company ("**Committee**") in its absolute discretion with such powers and duties as are conferred on it by the Board of Directors of the Company for the time being ("**Board**"), provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

2. PROPOSED PARTICIPATION BY AND GRANT OF AWARD UNDER THE PSP TO MR CHEW (CONTINUED)

2.1 Summary of the PSP Rules: (continued)

(b) Eligibility

The following persons (provided that such persons are not undischarged bankrupts at the relevant time) shall be eligible to participate in the PSP at the absolute discretion of the Committee:

- (a) employee of the Company and its subsidiaries (including a director of our Company and/or any of its subsidiaries, as the case may be, who performs an executive function ("**Group Executive Director**") who have attained the age of 21 years on or before the date of grant of the Award; and
- (b) a director of our Company and/or any of its subsidiaries, as the case may be, other than a Group Executive Director who have attained the age of 21 years on or before the date of grant of the Award,

collectively as, "**Participants**" and individually, as "**Participant**".

(c) Size

The total number of ordinary shares in the Company ("**Shares**") which may be delivered pursuant to the vesting of Awards on any date, when added to the aggregate number of Shares issued and/or issuable in respect of (a) all Awards granted under the PSP; and (b) all other Shares issued and/or issuable under any other share-based incentive schemes or share plans of our Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of our Company from time to time.

The aggregate number of Shares available to the Controlling Shareholders or their associates shall not exceed 25% of the Shares available under the PSP. The number of Shares available to each Controlling Shareholder or associate of the Controlling Shareholder shall also not exceed 10% of the Shares available under the PSP.

(d) Grant of Awards

Other than performance-related Award, the selection of the Participants and number of Shares which are the subject of each Award to be granted to a Participant in accordance with the PSP shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as, *inter alia*, the rank, scope of responsibilities, performance, years of service and potential for future development and contribution to the success of the Group.

As soon as reasonably practicable after an Award is finalised by the Committee, the Committee shall send an Award letter to the Participant specifying *inter alia*, the number of shares to be vested and the dated by which the Award shall be vested.

(e) Vesting of the Awards

Notwithstanding that a Participant may have met his performance targets, no Awards shall be vested:

- (i) upon the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such Award;
- (ii) in the event of any misconduct on the part of the Participant as determined by the Committee in its discretion;
- (iii) upon the Participant ceasing to be in the employment of the Group for reasons other than (1) ill health, injury or disability, (2) redundancy, (3) death, (4) retirement at or after the legal retirement age, (5) retirement before the legal retirement age with the consent of the Committee, or (6) any other event approved by the Committee; or
- (iv) in the event that the Committee shall, at its discretion, deem it appropriate that such Award to be given to a Participant shall so lapse on the grounds that any of the objectives of the PSP have not been met.

2. PROPOSED PARTICIPATION BY AND GRANT OF AWARD UNDER THE PSP TO MR CHEW (CONTINUED)

2.1 Summary of the PSP Rules: (continued)

(f) Rights of Shares

The Shares issued and allotted upon the vesting of an Award shall be subject to all the provisions of the Memorandum and Articles of Association of the Company, and shall rank in full for all entitlements, excluding dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which falls on or before the relevant vesting date of the Award, and shall in all other respects rank pari passu with other existing Shares then in issue. "Record Date" means the date fixed by our Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

2.2 Participation by Controlling Shareholder in the PSP

One of the objectives of the PSP is to recognize the contributions made by the Participants of the PSP.

The objectives of the PSP apply equally to employees who are Controlling Shareholders or their associates because the Company believes that all deserving and eligible employees should be rewarded for their contribution to the Company, regardless of whether or not they are Controlling Shareholders or their associates.

The Company is therefore of the view that employees who are Controlling Shareholders or their associates should be entitled to the same benefits and rewards as other employees and should not be excluded from benefiting under PSP due to their shareholdings in the Company. The Company also believes that the application of the PSP would not unduly favour any Controlling Shareholder or their associates over other eligible employees.

In respect of the determination of eligibility and grant of Awards, the terms of the PSP do not differentiate between employees who are Controlling Shareholders or their associates and other employees who are not Controlling Shareholders or their associates.

2.3 Participations by Mr Chew

It is proposed that Mr Chew be entitled to participate in the PSP.

Mr Chew is the Managing Director of the Company and a Controlling Shareholder.

Mr Chew has an aggregate shareholding interests (both direct and deemed) of 38.61% in the issued share capital of the Company as at 28 March 2016, being the latest practicable date prior to the printing of the Addendum (the "**Latest Practicable Date**"). Further details on his shareholding interests are set out in paragraph 3 of the Addendum.

As at the Latest Practicable Date, save as aforementioned, there are no other Controlling Shareholders or their associates who are eligible to participate in the PSP.

2.4 Grant of Award to Controlling Shareholder under the PSP

It is proposed that Mr Chew be granted an Award comprising 300,000 Shares. The main terms of the proposed grant of Award to Mr Chew are as follows:

- (a) Date of grant: Any time within 14 days from the date of the AGM.
- (b) Number of Shares under the Award: 300,000 Shares (representing approximately 0.11% of the total issued Shares as at the Latest Practicable Date).
- (c) Vesting of the Award: One third of the Award shall be vested in each year on the anniversary of the Award.

2. PROPOSED PARTICIPATION BY AND GRANT OF AWARD UNDER THE PSP TO MR CHEW (CONTINUED)

2.4 Grant of Award to Controlling Shareholder under the PSP (continued)

Assuming that all the Awards granted under the PSP are vested to Mr Chew, he will have an interest (both direct and deemed) in 109,216,200 Shares (representing approximately 38.72% of the existing issued Shares and 38.68% of the enlarged Shares of 282,389,177 Shares) after vesting of the Awards according to the PSP Rules.

As at the Latest Practicable Date, the maximum number of Shares issued and/or issuable under the PSP and any other share-based incentive schemes or plans of the Company is 42,313,376 Shares, representing 15% of the total number of issued Shares. Taking into account of 3,500,000 outstanding options granted under the ZICO Holdings Employee Share Option Scheme, the maximum number of Shares available under the PSP as at the Latest Practicable Date is 38,813,376 Shares.

Other than Mr Chew, there are no other Controlling Shareholders or their associates who are eligible to participate in the PSP. The total number of Shares under the Award to be granted to Mr Chew amounts to 300,000 Shares, representing 0.77% of the maximum number of Shares available (being not exceeding 10% of the Shares available under the PSP) as at the Latest Practicable Date.

The proposed grant of Award to Mr Chew is therefore within the limits of the PSP.

2.5 Rationale for the proposed grant of an Award to Mr Chew

As Managing Director of the Company, Mr Chew plays a major role in the overall management, business development and strategy of the Group. Mr Chew has been instrumental in guiding and developing the Group since the Company's listing on the Catalist of SGX-ST on 11 November 2014.

Mr Chew is also in charge of overseeing the day-to-day management of the Group as well as the Group's strategic and business development. Under his management, the Group achieved growth in revenue, market coverage and scale of operations. Mr Chew's leadership and management skills are invaluable to the Group.

2.6 Limits on grant of Awards

Under the PSP, the total number of Shares which may be delivered pursuant to the vesting of Awards on any date, when added to the aggregate number of Shares issued and/or issuable in respect of (a) all Awards granted under the PSP; and (b) all other Shares issued and/or issuable under any other share-based incentive schemes or share plans of our Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of our Company from time to time.

The aggregate number of Shares available to the Controlling Shareholders or their associates shall not exceed 25% of the Shares available under the PSP. The number of Shares available to each Controlling Shareholder or associate of the Controlling Shareholder shall also not exceed 10% of the Shares available under the PSP.

2.7 Shareholders' approval

For the rationale set out above, the Company is proposing to seek the approval of independent Shareholders for:

- (a) the participation by Mr Chew in the PSP, which will be proposed as an Ordinary Resolution 8 at the AGM; and
- (b) the grant of 300,000 Shares to Mr Chew pursuant to and in accordance with the PSP Rules, which will be proposed as an Ordinary Resolution 9 at the AGM.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

The Directors' interests in the Shares, as at the Latest Practicable Date, are set out below.

Name of Director	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Dato' Thambynathan Jasudasan	–	–	–	–
Chew Seng Kok	102,916,200	36.48	6,000,000 ⁽²⁾	2.13
Liew Foong Yuen	6,180,000	2.19	–	–
Ng Hock Heng	10,090,000	3.58	–	–
John Lim Yew Kong	–	–	–	–
Ng Quek Peng	149,000	0.05	–	–
Chew Liong Kim	1,871,421	0.66	–	–
Stephen Arthur Maloy	892,400	0.32	1,428,600 ⁽³⁾	0.51

The interests of substantial shareholders of the Company (other than Directors) in the Shares, as at the Latest Practicable Date, are set out below.

Name of substantial shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Loh Wei Lian	16,384,579	5.81	–	–
Lim Kar Han	14,420,000	5.11	–	–

Notes:

⁽¹⁾ The percentage of shareholdings is computed based on the issued and paid-up share capital of the Company comprising 282,089,177 Shares (excluding treasury shares) as at the Latest Practicable Date.

⁽²⁾ Mr Chew is deemed interested in the 6,000,000 Shares held by Leandar Pte. Ltd., a company wholly owned by Mr Chew.

⁽³⁾ Mr Stephen Arthur Maloy is deemed interested in the 1,428,600 Shares held by First Eagle Sdn. Bhd., wherein his wife, Madam Ong Pei Ling holds 90% shareholdings interest and Mr Stephen Arthur Maloy's brother-in-law holds the remaining 10% shareholding interest.

Save as disclosed in this Addendum, none of the Directors or the substantial shareholders of the Company, has any interest, direct or indirect, (other than through their shareholdings in the Company) in the Ordinary Resolutions 8 and 9 as set out in the Notice of AGM.

4. CONSIDERATIONS IN DETERMINING THE AWARD TO MR CHEW

As is the case for other Participants, the aggregate number of shares under Mr Chew's proposed Award has been determined by the Committee after taking into account, inter alia, the financial performance of the Group, Mr Chew's rank, job performance, innovativeness, entrepreneurship, years of service and his contribution to the success and development of the Group, and other factors which the Committee may deem relevant in determining the Award that Mr Chew is entitled to.

The Committee is of the view that the proposed grant of the Award to Mr Chew is fair and reasonable given the contributions he has made to the Company. The grant of the Award to Mr Chew on the terms as set out above is consistent with the objectives of the PSP.

5. DIRECTORS' RECOMMENDATION AND ABSTENTION FROM VOTING

The Directors (save for Mr Chew who shall abstain from making any recommendation in respect of the ordinary resolutions relating to his participation in and grant of the Award under the PSP) are of the view that the proposed participation by and proposed grant of Award to Mr Chew under the PSP is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolutions 8 and 9 to be proposed at the AGM, being the ordinary resolutions relating to the above.

Mr Chew shall abstain from making any recommendations to Shareholders in respect of the Ordinary Resolutions 8 and 9 relating to his participation in and grant of an Award under the PSP as set out in the Notice of AGM.

The Controlling Shareholders and their respective associates shall also decline to accept any appointment as proxy for any Shareholder to vote in respect of the said ordinary resolutions unless the Shareholder concerned has given instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of the said ordinary resolutions.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed participation by and grant of Award to Mr Chew, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in the Addendum has been extracted from published or other publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Addendum in its proper form and context.

7. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company's branch in Singapore at 8 Robinson Road, #03-00, ASO Building, Singapore 058544 during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Annual Report of the Company for the financial year ended 31 December 2015; and
- (c) the PSP Rules.

Yours faithfully

For and on behalf of the Board of Directors of
ZICO Holdings Inc.

Dato' Thambynathan Jasudasan
Independent Chairman

