
NOTICE OF EXTRAORDINARY GENERAL MEETING

ZICO HOLDINGS INC.

(Incorporated in Labuan, Malaysia)
(Company Registration Number: LL07968)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of ZICO Holdings Inc. (the “Company”) will be held by way of electronic means on 29 December 2021 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms in this Notice of EGM (the “Notice”) which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 7 December 2021 (the “Circular”).

RESOLUTION 1 (SPECIAL RESOLUTION)

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

THAT:

- (a) the articles of association contained in the Constitution be and are hereby amended in the manner and to the extent set out in Appendix A to the Circular, and the amended Constitution be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this special resolution.

RESOLUTION 2 (ORDINARY RESOLUTION)

THE PROPOSED RATIFICATION AND APPROVAL OF THE PROVISION OF PAST SHAKEUP ADVANCES

THAT:

- (a) the ShakeUp Advances entered into between the Company and ShakeUp in FY2018, being interested person transactions for the purposes of Chapter 9 of Catalist Rules, be and are hereby ratified, confirmed and approved;
- (b) the ShakeUp Advances entered into between the Company and ShakeUp in FY2017, FY2019, FY2020 and FY2021 up to and including the conclusion of this EGM, being interested person transactions for the purposes of Chapter 9 of Catalist Rules, be and are hereby confirmed and approved; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

BY ORDER OF THE BOARD
ZICO HOLDINGS INC.

Chew Seng Kok
Managing Director
7 December 2021

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Notes:

1. This Notice may be accessed and downloaded from the Company's website at the URL www.zicoholdings.com under the "Newsroom" tab, followed by the "Announcements and Press Releases" tab or from the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, the EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members will not be able to attend the EGM in person.
3. A member will be able to watch the proceedings of the EGM through a "live" webcast or listen to these proceedings through a "live" audio feed. To access the live webcast and the audio-only means, members need to register by no later than 26 December 2021, 10 a.m. being 72 hours before the time fixed for the AGM ("**Registration Deadline**") to enable the Company to verify their status. Following verification of shareholders' particulars and shareholdings' status by the Share Registrar, authenticated members will receive an email a day before the AGM, containing instructions on how to access the live webcast and the audio-only means. Members can register by clicking on the link below and we advise all members to register as early as possible:

<https://globalmeeting.bigbangdesign.co/zico2021egm/>.

Members are advised to also check the Junk folder of their emails in case the emails are directed there instead of the Inbox. Members who registered by the Registration Deadline but do not receive an email response by 28 December 2021, 12 noon may contact our Share Registrar by email at main@zicoholdings.com.

4. A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 10 a.m. (Singapore Time) on 26 December 2021 by email to joyce.yong@zicoholdings.com. The Company will not be able to address questions received after such time and date. Members will not be able to ask questions during the live audio-visual webcast or live audio-only stream of the EGM proceedings. Therefore, it is important for Members to pre-register and submit their questions in advance of the EGM. The Company will only address questions received from members who are verifiable against the Depository Register or the Register of Members. The Company will address all substantial and relevant questions (as may be determined by the Company in its sole discretion) received from the Shareholders relating to the Proposed Resolutions prior to the EGM via the SGX-ST website at the URL <https://www.sgx.com/securities/companyannouncements> and the Company's website at the URL www.zicoholdings.com under the "Newsroom" tab, followed by "Announcements and Press Releases" tab.

Although the deadline for submitting questions is 10 a.m. (Singapore Time) on 26 December 2021, Members are, however, encouraged to submit their questions in accordance with the paragraph above earlier than 10 a.m. (Singapore time) on 26 December 2021 so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the EGM) prior to submitting their proxy forms.

5. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The documents relating to the business of the EGM, this Notice, and the accompanying proxy form for the EGM may be accessed at the Company's website at the URL www.zicoholdings.com under the "Newsroom" tab, followed by the "Announcements and Press Releases" tab, and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/companyannouncements>.
6. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Act), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.

8. The duly completed and signed Proxy Form, if submitted by post, must be deposited at the registered office of the Singapore Branch of the Company located at 8 Robinson Road #03-00, ASO Building, Singapore 048544. The Proxy Form must be received by the Company not less than 48 hours before the time fixed for holding the EGM.
9. The duly completed and signed Proxy Form, if submitted electronically, must be submitted by way of a clear scanned form via email to main@zicoholdings.com, not less than 48 hours before the time fixed for holding the EGM. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
10. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

By submitting the proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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 warrant.

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: 6389 3065, Email: vanessa.ng@morganlewis.com

PROXY FORM

ZICO HOLDINGS INC.

(Incorporated in Labuan, Malaysia)
(Company Registration Number: LL07968)

IMPORTANT:

This Proxy Form is not valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM to specify voting instructions. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should inform their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the EGM, to ensure that their votes are submitted.

PROXY FORM

– EXTRAORDINARY GENERAL MEETING

I/We* _____ (Name),

(NRIC / Passport / Company Registration No. _____),

of _____ (Address),

being a member/members* of ZICO Holdings Inc. (the "**Company**"), hereby appoint, the Chairman of the extraordinary general meeting ("**EGM**") as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM to be held by electronic means on 29 December 2021 at 10.00 a.m. (Singapore Time) and at any adjournment thereof.

I/We* direct my/our* proxy to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting, or abstentions from voting, is given in respect of the resolutions, the appointment of the Chairman of the Meeting as proxy for the resolutions shall be treated as invalid.** The resolutions will be put to vote at the EGM by way of poll.

**Delete as appropriate.*

No.	Special Resolution	Number of votes FOR [#]	Number of votes AGAINST [#]	Number of votes ABSTAIN [#]
1.	To approve the Proposed Amendments to the Constitution			
	Ordinary Resolution			
2.	To approve the Proposed Ratification and Approval			

[#] Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you wish the Chairman of the Meeting as your proxy to abstain from voting a resolution, please tick (✓) within the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution.

Dated this _____ day of _____ 2021.

Total Number of shares held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF.



PROXY FORM

IMPORTANT:

1. The EGM will be held and convened by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The documents relating to the business of the EGM (including the Notice of EGM and this Proxy Form) may be accessed and downloaded from the Company's website at the URL www.zicoholdings.com under the "Newsroom" tab, followed by the "Announcements and Press Releases" tab or from the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM by way of electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointment of the Chairman of the Meeting as a proxy at the EGM, are set out in the Notice of EGM.
3. Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, the EGM will be held by way of electronic means and members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, the EGM will be held by way of electronic means and members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. This Proxy Form may be accessed at the Company's website at the URL www.zicoholdings.com under the "Newsroom" tab, followed by "Announcements and Press Releases" tab, and will also be made available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.
4. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Act), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity, a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity, or in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. This Proxy Form, if submitted by post, must be deposited at the registered office of the Company's Singapore Branch located at 8 Robinson Road #03-00, ASO Building, Singapore 048544, not less than 48 hours before the time fixed for holding the EGM.
7. This Proxy Form, if submitted electronically, must be submitted via email to main@zicoholdings.com, not less than 48 hours before the time fixed for holding the EGM. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
8. Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
9. Where this Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
10. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Act.

General:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 48 hours before the time fixed for holding the EGM.

Personal data privacy:

By submitting the proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.