

# zacd

ZACD GROUP LTD.

杰地集团有限公司\*

(A company incorporated in Singapore with limited liability)

Stock Code: 8313



Third Quarterly  
Report  
2020

\* for identification purpose only

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
(THE "EXCHANGE")**

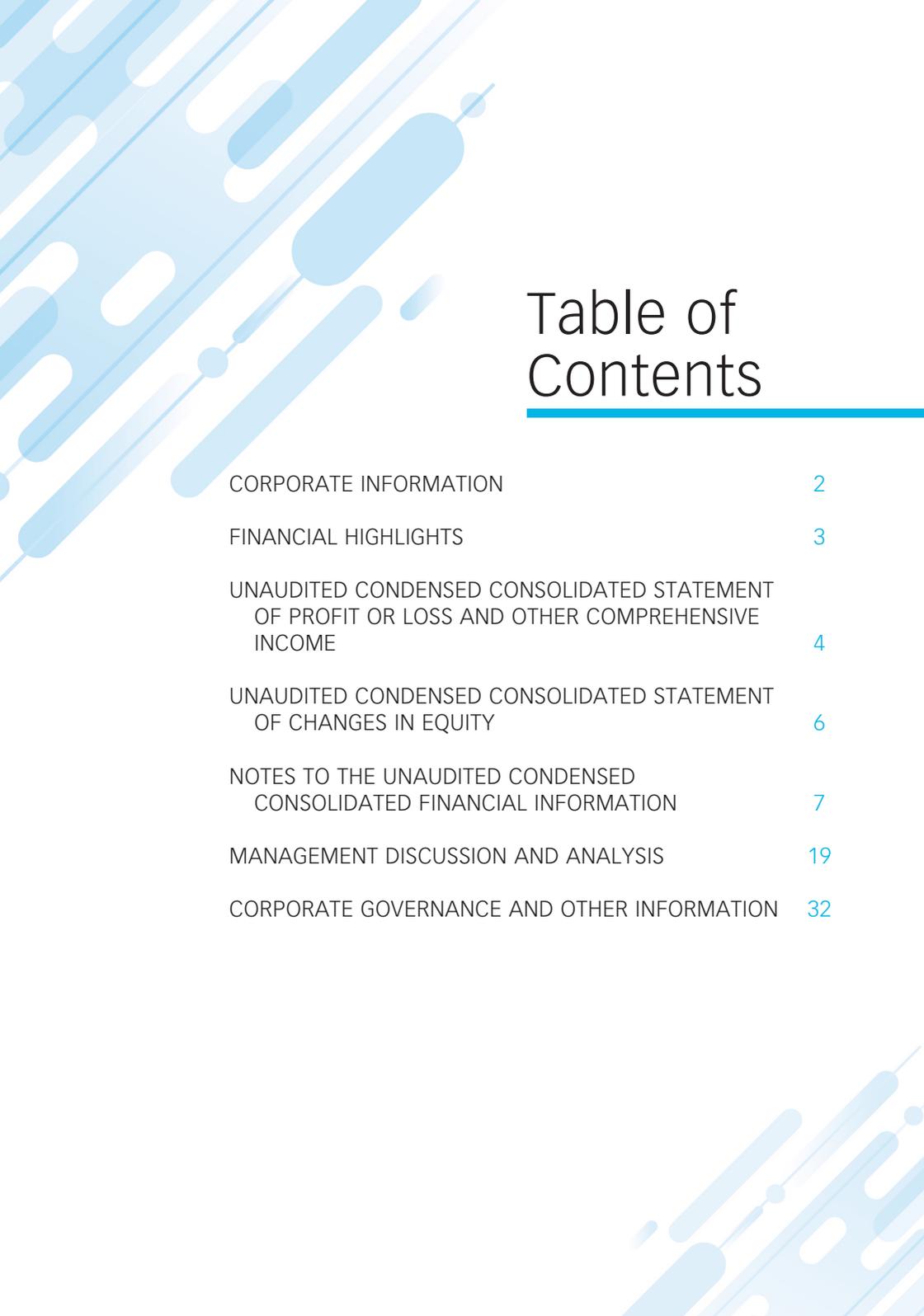
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**Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors of ZACD Group Ltd. (the "**Company**", together with its subsidiaries as the "**Group**") collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

*In the event of any inconsistency between the Chinese version and the English version, the latter shall prevail.*



# Table of Contents

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CORPORATE INFORMATION	2
FINANCIAL HIGHLIGHTS	3
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	4
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	6
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION	7
MANAGEMENT DISCUSSION AND ANALYSIS	19
CORPORATE GOVERNANCE AND OTHER INFORMATION	32

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Ms. Sim Kain Kain (*Chairman*)  
 Mr. Yeo Choon Guan (Yao Junyuan) (*CEO*)  
 Mr. Wee Hian Eng Cyrus (*Deputy CEO*)  
 Mr. Siew Chen Yei (*Deputy CEO and CFO*)  
 Mr. Darren Chew Yong Siang (*COO*)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kong Chi Mo  
 Dato' Dr. Sim Mong Keang  
 Mr. Lim Boon Yew

#### NON-EXECUTIVE DIRECTOR

Mr. Chew Hong Ngiap, Ken

#### AUDIT COMMITTEE

Mr. Kong Chi Mo (*Chairman*)  
 Dato' Dr. Sim Mong Keang  
 Mr. Lim Boon Yew

#### REMUNERATION COMMITTEE

Dato' Dr. Sim Mong Keang (*Chairman*)  
 Ms. Sim Kain Kain  
 Mr. Kong Chi Mo  
 Mr. Lim Boon Yew

#### NOMINATION COMMITTEE

Mr. Lim Boon Yew (*Chairman*)  
 Mr. Yeo Choon Guan (Yao Junyuan) (*CEO*)  
 Mr. Kong Chi Mo  
 Dato' Dr. Sim Mong Keang

#### AUTHORISED REPRESENTATIVES

Mr. Siew Chen Yei (*Deputy CEO and CFO*)  
 Mr. Ip Pui Sum

#### JOINT COMPANY SECRETARIES

##### **As to Hong Kong Law**

Mr. Siew Chen Yei (*Deputy CEO and CFO*)  
 Mr. Ip Pui Sum

##### **As to Singapore Law**

Mr. Tan Kim Swee Bernard  
 (Chen Jinrui Bernard)

#### COMPLIANCE OFFICER

Mr. Siew Chen Yei (*Deputy CEO and CFO*)

#### COMPLIANCE ADVISER

Innovax Capital Limited

#### AUDITOR

Ernst & Young LLP

#### REGISTERED OFFICE

2 Bukit Merah Central #22-00  
 Singapore 159835

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

2 Bukit Merah Central #22-00  
 Singapore 159835

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1610, Level 16, Man Yee Building  
 60-68 Des Voeux Road Central  
 Central, Hong Kong

#### PRINCIPAL BANK

United Overseas Bank  
 UOB Plaza  
 80 Raffles Place  
 Singapore 048624

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN SINGAPORE

Tricor Singapore Pte Ltd  
 80 Robinson Road  
 #02-00  
 Singapore 068898

#### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
 Level 54, Hopewell Centre  
 183 Queen's Road East  
 Hong Kong

#### STOCK CODE

8313

#### COMPANY'S WEBSITE

[www.zacdgroup.com](http://www.zacdgroup.com)

## FINANCIAL HIGHLIGHTS

For the nine months ended 30 September 2020

- The unaudited revenue of the Group decreased by 20.8% or approximately S\$1.3 million from approximately S\$6.2 million for the nine months ended 30 September 2019 to approximately S\$4.9 million for the nine months ended 30 September 2020. The decrease was mainly attributable to the decrease in property management fees as a result of contracts that had ceased and/or have not been renewed at the end of the contract term and lower dividends derived from the investment management business segment, partially offset by the increase in acquisition fee derived in the acquisitions and projects management business segment.
- The Group reported a net loss of approximately S\$8.6 million for the nine months ended 30 September 2020 as compared with a net loss of approximately S\$1.5 million for the corresponding period in 2019. The further loss was mainly attributable to the allowance for impairment losses on the Group's trade receivables in respect of the investment management fees amounting to approximately S\$3.7 million, allowance for impairment loss on the advance to ZACD (Development4) Ltd. of approximately S\$2.3 million, decrease in revenue of approximately S\$1.3 million and increase in professional fees of approximately S\$823,000 mainly due to a one-off corporate finance activity carried out in the period six months ended 30 June 2020.
- No dividend was paid or proposed by the Company for the nine months ended 30 September 2020.
- Basic and diluted loss per share during the nine months ended 30 September 2020 was approximately S\$0.43 cents (Nine months ended 30 September 2019: loss of S\$0.07 cents).

The board of directors (the “**Board**”) of the Company hereby announces the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2020 (the “**Third Quarterly Results**”), together with the unaudited comparative figures for the nine months ended 30 September 2019:

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2020

	Note	Three months ended 30 September		Nine months ended 30 September	
		2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Revenue	4	826	1,822	4,916	6,207
Other income and gains	4	428	197	1,325	620
Staff costs		(1,670)	(1,809)	(5,517)	(5,812)
Depreciation		(47)	(48)	(180)	(148)
Amortisation of right-of-use asset		(87)	(127)	(346)	(384)
Amortisation of capitalised contract costs		(26)	(14)	(65)	(18)
Impairment losses on financial assets	5	—	—	(6,030)	—
Impairment loss on capitalised contract costs		—	—	(200)	—
Marketing expenses		(1)	(26)	(9)	(37)
Other expenses, net		(54)	(496)	(2,448)	(1,894)
Interest expense		(4)	(7)	(13)	(25)
<b>Loss before tax</b>	5	<b>(635)</b>	<b>(508)</b>	<b>(8,567)</b>	<b>(1,491)</b>
Income tax expense	6	—	—	(7)	—
<b>Loss for the period attributable to owners of the Company</b>		<b>(635)</b>	<b>(508)</b>	<b>(8,574)</b>	<b>(1,491)</b>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2020

	Note	Three months ended 30 September		Nine months ended 30 September	
		2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>Other comprehensive (loss)/income:</b>					
<i>Items that will not be reclassified to profit or loss:</i>					
Fair value changes on investment in equity securities		17	(181)	(498)	(80)
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on translation of foreign operations		50	(45)	(16)	(42)
Other comprehensive (loss)/income for the period		67	(226)	(514)	(122)
<b>Total comprehensive loss for the period attributable to owners of the Company</b>		<b>(568)</b>	<b>(734)</b>	<b>(9,088)</b>	<b>(1,613)</b>
<b>Loss per share attributable to owners of the Company</b>					
— Basic (cents)	7	(0.03)	(0.03)	(0.43)	(0.07)
— Diluted (cents)		(0.03)	(0.03)	(0.43)	(0.07)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	Share capital S\$'000	Investment in equity securities revaluation reserve S\$'000	Exchange fluctuation reserve S\$'000	Capital reserve S\$'000	Retained earnings/ losses) S\$'000	Total Equity S\$'000
<b>Nine months ended 30 September 2020</b>						
At 1 January 2020 (audited)	29,866	2,297	(33)	1,491	3,964	37,585
Loss for the period	—	—	—	—	(8,574)	(8,574)
Other comprehensive loss for the period:						
Exchange differences on translation of foreign operations	—	—	(16)	—	—	(16)
Fair value changes on investment in equity securities	—	(498)	—	—	—	(498)
Total comprehensive loss for the period	—	(498)	(16)	—	(8,574)	(9,088)
At 30 September 2020 (unaudited)	29,866	1,799	(49)	1,491	(4,610)	28,497
<b>Nine months ended 30 September 2019</b>						
At 1 January 2019 (audited)	29,866	3,424	(34)	1,491	342	35,089
Loss for the period	—	—	—	—	(1,491)	(1,491)
Other comprehensive loss for the period:						
Exchange differences on translation of foreign operations	—	—	(42)	—	—	(42)
Fair value changes on investment in equity securities	—	(80)	—	—	—	(80)
Total comprehensive loss for the period	—	(80)	(42)	—	(1,491)	(1,613)
Dividends (Note 8)	—	—	—	—	(1,000)	(1,000)
At 30 September 2019 (unaudited)	29,866	3,344	(76)	1,491	(2,149)	32,476

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 1. CORPORATE INFORMATION

The Company is a company limited by shares, which is domiciled and incorporated in the Republic of Singapore ("**Singapore**"). The registered office of the Company, which is also its principal place of business, is located at 2 Bukit Merah Central #22-00, Singapore 159835.

The Company is an investment holding company. During the financial period, the Company's subsidiaries were principally engaged in the provision of the following services:

- (i) investment management services, which includes (a) special purpose vehicle ("**SPV**") investment management and (b) fund management;
- (ii) acquisitions and projects management services;
- (iii) property management and tenancy management services; and
- (iv) financial advisory services.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 2. BASES OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES

### 2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) as issued by the Singapore Accounting Standards Council (“**ASC**”).

The unaudited condensed consolidated financial information is presented in Singapore dollars (“**S\$**”) and all values are rounded to the nearest thousand (S\$'000) except when otherwise indicated.

### 2.2 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the Third Quarterly Results are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of new standards effective as of 1 January 2020. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and services and has the following reportable segments, as follows:

### (a) Investment management

The Group provides investment management services for investors to invest into real estate projects or funds by setting up a single investment vehicle ("**Investment SPV**") or fund holding entity.

#### (i) *SPV investment management*

The Group provides investment management services to investors of real estate development projects by establishing and incorporating Investment SPV through which the investors participate in the project by subscribing convertible loans that are issued by the Investment SPV and/or entering into trust deeds with the Group's ultimate holding company under the trust structure. With respect to a major investor, the Group also derives revenue in return for providing a priority right to this investor to participate in the Group's real estate development projects. Post establishment and incorporation of the Investment SPV, the Group continues to provide investment management services to the investors by managing the Investment SPV up to the time of project completion. The Group also holds the establishment shares received from investors to remunerate its SPV investment management services provided, through dividend distribution from the relevant Investment SPVs under the convertible loan structure. Under the trust structure, the Group derives performance fees from the profits made by the investors through dividend distribution received by the Group's ultimate holding company on behalf of investors.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 3. OPERATING SEGMENT INFORMATION (cont'd)

### (a) Investment management (cont'd)

#### (ii) Fund management

The Group renders fund management services by establishing and serving as manager of private real estate funds. Under this arrangement, the Group is responsible for the origination of the investment of the fund, establishment of the investment structure, placement to investors and management of the funds' investment portfolio where it actively sources for real estate deals and manage the investment process for the funds, manages the assets owned by the funds, and sources for avenues for divesting the investments in order to maximise the funds' internal rates of return.

Under the contracts entered into with the private real estate funds, the Group is entitled to fund establishment fee and fund management fees based on a percentage of committed capital and performance fees based on a percentage of return on equity of the fund upon divestment of all investments in the fund or expiration or early termination of the fund life. The fund management fees are received quarterly or annually and are recognised on a straight-line basis over the contract terms. The fund establishment fees are recognised as and when the Group's rights and entitlement to the fees are established. Performance fees are not recognised until it is highly probable that a significant reversal of the cumulative amount of revenue recognised will not occur upon the resolution of any uncertainty.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 3. OPERATING SEGMENT INFORMATION (cont'd)

### (b) Acquisitions and projects management (Note 1)

Acquisitions and projects management include the Group's services in sourcing, assessing and securing quality real estate assets for real estate developers and services rendered by the Group to real estate developers generally comprise services in the areas of tender consultancy and research, design development consultancy, marketing project management, sales administration and handover and property defects management services coordination of legal services, as well as finance and corporate services. These services are provided to real estate developers and help to address various needs during each major stage of real estate development projects.

Note 1: The segment was previously known as "Project consultancy and management". The change in the name of the business segment was mainly to better reflect the current business activities undertaken and to better position the Group's services to its clients in this segment.

### (c) Property management and tenancy management

The Group's property management services primarily include maintenance management services and ancillary services, such as accounting and financial services. Properties managed by the Group comprise residential properties as well as non-residential properties including commercial buildings, office buildings and industrial parks.

The Group's tenancy management services primarily relate to defect management, rental management, lease advisory services, administrative management and tenants care management.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 3. OPERATING SEGMENT INFORMATION (cont'd)

### (d) Financial advisory

The Group's financial advisory services primarily relate to corporate finance advisory services and investment advisory services.

Management monitors the operating results of the Group's business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that unallocated other income and gains as well as head office and corporate expenses are excluded from such measurement.

### Geographical information

#### *Revenue from external customers*

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Singapore	546	1,362	4,214	5,467
Malaysia	48	155	265	296
Australia	15	25	56	104
Other countries/ jurisdictions	217	280	381	340
	<b>826</b>	1,822	<b>4,916</b>	6,207

The revenue information above is based on the locations of the customers.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 4. REVENUE, AND OTHER INCOME AND GAINS

Revenue represents the aggregate of service fee income earned from the provision of investment management services, acquisitions and projects management services, property management and tenancy management services, and financial advisory services. An analysis of revenue, other income and gains is as follows:

Nine months ended 30 September 2020 (unaudited)	Investment management		Acquisitions and projects management SS'000	Property management and tenancy management SS'000	Financial advisory SS'000	Total revenue SS'000
	SPV investment management SS'000	Fund management SS'000				
<b>Primary geographical markets</b>						
Singapore	473	1,048	1,248	1,215	230	4,214
Malaysia	17	—	—	29	219	265
Australia	—	—	56	—	—	56
Other countries/jurisdictions	—	—	—	—	381	381
	<b>490</b>	<b>1,048</b>	<b>1,304</b>	<b>1,244</b>	<b>830</b>	<b>4,916</b>
<b>Timing of services</b>						
At a point in time	427	545	1,209	—	—	2,181
Over time	63	503	95	1,244	830	2,735
	<b>490</b>	<b>1,048</b>	<b>1,304</b>	<b>1,244</b>	<b>830</b>	<b>4,916</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 4. REVENUE, AND OTHER INCOME AND GAINS (cont'd)

Nine months ended 30 September 2019 (unaudited)	Investment management		Acquisitions and projects management S\$'000	Property management and tenancy management S\$'000	Financial advisory S\$'000	Total revenue S\$'000
	SPV investment management S\$'000	Fund management S\$'000				
<b>Primary geographical markets</b>						
Singapore	981	1,149	558	2,515	264	5,467
Malaysia	154	113	—	29	—	296
Australia	—	—	104	—	—	104
Indonesia	2	3	—	—	—	5
Other countries/jurisdictions	3	138	—	—	194	335
	1,140	1,403	662	2,544	458	6,207
<b>Timing of services</b>						
At a point in time	1,093	803	16	—	50	1,962
Over time	47	600	646	2,544	408	4,245
	1,140	1,403	662	2,544	458	6,207

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 4. REVENUE, AND OTHER INCOME AND GAINS (cont'd)

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>Revenue</b>				
Investment management				
— SPV investment management fees	21	262	490	1,140
— Fund management fees	163	392	1,048	1,403
Acquisitions and projects management service fees	18	206	1,304	662
Property management and tenancy management fees	269	836	1,244	2,544
Financial advisory fees	355	126	830	458
	<b>826</b>	<b>1,822</b>	<b>4,916</b>	<b>6,207</b>
<b>Other income and gains</b>				
Government grants*	395	37	1,029	156
Interest income	2	156	14	458
Foreign exchange differences, net	37	—	227	—
Others	(6)	4	55	6
	<b>428</b>	<b>197</b>	<b>1,325</b>	<b>620</b>

\* Government grants were received/are receivable by certain subsidiaries and the Company in connection with employment of Singaporean and/or non-Singaporean workers under Special Employment Credit, Wage Credit Scheme, Government-Paid Leave Schemes, Jobs Support Scheme and enhancement/scale up of business capabilities under Capability Development Grant provided by the Singapore Government. There were no unfulfilled conditions or contingencies relating to these grants.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Auditor's remuneration	21	49	121	146
Dividend income from the establishment shares included in SPV investment management fees	—	(219)	(410)	(952)
Foreign exchange differences, net	(34)	(76)	(224)	(52)
Professional fees	(339)	55	1,030	133
Impairment loss on trade receivables	—	—	3,677	—
Impairment loss on loans and receivables	—	—	2,353	—

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 6. INCOME TAX EXPENSE

Singapore profits tax has been provided on the estimated assessable profits arising in Singapore at a rate of 17% during the nine months ended 30 September 2020 (Nine months ended 30 September 2019: 17%). No provision for profits tax has been made in other countries/jurisdictions in which the Group operates as the Group did not generate any assessable profits arising in other countries/jurisdictions during the nine months ended 30 September 2020 (Nine months ended 30 September 2019: Nil).

The major components of the income tax expense/(credit) during the periods are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Current:				
— Provision for current period	—	—	4	—
— Overprovision in prior years	—	—	(22)	—
Deferred taxation:				
— Origination of temporary differences	—	—	25	—
Income tax expense for the period	—	—	7	—

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2020

## 7. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>Loss</b>				
Loss for the purpose of calculating basic and diluted loss per share (loss for the period attributable to owners of the Company)	<b>(635)</b>	(508)	<b>(8,574)</b>	(1,491)
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	<b>2,000,000,000</b>	2,000,000,000	<b>2,000,000,000</b>	2,000,000,000

## 8. DIVIDENDS

An interim dividend of S\$1,000,000 representing 0.05 Singapore cents per ordinary share, in respect of the financial year ended 31 December 2019 was approved by the Board on 8 August 2019 and paid on 6 September 2019.

No dividend was paid or proposed by the Company for the nine months ended 30 September 2020.

# MANAGEMENT DISCUSSION AND ANALYSIS

The following management discussion and analysis (“**MD&A**”) for the Group has been prepared and reviewed by the management for the nine months ended 30 September 2020 (the “**Review Period**”). All amounts are expressed in Singapore Dollars unless otherwise stated.

The Group’s MD&A is divided into the following sections:

- (1) Executive Overview;
- (2) Financial Review and Business Review;
- (3) Business Outlook; and
- (4) Use of Proceeds

## EXECUTIVE OVERVIEW

The Group managed a total of 29 investment structures under the PE structures and fund structures over 28 real estate projects and assets in Singapore, Malaysia, Indonesia and Australia. The Group provided ongoing acquisitions and projects management services to two real estate projects in Singapore and two real estate projects in Australia, delivered ongoing property management services to six real estate projects in Singapore, and tenancy management services to one property owner in Malaysia. The Group is currently executing seven corporate advisory mandates, including providing investment advisory services for a family office with an asset-under-management of approximately USD100 million.

## FINANCIAL REVIEW AND BUSINESS REVIEW

The Group reported a net loss of approximately S\$8.6 million for the nine months ended 30 September 2020 as compared with a net loss of approximately S\$1.5 million for the corresponding period in 2019. The further loss was mainly attributable to the allowance for impairment losses on the Group’s trade receivables in respect of the investment management fees amounting to approximately S\$3.7 million, allowance for impairment loss on the advance to ZACD (Development4) Ltd. of approximately S\$2.3 million, decrease in revenue of approximately S\$1.3 million and increase in professional fees of approximately S\$823,000 mainly due to a one-off corporate finance activity carried out in the period six months ended 30 June 2020.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Revenue

The unaudited revenue of the Group decreased by 20.8% or approximately S\$1.3 million from approximately S\$6.2 million for the nine months ended 30 September 2019 (the “**Previous Period**”) to approximately S\$4.9 million for the Review Period. The decrease was mainly attributable to the decrease in property management fees as a result of contracts that had ceased and/or have not been renewed at the end of the contract term and lower dividends derived from the investment management business segment, partially offset by the increase in acquisition fee derived in the acquisitions and projects management business segment.

The following table sets forth the breakdown of our operating segment information for the Previous Period and Review Period:

Period ended 30 September 2020 (unaudited)	Investment management		Acquisitions and projects management S\$'000	Property management and tenancy management S\$'000	Financial advisory S\$'000	Total S\$'000
	SPV investment management S\$'000	Fund management S\$'000				
<b>Segment revenue</b>						
External customers	490	1,048	1,304	1,244	830	4,916
<b>Segment results</b>	204	(3,879)	382	(156)	(293)	(3,742)
<i>Reconciliation:</i>						
Other income and gains						1,325
Corporate and unallocated expenses						(6,150)
Loss before tax						(8,567)

# MANAGEMENT DISCUSSION AND ANALYSIS

Period ended 30 September 2019 (unaudited)	Investment management		Acquisitions and projects management S\$'000	Property management and tenancy management S\$'000	Financial advisory S\$'000	Total S\$'000
	SPV investment management S\$'000	Fund management S\$'000				
<b>Segment revenue</b>						
External customers	1,140	1,403	662	2,544	458	6,207
<b>Segment results</b>	534	748	225	(235)	(527)	745
<i>Reconciliation:</i>						
Other income and gains						620
Corporate and unallocated expenses						(2,856)
Loss before tax						(1,491)

## (a) Investment Management Services

### (i) SPV investment management

The unaudited revenue decreased from approximately S\$1.1 million for the Previous Period to approximately S\$490,000 for the Review Period, representing a decrease of approximately S\$650,000 or 57.0%. The decrease was mainly due to dividends derived from two Investment SPVs for the Review Period as compared to four Investment SPVs for the Previous Period. The majority of the investment projects set up by the Group from 2010 to 2015 that were under the SPV investment management structures are maturing or have matured. There was no investment SPV established from 2016 as the Group is now focusing on expanding fund structures which is in line with the Group's current business model.

## MANAGEMENT DISCUSSION AND ANALYSIS

### (ii) *Fund management*

The unaudited revenue in fund of the Group decreased from approximately S\$1.4 million for the Previous Period to approximately S\$1.0 million for the Review Period, representing a decrease of approximately S\$355,000 or 25.3%. During the Review Period, the Group realised subscription fees of approximately S\$502,000 from a new development fund (the “**Mandai Fund**”) that was established in early 2020. While during the Previous Period, the Group realised establishment fees of approximately S\$560,000 from Landmark Tower Fund and subscription fees of approximately S\$81,000 from ZACD Income Trust. The Group derived lower management fees of approximately S\$115,000 from ZACD Income Trust for the Review Period as compared to the Previous Period mainly due to the Group realising the management fees from the Australia assets’ net property income for the first time in the Previous Period following the acquisition of the Australia assets by ZACD Income Trust and performance on the hospitality asset was affected by the bush fires in late 2019 and the COVID-19 outbreak, leading to lower management fees from the Australia assets’ net property income for the Review Period.

### (b) **Acquisitions and Projects Management Services (Note 1)**

The unaudited revenue increased from approximately S\$662,000 for the Previous Period to approximately S\$1.3 million for the Review Period, representing an increase of approximately S\$642,000 or 97.0%. The increase was mainly attributed to an acquisition fee of approximately S\$1.1 million derived from the developer SPV which the fund vehicle of the Company that was jointly established with an external business partner, following its efforts to secure and complete the acquisition of a freehold site in Mandai Singapore for industrial development in the Review Period.

Note 1: The segment was previously known as “Project consultancy and management”. The change in the name of the business segment was mainly to better reflect the current business activities undertaken and to better position the Group’s services to its clients in this segment.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **(c) *Property Management and Tenancy Management Services***

The unaudited revenue decreased from approximately S\$2.5 million for the Previous Period to approximately S\$1.2 million for the Review Period, representing a decrease of approximately S\$1.3 million or 51.1%. The decrease was mainly attributable to the decrease in revenue in the property management services where contracts had ceased and/or have not been renewed at the end of the contract term. Besides staff costs, key expenses incurred by this business segment entail the administrative costs of managing properties.

## **(d) *Financial Advisory Services***

The unaudited revenue increased from approximately S\$458,000 for the Previous Period to approximately S\$830,000 for the Review Period, representing an increase of approximately S\$372,000 or 81.2%. There were new corporate advisory mandates executed in the Review Period and adding on to the ongoing corporate advisory mandates, this contributed to higher incremental fee income realised in the Review Period. We are actively sourcing for more client mandates to bring this business segment to profit. The Group intends to continue to expand the corporate advisory team in Singapore and Hong Kong to manage and execute current advisory mandates and converting deal leads. The Group continues to focus on the new business segment in the family office management, particularly with family offices located in the Southeast Asia region.

## **Other income and gains**

Other income and gains saw an approximately 113.8% increase from approximately S\$620,000 for the Previous Period to approximately S\$1.3 million for the Review Period. The increase was mainly due to government grants in relation to the payout of Jobs Support Scheme announced by the Singapore Government to provide cashflow support to businesses during this period of economic uncertainty affected by the COVID-19 outbreak and foreign exchange gain, partially offset by lower interest income derived from bridging loans extended to ZACD Income Trust, ZACD (Development2) Ltd. and ZACD (Shunfu2) Ltd. as the bridging loans were fully repaid in 2019.

## **Staff costs**

Staff costs consist of salaries, bonuses, commission, other allowances and retirement benefit scheme contributions. Total staff costs for the Review Period decreased by S\$295,000 as compared to Previous Period.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at the end of Review Period, the Group had 66 employees as compared to 105 as at the end of the Previous Period. While headcount decreased mainly in the property management services with the majority being site staff due to some property management contracts had ceased and/or have not been renewed, the Group continues to recruit professional staff to expand its business segments for growth though remaining cautious in the implementation of its business expansion plan. Employees are remunerated according to their performance and work experience. On top of basic salaries, discretionary bonuses may be granted to eligible staff depending on the Group's achievements as well as the individual's performance.

### Impairment losses on financial assets

Reference is made to the voluntary announcement dated 20 September 2019, the positive profit alert announcement dated 2 March 2020, the inside information and business update announcements dated 23 July 2020, 24 July 2020 and 6 August 2020 and the profit warning announcements dated 29 July 2020 and 28 October 2020 of the Company in relation to the establishment of a new fund, ZACD Australia Hospitality Fund and ZACD (Development4) Ltd., an indirect wholly-owned special purpose fund vehicle of the Company is the fund holding entity of this new fund pursuant to the Transaction with respect to the Australia Hotel Portfolio (the "**Announcements**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

Pursuant to the Announcements, the legal proceedings commenced on 6 August 2020 by the Company and ZACD Australia Hospitality Fund in the Supreme Court of New South Wales in Australia against the Trust Lawyer for *inter alia* the recovery of the ZACD Deposit and other ancillary reliefs is currently in progress. The Directors are of the view that the collectability of the Investment Management Fees Receivables and the recoverability of the advance by the Group to ZACD Australia Hospitality Fund for funding the payment of deposits for the Transaction remain uncertain. As such, the allowance for impairment losses of approximately S\$3.7 million in respect of the Investment Management Fees Receivables from the ZACD Australia Hospitality Fund and the investment vehicle of the Australia Hotel Portfolio, and approximately S\$2.3 million in respect of the advance by the Group to ZACD Australia Hospitality Fund (collectively the "**Impairment Losses**") recorded by the Group for the six months period ended 30 June 2020 remain unchanged.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Other expenses, net

Other expenses, net increased by approximately 29.2% from approximately S\$1.9 million for the Previous Period to approximately S\$2.4 million for the Review Period. The increase was mainly attributable to the increase in professional fees of approximately S\$823,000 mainly due to a one-off corporate finance activity carried out in the period six months ended 30 June 2020, partially offset by the decrease in the property repair and maintenance outsourcing expenses as a result of the decrease in the number of property management contracts.

## Income tax expense

The increase in income tax expense for the Review Period was mainly attributable to the increase in the deferred tax liabilities as a result of capitalised contract cost, partially offset by deferred tax assets on tax losses from some of the fellow subsidiaries. Singapore profits tax has been provided on the estimated assessable profits arising in Singapore at a rate of 17% during the Review Period. No provision for profits tax has been made in other countries/jurisdictions in which the Group operates as the Group did not generate any assessable profits arising in other countries/jurisdictions during the Review Period.

## Loss for the period attributable to owners of the Company

As a result of the foregoing, we recorded a net loss for the period attributable to the owners of the Group of approximately S\$8.6 million for the Review Period as compared to a net loss of approximately S\$1.5 million for the Previous Period.

If the Impairment Losses, the one-off impairment loss on the capitalised contract costs and one-off corporate finance activity (collectively the “**One-off Events**”) were excluded, the loss of the Group would be approximately S\$1.4 million for the Review Period and approximately S\$1.5 million in Previous Period, representing a decrease of loss by approximately S\$100,000 or 6.7%.

## MANAGEMENT DISCUSSION AND ANALYSIS

	<b>Nine months ended</b>	
	<b>30 September</b>	
	<b>2020</b>	2019
	<b>S\$'000</b>	S\$'000
	<b>(unaudited)</b>	(unaudited)
<b>Loss for the period</b>	<b>(8,574)</b>	(1,491)
Impairment Losses	<b>6,030</b>	—
Impairment loss on capitalised contract costs	<b>200</b>	—
One-off corporate finance activity	<b>953</b>	—
<b>Loss before the One-off Events</b>	<b>(1,391)</b>	(1,491)

### Contingent liabilities

On 20 March 2020, the Company entered into a deed to provide a guarantee in the aggregate of the principal amount of S\$28,985,400 and any interest, commission, fees and expenses accrued thereon, to secure loan facilities in relation to an industrial development project located at 7 Mandai Estate, Singapore (the **"Mandai Development"**). This amount represents 60.0% of the total liabilities of the underlying Development SPV under a facility agreement in the underlying Development SPV. In terms of the above, the Company, acting as the sponsor of the ZACD (Mandai) Ltd. (the **"Mandai Fund"**), by way of indirectly holding the nominal share capital of the corporate entity of the Mandai Fund, is required by the security agent to provide the guarantee for the loan facilities which will be applied towards the payments of the purchase price, development premium, construction cost and related development costs of the Mandai Development. Mandai Fund is managed by ZACD Capital Pte. Ltd. which acts as its fund manager.

## MANAGEMENT DISCUSSION AND ANALYSIS

On 7 August 2019, the Company entered into a deed to provide a guarantee in the aggregate of the principal amount of S\$150,744,796 and any interest, commission, fees and expenses accrued thereon, to secure loan facilities in relation to a residential redevelopment project located at 173 Chin Swee Road, Singapore (the “**Landmark Development**”). This amount represents 39.2% of the total liabilities of the underlying Development SPV under a facility agreement in the underlying Development SPV. In terms of the above, the Company, acting as the sponsor of the ZACD (Development2) Ltd. (the “**LT Fund**”), by way of indirectly holding the nominal share capital of the corporate entity of the LT Fund, is required by the security agent to provide the guarantee for the loan facilities which will be applied towards the payments of the purchase price, differential premium, construction cost and related development costs of the Landmark Development. LT Fund is managed by ZACD Capital Pte. Ltd. which acts as its fund manager.

On 6 June 2018, the Company entered into a deed to provide a guarantee in the aggregate of the principal amount of S\$38,015,040 and any interest, commission, fees and expenses accrued thereon, to secure loan facilities in relation to a mixed-use development project located at Bukit Batok West Avenue 6, Singapore (the “**BBW6 Development**”). This amount represents 12.0% of the total liabilities of the underlying Development SPVs under a facility agreement in proportion of the shareholding of ZACD (BBW6) Ltd.’s (the “**BBW6 Fund**”) in the underlying Development SPVs. In terms of the above, the Company, acting as the sponsor of the BBW6 Fund by way of indirectly holding the nominal share capital of the corporate entity of the BBW6 Fund, is required by the security agent to provide the guarantee for the loan facilities which will be applied towards the payments of the purchase price, development premium, construction cost and related development costs of the BBW6 Development (the “**Previous Facility Agreement**”). BBW6 Fund is managed by ZACD Capital Pte. Ltd. which acts as its fund manager.

Following the issuance of the temporary occupation permit for the BBW6 Development by the Building and Construction Authority under the Building Control Act (Cap. 29) on 23 March 2020, and the confirmation of the final maturity date of the existing loan facilities on 23 July 2020 in accordance with the Previous Facility Agreement, the Development SPVs has been granted the refinancing loan facilities of S\$125,000,000 by the lender for the BBW6 Development, which will be applied towards firstly refinancing partially the existing outstanding loan facilities of S\$55,000,000 under the Previous Facility Agreement and partially repaying their existing shareholders’ loans for S\$70,000,000, and thereafter if any funding their respective working capital requirements (the “**Refinancing Facility Agreement**”). Upon the security agent’s satisfaction of the repayment of the existing outstanding loan facilities by the final maturity date of 23 July 2020 under the Previous Facility Agreement, the existing guarantee will be released and discharged.

## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Refinancing Facility Agreement, the Company is required to provide the guarantee in the lower sum of (i) 12.0% of all moneys and liabilities (whether actual, contingent or otherwise) owing or payable by the Development SPVs to the lender from time to time, estimated of approximately S\$15,000,000; and (ii) the aggregate of the principal amount of the refinancing loan facilities of S\$125,000,000 and any interest, commission, other banking charges, costs and expenses accrued thereon. Pursuant thereto, the Company has entered into the Deed of Guarantee in favour of the lender pursuant to which the Company agreed to provide the guarantee, which was executed by the lender and dated by the lender on 20 July 2020.

On 16 January 2018, the Company entered into a deed to provide a guarantee in the aggregate of the principal amount of S\$152,800,000 and any interest, commission, fees and expenses accrued thereon, to secure loan facilities in relation to a residential real estate project located at Shunfu Road in Singapore (the **"Shunfu Development"**). This amount represents 20.0% of the total liabilities of the underlying Development SPV under a facility agreement in proportion of the shareholding of ZACD (Shunfu) Ltd. and ZACD (Shunfu2) Ltd.'s (the **"Shunfu Funds"**) in the underlying Development SPV. In terms of the above, the Company, acting as the sponsor of the Shunfu Funds by way of indirectly holding the nominal share capital of the corporate entity of the Shunfu Funds, are required by the security agent to provide the guarantee for the loan facilities which will be applied towards the payments of the purchase price, development premium, construction cost and related development costs of the Shunfu Development. Shunfu Funds are managed by ZACD Capital Pte. Ltd. which acts as its fund manager.

Other than as disclosed above, the Group did not have any contingent liabilities at the end of each of the reporting periods.

### **Commitments**

At the end of the financial period, the Group had no significant commitments.

### **BUSINESS UPDATE WITH RESPECT TO THE AUSTRALIA HOTEL PORTFOLIO**

In respect of the Announcements of the Company in relation to ZACD Australia Hospitality Fund, the Company and ZACD Australia Hospitality Fund are currently working with the Solicitors to seek claims on the ZACD Deposit and all other losses from the Trust Lawyer and iProsperity Group. The Company will make further announcement as and when appropriate pursuant to the requirements under the GEM Listing Rules.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS UPDATE WITH RESPECT TO THE PENDING US HOTEL FUND

Subsequent to the Transaction with respect to the Australia Hotel Portfolio, the Group was in the midst of setting up a separate investment fund to invest US\$10 million (“**ZACD US Fund**”) in a US hotel acquisition led by iProsperity Group. The deposit of US\$10 million for this acquisition was funded by ZACD US Fund as a bridging loan to iProsperity Group to fulfil its payment obligation of the deposit for the acquisition and shall be refunded by iProsperity Group if the acquisition fails to complete. This US\$10 million deposit payment was funded by an anchor investor through a bridging loan to ZACD US Fund as part of his early commitment to the fund and upon setup of the ZACD US Fund, US\$5 million will be converted into equity in the ZACD US Fund and US\$5 million will be repaid by ZACD US Fund to the anchor investor. The Company is currently working with the lawyers to seek various recovery actions against iProsperity Group and its administrators to recover this deposit.

## BUSINESS OUTLOOK

Since the outbreak of COVID-19 in early 2020, the Singapore government has taken emergency public health measures and various actions to prevent the spread of COVID-19. The measures include the closure of workplace premises, retail outlets except for those necessary to support the daily living needs of the population in Singapore (the “**Circuit Breaker Period**”). The Circuit Breaker Period had ended on 1 June 2020 with gradual measures by the Singapore government to embark on a three-phased approach to resume activities safely and gradually.

The Group’s principal place of business is in Singapore, such measures will inevitably lead to disruption to the normal operations of the Group in Singapore and may have an impact on the Group’s performance and business expansion plans in the coming months. The Group will continue to strengthen its cost control measures substantially in order to mitigate the adverse impact from the COVID-19 pandemic. Notwithstanding that the degree of impact of COVID-19 pandemic will depend on the duration of the pandemic and the follow-through measures taken by the government in Singapore as well as other countries globally, the Group will continue to monitor the situation with the COVID-19 pandemic and the risks and uncertainties faced by the Group as a result thereof and make further adjustments to its operations and business strategies as and when required.

Private residential properties sales in Singapore have remained resilient and new projects launched in Q3 2020 have performed generally well. The sales launch of the redevelopment project, The Landmark acquired by LT Fund is launching in Q4 2020 and is expected to generate strong interest given its central location and competitive pricing.

## MANAGEMENT DISCUSSION AND ANALYSIS

With respect to our global investments, the Australia real estate assets invested by ZACD Income Trust in particular the hospitality asset in Perth continue to experience business disruptions as the hospitality industry is impacted by global travel bans and restrictions. We hope to see improvement on the performance of the hospitality asset in 2021 with the gradual re-opening of the economy in Australia as well as across the world.

Despite the economic uncertainty affected by the COVID-19 pandemic, we view this as an opportunity to grow and expand the Group's pipeline projects for our investment management business and acquisitions and projects management business including source, identify and acquire assets with attractive returns and looking at more distressed assets with redevelopment/turnaround potential when an attractive opportunity arises.

The property management business segment has not reached its desired economies of scale and as a result it has been incurring losses. Management is exploring various strategic and restructuring options on this business segment and may undertake further restructuring plan in Q4 this year, depending on the ongoing performance of this business segment.

The Group intends to continue to expand the corporate advisory team in Singapore and Hong Kong to manage and execute current advisory mandates and converting deal leads. The Group continues to focus on the new business segment in the family office management, particularly with family offices located in the Southeast Asia region.

### USE OF PROCEEDS

Total net proceeds raised from the Company's listing in January 2018 approximated HK\$125.2 million (S\$21.6 million) after deducting underwriting commissions and all related expenses. On 13 March 2020, the Directors resolved to change the use and allocation of the unutilised net proceeds to the bridging reserve fund to further enhance the competitive advantages of the investment management business and to expand the Group's future fund product offerings by further expanding the use of the bridging reserve fund as an initial investment capital to help the Group to seed-fund potential real estate projects where required. For details, please refer to the Company's announcement dated 13 March 2020.

## MANAGEMENT DISCUSSION AND ANALYSIS

Set out below are details of the use of proceeds up to 30 September 2020:

	<b>Original allocation of net proceeds</b> S\$'000	<b>The reallocation of the use of net proceeds</b> S\$'000	<b>Revised use of net proceeds</b> S\$'000	<b>Utilised amount up to 30 September 2020</b> S\$'000
Bridging reserve fund	8,900	7,235	16,135	16,135 (100%)
Investment management	3,400	(2,651)	749	749 (100%)
Acquisitions and projects management (Note 1)	900	(325)	575	575 (100%)
Property & tenancy management	3,300	(1,589)	1,711	1,711 (100%)
Financial advisory	3,500	(2,670)	830	830 (100%)
General working capital	1,600	—	1,600	1,600 (100%)
	21,600	—	21,600	21,600 (100%)

Note 1: The segment was previously known as “Project consultancy and management”. The change in the name of the business segment was mainly to better reflect the current business activities undertaken and to better position the Group’s services to its clients in this segment.

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## CORPORATE GOVERNANCE PRACTICES

The Board has adopted the principles and the code provisions of Corporate Governance Code (“**CG Code**”) contained in Appendix 15 to the GEM Listing Rules. During the nine months ended 30 September 2020 and up to the date of this announcement, the Company has complied with all applicable code provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

## DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND LONG POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

At 30 September 2020, the interests and long positions of the Directors and chief executive in the share capital and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong, the “**SFO**”), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in ordinary shares of the Company:

Name of Director	Name of corporation	Nature of interest and capacity	Number of shares held	Percentage of total issued shares	Number of underlying shares interested	Percentage of total issued shares
Mr. Yeo	Our Company (Note 1)	Interest in a controlled corporation	1,298,600,000 ordinary shares	64.93%	—	—
Ms. Sim	Our Company (Note 1)	Interest in a controlled corporation	1,298,600,000 ordinary shares	64.93%	—	—
Mr. Siew	Our Company (Note 2)	Beneficial owner	22,000,000 ordinary shares	1.1%	—	—
Mr. Darren Chew	Our Company (Note 3)	Beneficial owner	20,000,000 ordinary shares	1%	—	—
Mr. Yeo	ZACD Investments Pte. Ltd.	Beneficial owner	867,000 ordinary shares	51%	—	—
Ms. Sim	ZACD Investments Pte. Ltd.	Beneficial owner	833,000 ordinary shares	49%	—	—

## CORPORATE GOVERNANCE AND OTHER INFORMATION

Name of Director	Name of corporation	Nature of interest and capacity	Number of shares held	Percentage of total issued shares	Number of underlying shares interested	Percentage of total issued shares
Mr. Yeo/Ms. Sim	ZACD Land Pte. Ltd. (Note 4)	Interest in a controlled corporation	2 ordinary shares	100%	—	—
Mr. Yeo/Ms. Sim	ZACD Treasury Limited (Note 5)	Interest in a controlled corporation	10,000 ordinary shares	100%	—	—
Mr. Yeo/Ms. Sim	ZACD CRF (Woodlands) Pte. Ltd. (Note 6)	Interest in a controlled corporation	1,530 ordinary shares	51%	—	—
Mr. Yeo/Ms. Sim	ZACD (Neew) Pte. Ltd. (Note 7)	Interest in a controlled corporation	2 ordinary shares	100%	194 ordinary shares	9,700%
Mr. Yeo/Ms. Sim	ZACD (Berwick Drive) Pte. Ltd. (Note 8)	Interest in a controlled corporation	2 ordinary shares	100%	—	—
Mr. Yeo/Ms. Sim	ZACD (Tuas Bay) Pte. Ltd. (Note 9)	Interest in a controlled corporation	2 ordinary shares	100%	121 ordinary shares	6,050%
Mr. Yeo/Ms. Sim	ZACD (Gambas) Pte. Ltd. (Note 10)	Interest in a controlled corporation	2 ordinary shares	100%	—	—
Mr. Yeo/Ms. Sim	ZACD (Neew2) Pte. Ltd. (Note 11)	Interest in a controlled corporation	2 ordinary shares	100%	70 ordinary shares	3,500%
Mr. Yeo/Ms. Sim	ZACD (Jurong) Pte. Ltd. (Note 12)	Interest in a controlled corporation	2 ordinary shares	100%	171 ordinary shares	8,550%
Mr. Yeo/Ms. Sim	ZACD Development Sdn. Bhd. (Note 13)	Interest in a controlled corporation	100 ordinary shares	100%	—	—
Mr. Yeo/Ms. Sim	ZACD Development (Kulai) Sdn. Bhd. (Note 14)	Interest in a controlled corporation	2 ordinary shares	100%	—	—

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### Notes:

1. Mr. Yeo and Ms. Sim are spouses and hold 51% and 49% of the total issued capital of ZACD Investments Pte. Ltd. ("**ZACD Investments**") respectively. As such, both of them are deemed to be interested in all the Shares held by ZACD Investments by virtue of the SFO.
2. Mr. Siew is a Director of the Company.
3. Mr. Darren Chew is a Director of the Company.
4. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. As such, both of them are deemed to be interested in all the issued shares of ZACD Land Pte. Ltd. held by ZACD Investments by virtue of the SFO.
5. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. As such, both of them are deemed to be interested in all the shares of ZACD Treasury Limited held by ZACD Investments by virtue of the SFO.
6. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments, which in turn holds 51% of the total issued capital of ZACD CRF (Woodlands) Pte. Ltd.. As such, both of them are deemed to be interested in 51% of the total issued shares of ZACD CRF (Woodlands) Pte. Ltd. directly held by ZACD Investments by virtue of the SFO.
7. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. Pursuant to a convertible loan agreement dated 6 February 2015 (as amended by a supplemental deed dated 30 September 2016) entered into, between, among others, ZACD Investments and ZACD (Neew) Pte. Ltd., ZACD Investments agreed to make available to ZACD (Neew) Pte. Ltd. a non-interest bearing convertible loan in the principal amount of S\$2,000,000, and the outstanding convertible loan representing not more than a certain amount shall be converted into 19.40% of the enlarged issued capital of ZACD (Neew) Pte. Ltd. after conversion upon the date of issue of a temporary occupation permit in relation to the underlying property acquired by ZACD (Neew) Pte. Ltd. As such, Mr. Yeo and Ms. Sim are deemed to be interested in (i) the shares of ZACD (Neew) Pte. Ltd. held by ZACD Investments and (ii) the underlying shares which are to be converted into by such convertible loan granted by ZACD Investments to ZACD (Neew) Pte. Ltd. by virtue of the SFO.
8. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. As such, both of them are deemed to be interested in all the issued shares of ZACD (Berwick Drive) Pte. Ltd. held by ZACD Investments by virtue of the SFO.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

9. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. Pursuant to a convertible loan agreement dated 27 May 2013 (as amended by a supplemental deed dated 30 September 2016) entered into, between, among others, ZACD Investments and ZACD (Tuas Bay) Pte. Ltd., ZACD Investments agreed to make available to ZACD (Tuas Bay) Pte. Ltd. a non-interest bearing convertible loan in the principal amount of S\$1,100,000, and the outstanding convertible loan representing not more than a certain amount shall be converted into 12.10% of the enlarged issued capital of ZACD (Tuas Bay) Pte. Ltd. after conversion upon the date of issue of a temporary occupation permit in relation to the underlying property acquired by ZACD (Tuas Bay) Pte. Ltd. As such, Mr. Yeo and Ms. Sim are deemed to be interested in (i) the shares of ZACD (Tuas Bay) Pte. Ltd. held by ZACD Investments and (ii) the underlying shares which are to be converted into by such convertible loan granted by ZACD Investments to ZACD (Tuas Bay) Pte. Ltd. by virtue of the SFO.
10. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. As such, both of them are deemed to be interested in all the issued shares of ZACD (Gambas) Pte. Ltd. held by ZACD Investments by virtue of the SFO.
11. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. Pursuant to a convertible loan agreement dated 6 August 2015 (as amended by a supplemental deed dated 30 September 2016) entered into, between, among others, ZACD Investments and ZACD (Neew2) Pte. Ltd., ZACD Investments agreed to make available to ZACD (Neew2) Pte. Ltd. a non-interest bearing convertible loan in the principal amount of S\$300,000, and the outstanding convertible loan representing not more than a certain amount shall be converted into 7.00% of the enlarged issued capital of ZACD (Neew2) Pte. Ltd. after conversion upon the date of issue of a temporary occupation permit in relation to the underlying property acquired by ZACD (Neew2) Pte. Ltd. As such, Mr. Yeo and Ms. Sim are deemed to be interested in (i) the shares of ZACD (Neew2) Pte. Ltd. held by ZACD Investments and (ii) the underlying shares which are to be converted into by such convertible loan granted by ZACD Investments to ZACD (Neew2) Pte. Ltd. by virtue of the SFO.
12. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. Pursuant to a convertible loan agreement dated 13 February 2013 (as amended by a supplemental deed dated 30 September 2016) entered into, between, among others, ZACD Investments and ZACD (Jurong) Pte. Ltd., ZACD Investments agreed to make available to ZACD (Jurong) Pte. Ltd. a non-interest bearing convertible loan in the principal amount of S\$3,830,000, and the outstanding convertible loan representing not more than a certain amount shall be converted into 17.10% of the enlarged issued capital of ZACD (Jurong) Pte. Ltd. after conversion upon the date of issue of a temporary occupation permit in relation to the underlying property acquired by ZACD (Jurong) Pte. Ltd. As such, Mr. Yeo and Ms. Sim are deemed to be interested in (i) the shares of ZACD (Jurong) Pte. Ltd. held by ZACD Investments and (ii) the underlying shares which are to be converted into by such convertible loan granted by ZACD Investments to ZACD (Jurong) Pte. Ltd. by virtue of the SFO.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

13. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments respectively. As such, both of them are deemed to be interested in all the shares of ZACD Development Sdn. Bhd. held by ZACD Investments by virtue of the SFO.
14. Mr. Yeo and Ms. Sim hold 51% and 49% of the total issued capital of ZACD Investments which holds the entire issued capital of ZACD Development Sdn. Bhd. which in turn holds the entire issued capital of ZACD Development (Kulai) Sdn. Bhd. As such, both of them are deemed to be interested in all the issued shares of ZACD Development (Kulai) Sdn. Bhd. indirectly held by ZACD Investments by virtue of the SFO.

Save as disclosed above, as at 30 September 2020, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules on terms no less exacting than the required standard of dealings. Having made specific enquiries of the Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the period from the date of listing up to the date of this report.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

At 30 September 2020, the following interests and short positions of 5% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

## CORPORATE GOVERNANCE AND OTHER INFORMATION

Interest:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of ordinary shares held</b>	<b>Percentage of total issued share capital of the Company</b>
Mr. Yeo	Interest in a controlled Corporation (Note 1)	1,298,600,000	64.93%
Ms. Sim	Interest in a controlled Corporation (Note 1)	1,298,600,000	64.93%
ZACD Investments Pte. Ltd.	Beneficial owner (Note 1)	1,298,600,000	64.93%
Mr. Rachman Sastra	Beneficial owner and Interest in a controlled Corporation (Note 2)	199,750,000	9.99%
Harmonious Tidings Limited	Beneficial owner (Note 2)	150,000,000	7.5%

Notes:

1. Mr. Yeo and Ms. Sim are spouses and hold 51% and 49% of the total issued capital of ZACD Investments Pte. Ltd. respectively. As such, both of them are deemed to be interested in all the Shares held by ZACD Investments by virtue of the SFO.
2. Mr. Rachman Sastra is the ultimate shareholder of Harmonious Tidings Limited. As such, he is deemed to be interested in the shares held by Harmonious Tidings Limited.

Save as disclosed above, as at 30 September 2020, the Company had not been notified by any person who had interests or short positions in the shares, underlying shares or debentures of the Company which fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2020.

### **INTERESTS OF THE COMPLIANCE ADVISER**

Neither the Group's compliance adviser, Innovax Capital Limited, nor any of its directors, employees or close associates had any interests in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

### **AUDIT COMMITTEE**

The Audit Committee was established pursuant to a resolution of the directors passed on 13 December 2017 in compliance with Rule 5.28 of the GEM Listing Rules and with written terms of reference in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee include (i) making recommendations to the Board on the appointment and removal of external auditors; (ii) reviewing the financial statements and providing advice in respect of financial reporting process; (iii) overseeing the risk management and internal control systems of the Group; and (iv) monitoring continuing connected transactions (if any).

The Audit Committee currently consists of all three of the independent non-executive directors, namely Mr. Kong Chi Mo, Dato' Dr. Sim Mong Keang and Mr. Lim Boon Yew and the chairman is Mr. Kong Chi Mo. The Audit Committee with senior management have reviewed the third quarterly results of the Group for the nine months ended 30 September 2020.

By Order of the Board  
**ZACD Group Ltd.**  
**Sim Kain Kain**  
*Chairman and Executive Director*

Hong Kong, 4 November 2020

*As at the date of this report, the Board of the Company comprises five (5) executive directors, namely, Mr. Yeo Choon Guan (Yao Junyuan), Ms. Sim Kain Kain, Mr. Wee Hian Eng Cyrus, Mr. Siew Chen Yei, and Mr. Darren Chew Yong Siang; three (3) independent non-executive directors, namely, Mr. Kong Chi Mo, Dato' Dr. Sim Mong Keang and Mr. Lim Boon Yew; and one (1) non-executive director, namely Mr. Chew Hong Ngiap, Ken.*