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**ZACD GROUP LTD.**

**杰地集團有限公司\***

*(a company incorporated in the Republic of Singapore with limited liability)*

**(Stock Code: 8313)**

**VOLUNTARY ANNOUNCEMENT  
MEMORANDUM OF UNDERSTANDING  
IN RELATION TO THE STRATEGIC PARTNERSHIP WITH  
SHANGHAI REALWAY CAPITAL ASSETS MANAGEMENT CO., LTD**

This announcement is made by ZACD Group Ltd. (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) on a voluntary basis.

The Company is pleased to announce that Shanghai Realway Capital Assets Management Co., Ltd (“**Realway**”), an investment fund manager specialising in the management of real estate investment funds in the People Republic of China (“**PRC**”) and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**SEHK**”) under stock code 1835, and the Company had on 3<sup>rd</sup> June 2019 entered into a non-legally binding memorandum of understanding (the “**MOU**”) to form a strategic partnership (the “**Strategic Partnership**”) to explore real estate investment opportunities in China and the key cities of the Belt and Road in Southeast Asia. Pursuant to the MOU, the parties will explore:

- (i) the possible structure and joint objectives of the Strategic Partnership;
- (ii) the role, responsibility and commitment of each party to the Strategic Partnership;
- (iii) the distribution of the economic benefits of the Strategic Partnership; and
- (iv) to leverage the networks and resources of both parties to find attractive real estate investment targets in both China and overseas.

To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”) after having made all reasonable enquiries, Realway is independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

The Board believes that the MOU was entered into on normal commercial terms after arm’s length negotiation in the ordinary and usual course of business of the Company.

## **Information on the Group**

The Group is an asset manager headquartered in Singapore offering integrated solutions across the real estate value chain in Singapore and elsewhere in the Asia-Pacific region. The Group is principally engaged in providing (i) investment management services, which includes (a) special purpose vehicle investment management and (b) fund management; (ii) project consultancy and management services; (iii) property management and tenancy management services; and (iv) financial advisory services.

## **Information on Realway**

Realway is a China-based asset management company specializing in real estate fund management in China and listed on the Main Board of SEHK under stock code 1835. Realway is a registered private investment fund manager under the Asset Management Association of China and is the first private fund management company in PRC to be listed on the SEHK. Its funds portfolio covers commercial real estate projects, distressed assets projects and urbanization and redevelopment projects. The focus of Realway's managed funds is the investment in real estate projects, and its managed funds have invested in real estate projects in many first-tier cities and core cities in PRC with high development potential. These investment projects include portfolio assets which are spread over more than 10 PRC cities, including Shanghai, Shenzhen, Chengdu, Hangzhou, Nanjing, Wuxi, Ningbo, Xi'an, Hefei, Fuzhou and Jining.

## **Reasons and benefits for entering into the MOU**

The Directors are of the view that the Strategic Partnership would significantly enhance the Group's investment sourcing capabilities especially in the PRC where the Group has no investment presence currently. The Company also believes that the Strategic Partnership will bring together a strong team of experienced professionals with proven track record which enable the Company to stay ahead of the industry curve and deliver investment products that address the growing demand of our investors for overseas investing and riding on the huge growth potential of the overseas real estate market.

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

Hong Kong, 3 June 2019

*As at the date of this announcement, the Board of the Company comprises five (5) executive Directors, namely, Mr. Yeo Choon Guan (Yao Junyuan), Ms. Sim Kain Kain, Mr. Siew Chen Yei, Mr. Darren Chew Yong Siang (Zhou Yongxiang) and Mr. Wee Hian Eng Cyrus; 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.*

*This announcement, for which the Directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and remain on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement will also be published on the Company's website at [www.zacdgroup.com](http://www.zacdgroup.com).*

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

*\* for identification purposes only*