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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **ZACD Group Ltd.**, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



ZACD GROUP LTD.

杰地集团有限公司*

(A company incorporated in Singapore with limited liability)

(Stock code: 8313)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the Annual General Meeting (“AGM”) to be held at 2 Bukit Merah Central, #03-01 Singapore 159835 at 10:00 a.m. on Thursday, 23 May 2019 is set out on pages 16 to 20 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven (7) days from the date of its publication. This circular will also be published on the website of the Company at www.zacdgroup.com.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This circular is prepared in both English and Chinese.
In the event of any inconsistency, the English text of this circular will prevail.*

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“AGM”	the annual general meeting of the Company to be held at 2 Bukit Merah Central, #03-01 Singapore 159835 at 10:00 a.m. on Thursday, 23 May 2019 or the adjournment thereof for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	ZACD Group Ltd., a public company incorporated in Singapore with limited liability, whose issued Shares are listed and traded on the GEM (Stock Code: 8313)
“Constitution”	the constitution of the Company as amended, supplemented or otherwise modified from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares and securities convertible into Shares with an aggregate number not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	12 April 2019, being the latest practicable date for ascertaining certain information for inclusion in this circular prior to the printing of this circular
“NED”	the non-executive Director
“Nomination Committee”	the nomination committee of the Board
“Notice of AGM”	the notice convening the AGM, which is set out on pages 16 to 20 of this circular
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S\$”	the lawful currency of Singapore
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers, issued by the Securities and Futures Committee of Hong Kong and as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



ZACD GROUP LTD.

杰地集團有限公司*

(A company incorporated in Singapore with limited liability)

(Stock code: 8313)

Directors:

Executive Directors:

Ms. Sim Kain Kain (*Chairman*)

Mr. Yeo Choon Guan (*Yao Junyuan*)

(Chief Executive Officer)

Mr. Wee Hian Eng Cyrus

(Deputy Chief Executive Officer)

Mr. Siew Chen Yei (*Chief Financial Officer*)

Mr. Darren Chew Yong Siang (*Zhou Yongxiang*)

(Chief Operating Officer)

Registered Office, Head Office and

Principal Place of Business in Singapore:

2 Bukit Merah Central

#03-01

Singapore 159835

Principal Place of Business in Hong Kong:

Unit 2029, Level 20, Infinitus Plaza

199 Des Voeux Road Central

Sheung Wan, Hong Kong

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

18 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the Notice of AGM and the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20 May 2019 to 23 May 2019 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the AGM. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 17 May 2019.

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 2,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 400,000,000 Shares, being 20% of the total number of the issued Shares as at the date of passing the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 2,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 200,000,000 Shares, being 10% of the total number of the issued Shares as at the date of passing the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Constitution, one-third (1/3) of the Directors selected in accordance with Article 113 shall retire from office by rotation at each annual general meeting of the Company. However, a retiring Director shall be eligible for re-election.

Pursuant to Article 116 of the Constitution, any Director who is appointed by the Board to fill the casual vacancy shall hold office until the next following annual general meeting of the Company and the retiring Director shall be eligible for re-election pursuant to Article 114 of the Constitution.

As such, Ms. Sim Kain Kain and Mr. Siew Chen Yei will retire from office as Directors and being eligible, offer themselves for re-election at the AGM in accordance with Articles 112 and 113 of the Constitution. Also, Mr. Wee Hian Eng Cyrus, Mr. Lim Boon Yew and Mr. Chew Hong Ngiap, Ken will retire from office as Directors and being eligible, offer themselves for re-election at the AGM in accordance with Article 116 of the Constitution.

The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

The Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory and recommended to the Board that the re-election be proposed for the Shareholders' approval at the AGM. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the retiring Directors stand for re-election as Directors at the AGM.

AGM AND PROXY ARRANGEMENT

The Company will convene the AGM at 2 Bukit Merah Central, #03-01 Singapore 159835 at 10:00 a.m. on Thursday, 23 May 2019, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of Directors. The Notice of AGM is set out on pages 16 to 20 of this circular.

A proxy form for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the proxy form will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the AGM, the authority of the proxy will be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the Notice of AGM will be voted by way of a poll by the Shareholders.

The Company will announce the results of the poll in accordance with Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of retiring Directors as set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the Notice of AGM on pages 16 to 20 of this circular.

GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

Your attention is drawn to the additional information set out in Appendix I (Biographical Details of the Directors Proposed for Re-election) and Appendix II (Explanatory Statement) to this circular.

Yours faithfully,
On behalf of the Board
ZACD Group Ltd.
Sim Kain Kain
Chairman and Executive Director

The following are the biographical details of the Directors who will retire as required by the Constitution and the GEM Listing Rules and are proposed to be re-elected at the AGM.

MS. SIM KAIN KAIN (“MS. SIM”)

Ms. Sim, aged 53, was appointed as the Director on 8 November 2016 and was re-designated as the Executive Director and the Chairman of the Board on 12 July 2017. She is one of the Founders and also one of the Controlling Shareholders. Ms. Sim is primarily responsible for the marketing activities of the Group and the overall administrative management and the co-ordination of the Group’s operational activities. She is also a Director of ZACD (Australia) Pty Ltd, ZACD Financial Group Limited (“**ZACD Financial**”), ZACD Fund Holdings Pte. Ltd. (“**ZACD Fund**”), ZACD Group Holdings Limited, ZACD International, ZACD Posh Pte. Ltd. and ZACD (China) Co., Ltd. (“**ZACD China**”).

Ms. Sim co-founded ZACD International with Mr. Yeo through ZACD Investments in 2011. She has around twenty-one (21) years of experience in international property investments. Prior to joining the Group, Ms. Sim worked as a Business Development Manager at HSR and helped to manage the International Project Sales division from 1994 to 1995. She worked as Associate Director in International Sales Division at Colliers International Singapore from 1995 to 2000. Ms. Sim founded SLP International Property Consultants Pte. Ltd. with Mr. Yeo in April 2003 to engage in the real estate agency business.

As at the Latest Practicable Date, Ms. Sim is interested or deemed to be interested in 1,458,000,000 Shares (representing 72.9% of the issued Shares) within the meaning of Part XV of the SFO.

Ms. Sim has, and is deemed to have interests in the shares and the underlying shares of the equity derivative of the associated corporations. Details are set out in the section headed “Report of the Directors” of the Annual Report 2018 (Pages 33 to 48) of the Company.

Ms. Sim is the spouse of Mr. Yeo. Mr. Yeo is the Chief Executive Officer and executive Director of the Company. Save as disclosed above, Ms. Sim (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to her that as at the Latest Practicable Date: (a) she did not hold other positions in the Company or other members of the Group; (b) she did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) she did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Ms. Sim that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

MR. SIEW CHEN YEI (“MR. SIEW”)

Mr. Siew, aged 42, was appointed as the Director on 8 November 2016 and was re-designated as the Executive Director and Chief Financial Officer on 12 July 2017. Mr. Siew is also the Company Secretary, Authorised Representative and Compliance Officer of the Company. Mr. Siew is primarily responsible for driving all aspects of the financial stewardship for the Group including capital raising, financial reporting and treasury. In addition to that, he is also the Head of Financial Services for the Group and looks after our financial advisory service business and development of new fund products especially outside of Singapore market. He is also a Director of ZACD Financial, ZACD Fund and ZACD China, and a responsible officer of ZACD Financial in respect of Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities. Mr. Siew has over fifteen (15) years of experience in corporate finance, mergers and acquisitions, accounting and audit.

Mr. Siew obtained a Bachelor of Arts Degree in Financial Analysis from the University of Newcastle Upon Tyne in the United Kingdom in July 1998 and a Master of Business Administration Degree from London Business School to The University of London in the United Kingdom in August 2009. He became an associate of the Institute of Chartered Accountants in England and Wales in the United Kingdom in November 2001 and a Chartered Accountant with the Malaysian Institute of Accountants in July 2002.

Save as disclosed above, Mr. Siew (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Siew that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

MR. WEE HIAN ENG CYRUS (“MR. WEE”)

Mr. Wee, aged 51, has over twenty (20) years of management experience and over thirteen (13) years of real estate industry experience covering a broad spectrum across sales & marketing, project development and investment.

Mr. Wee started his real estate career in 2001 with Isshin Realty as a General Manager, specializing as a real estate operator and developer that maintains an inclusive and dynamic structure to provide high quality advices and services to clients worldwide. Mr Wee proceeded to join Surbana International Consultants Pte Ltd in 2007 as Vice President, where he was responsible for the growth and profitability of Company’s consultancy business. Mr Wee was then promoted to Senior Vice President, CEO’s Office in 2011 and as Deputy Managing Director, Singapore in 2014. Prior to joining ZACD Group Ltd., Mr Wee was with One Marina Property Services Pte Ltd as a Chief Executive Officer. He was responsible for the Company’s relevance to the business community such as the accomplishment of One Marina’s mission and vision and the accountability of One Marina to its diverse NTUC’s group. Mr Wee would provide directions to the Board to enable the execution of its growth plans so as to ensure profitability of the business functions.

Mr. Wee obtained his Bachelor’s Degree of Engineering (Lower Honours in Electrical & Electronic) from the National University of Singapore in 1992.

Save as disclosed above, Mr. Wee (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Wee that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

MR. LIM BOON YEOW (“MR. LIM”)

Mr. Lim, aged 44, has more than nineteen (19) years of experience in the financial printing industry, specialising in business development, sales and marketing, strategy formulation and general management. He has worked in Singapore, Hong Kong and Beijing, the PRC. Presently, he is the managing director of A. Plus International Financial Press Limited (“API”), a subsidiary of A. Plus Group Holdings, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Lim joined API in January 2012 as the general manager and head of sales and marketing and was appointed as the director of API in February 2013. Prior to that position, Mr. Lim worked at another financial printing company in Singapore, Hong Kong & the PRC from January 2000 to December 2011 where his last position was an assistant general manager, sales and marketing.

Mr. Lim obtained a Bachelor of Engineering degree from the Nanyang Technological University, Singapore, in July 1999 and a Master of Business Administration degree from The University of Chicago Booth School of Business, the United States of America, in March 2008. Mr. Lim is on the executive committee of the Singapore Chamber of Commerce (Hong Kong). He also serves on the committee of the Chicago Booth Alumni Club of Hong Kong.

Save as disclosed above, Mr. Lim (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Lim that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

MR. CHEW HONG NGIAP, KEN (“MR. CHEW”)

Mr. Chew, aged 28, has three (3) years of legal and management experience and one (1) year of real estate industry experience covering sales & marketing, project development and investment. Mr. Chew has served at the Singapore offices of a regional law firm, global bank and a regional investment management firm. He is presently a project manager with Elitist Development Pte. Ltd. involved in the management of Elitist Development’s investment, legal, sales & marketing and project development divisions.

Mr. Chew was admitted as a solicitor in Singapore, New South Wales, Australia, England and Wales, respectively and obtained a degree of Bachelor of Laws Second Class (Upper Division) Honours from the University of Queensland in Australia. Presently, he is undertaking his Master of Science in Real Estate from the National University of Singapore.

Save as disclosed above, Mr. Chew (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Chew that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 200,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the GEM Listing Rules, the applicable laws and regulations of Singapore and the Constitution for such purpose.

The Company is empowered by its Constitution to repurchase its shares. Under Companies Act (Chapter 50), the capital portion payable on a repurchase of Shares by the Company may be paid out of the profits of the Company or the capital of the Company.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at financial year ended 31 December 2018, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM during each of the twelve (12) months immediately preceding and up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2018		
April	0.31	0.29
May	0.325	0.29
June	0.31	0.275
July	0.295	0.27
August	0.295	0.275
September	0.285	0.26
October	0.275	0.2333
November	0.28	0.255
December	0.27	0.24
2019		
January	0.25	0.217
February	0.285	0.25
March	0.305	0.275
April (<i>up to and including the Latest Practicable Date</i>)	0.315	0.305

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

As at the Latest Practicable Date and to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries (if any), nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries (if any), in the event that the Repurchase Mandate is granted by the Shareholders.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Singapore.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code and the Singapore Code on Take-overs and Mergers. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or Rule 14 of the Singapore Code on Take-overs and Mergers.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, ZACD Investments Pte. Ltd. held 1,458,000,000 Shares, representing approximately 72.9% of the issued share capital of the Company. ZACD Investments Pte. Ltd. is beneficially owned as to 51% and 49% respectively by Mr. Yeo Choon Guan (Yao Junyuan) and Ms. Sim Kain Kain both being executive Directors. In the event that the Company exercises in full the Repurchase Mandate to repurchase the maximum of 200,000,000 Shares, assuming that the present shareholdings and capital structure of the Company remain the same, the interests in the Company of the above controlling shareholders of the Company would be increased to approximately 81% of the total number of the issued Shares and such increase will not give rise to an obligation for ZACD Investments Pte. Ltd. to make a mandatory offer under Rule 26 of the Takeovers Code but not under the Singapore Code on Take-overs and Mergers as such rule does not apply to a person who already holds more than 50% of the issued share capital of the Company at the time of its relevant acquisition. The Directors will be cautioned in exercising the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such extent which would result in ZACD Investments Pte. Ltd. becoming obliged to make a mandatory offer. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Furthermore, the Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the issued Shares held by the public being reduced to less than 25% thereof.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six (6) months preceding the Latest Practicable Date.

NOTICE OF AGM



ZACD GROUP LTD.

杰地集團有限公司*

(A company incorporated in Singapore with limited liability)

(Stock code: 8313)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of ZACD Group Ltd. (the “**Company**”) will be held at 2 Bukit Merah Central, #03-01 Singapore 159835 at 10:00 a.m. on Thursday, 23 May 2019 (or the adjournment thereof) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the financial year ended 31 December 2018.
2.
 - (i) To re-elect Ms. Sim Kain Kain as an executive Director of the Company (the “**Executive Director**”);
 - (ii) To re-elect Mr. Siew Chen Yei as an Executive Director;
 - (iii) To re-elect Mr. Wee Hian Eng Cyrus as an Executive Director;
 - (iv) To re-elect Mr. Lim Boon Yew as an independent non-executive Director of the Company; and
 - (v) To re-elect Mr. Chew Hong Ngiap, Ken as a non-executive Director of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors of the Company.
4. To re-appoint Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Board to fix their remuneration.

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5. To consider and, if though fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the constitution of the Company (the “**Constitution**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution, the Companies Act (Chapter 50) of the Republic of Singapore or any other applicable laws; and

NOTICE OF AGM

- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

- 6. To consider and, if though fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act (Chapter 50) of the Republic of Singapore or any other applicable laws, the Code on Share Buybacks approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

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(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the constitution of the Company, the Companies Act (Chapter 50) of the Republic of Singapore or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon Resolution nos. 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the Directors pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

Yours faithfully,
On behalf of the Board
ZACD Group Ltd.
Sim Kain Kain
Chairman and Executive Director

Singapore, 18 April 2019

Registered Office, Head Office and Principal Place of Business in Singapore:

2 Bukit Merah Central

#03-01

Singapore 159835

Principal Place of Business in Hong Kong:

Unit 2029, Level 20, Infinitus Plaza

199 Des Voeux Road Central

Sheung Wan, Hong Kong

NOTICE OF AGM

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the proxy form will not preclude a Member from attending and voting in person at the AGM or the poll concerned if he/she/it so wishes. If a Member who has lodged a proxy form attends the AGM, the proxy form will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment.
4. The register of members of the Company will be closed from 20 May 2019 to 23 May 2019 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the AGM. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 17 May 2019.
5. In relation to the proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company’s circular dated 18 April 2019.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.
7. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.

As at the date of this announcement, the board of directors 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 (Zhou Yongxiang); 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 of the Company 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 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 remain on the Stock Exchange’s website at www.hkexnews.hk and the GEM website at www.hkgem.com and in the case of this announcement, 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.

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