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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of ZACD Group Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the following changes of the Board and Board Committees.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheung Ying Kwan (“**Mr. Cheung**”) has tendered his resignation as an independent non-executive Director, a chairman of Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee, with effect from 31 January 2019 in order to devote more time to focus on his other business commitments.

Mr. Cheung has confirmed that he has no disagreement with the Board and he is not aware of any matters in connection with his resignation that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Lim Boon Yew (“**Mr. Lim**”) has been appointed as an independent non-executive Director of the Company with effect from 31 January 2019.

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 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.

Mr. Lim will enter into an appointment letter with the Company in relation to his appointment as an independent non-executive Director for a term of three (3) years with effect from 31 January 2019, subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Constitution. The director’s fee of Mr. Lim is HK\$150,000.00 per annum which is determined with reference to his experience, duties and responsibilities with the Company.

As at the date of this announcement, save as disclosed above, Mr. Lim did not hold any directorship in any other listed companies during the past three (3) years, and he does not have any relationship with any Directors, substantial or controlling Shareholders (as defined under the GEM Listing Rules) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong). The Board is of the view that he has met the independence guidelines set out in Rule 5.09 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“**GEM Listing Rules**”).

Save as disclosed above, there is nothing in respect of the appointment of Mr. Lim that needs to be brought to the attention of the Shareholders nor is there anything that needs to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Chew Hong Ngiap, Ken (“**Mr. Chew**”) has been appointed as a non-executive Director with effect from 31 January 2019.

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.

Mr. Chew will enter into an appointment letter with the Company in relation to his appointment as a non-executive Director for a term of three (3) years with effect from 31 January 2019, subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Constitution. The director's fee of Mr. Chew is S\$12,000.00 per annum which is determined with reference to his experience, duties and responsibilities with the Company.

Save as disclosed above, Mr. Chew did not hold any directorship in any other listed companies during the past three (3) years, and he does not have any relationship with any Directors, substantial or controlling Shareholders (as defined under the GEM Listing Rules) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, there is nothing in respect of the appointment of Mr. Chew that needs to be brought to the attention of the Shareholders nor is there anything that needs to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the resignation of Mr. Cheung, Mr. Lim will be appointed as the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee with effect from 31 January 2019.

GRATITUDE AND WELCOME

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheung for his valuable contributions to the Company during his tenure of office and extends its warm welcome to Mr. Lim and Mr. Chew on their new positions.

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

Hong Kong, 31 January 2019

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*