



ZACD GROUP LTD.

杰地集團有限公司*

(A company incorporated in Singapore with limited liability)

(Stock Code: 8313)

18 May 2020

Dear Shareholders

ANNUAL GENERAL MEETING ON 17 JUNE 2020

This letter is circulated together with and forms part of ZACD Group Ltd.'s (the "**Company**") Notice of Annual General Meeting ("**AGM**"), Proxy Form and Circular of AGM dated 18 May 2020 in respect of the upcoming AGM scheduled to be held on Wednesday, 17 June 2020 at 10:00a.m..

We, the board of Directors (the "**Board**") wish to highlight the following updates due to the COVID-19 outbreak which has affected our AGM preparation:

1. On 3 April 2020, the Ministry of Health, Singapore issued a notification on the implementation of an elevated set of safe distancing measures from 7 April 2020 to 4 May 2020, as "Circuit Breakers" to reduce movement and interaction in public/private places to pre-empt the trend of increasing local transmission of COVID-19.
2. On 7 April 2020, the COVID-19 (Temporary Measures) Act was passed by Parliament, Singapore which enables the Minister to prescribe alternative arrangements for meetings for listed companies in Singapore.
3. On 13 April 2020, the COVID-19 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 was gazetted in Singapore. This sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

In view of the foregoing developments, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of electronic means. There will be no physical location to facilitate the conduct of AGM.

* *for identification purposes only*

The Company will arrange for (i) a ZOOM Meeting of the AGM (to be hosted at 2 Bukit Merah Central, #22-00 Singapore 159835), which allows Shareholders to join the AGM and (ii) audio only, which allows Shareholders to listen to the AGM (*upon request after the AGM*).

INSTRUCTIONS TO SHAREHOLDERS

Shareholders will need to complete the following steps to be able to access the proceedings of the AGM of the Company:

ACCESSING PROCEEDINGS OF AGM

(i) ZOOM Meeting

For Shareholders who would like to join the AGM, you will need to register by sending an email to agm.enquiries@zacdgroup.com providing personal particulars as follows:

- a) Full name;
- b) Number of Shares held;
- c) National Registration Identity Card Number (“**NRIC**”) or Passport Number;
- d) Postal Code;
- e) Contact Number; and
- f) Email Address

no later than 10:00a.m. on 15 June 2020 (*being not less than forty-eight (48) hours before the time appointed for holding the AGM*) to enable the Company to verify the Shareholders’ status.

Authenticated Shareholders will receive an email confirmation by 16 June 2020 which contains a link to join the AGM. Shareholders **MUST NOT** forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS (IN SINGAPORE).

(ii) *Audio only*

For Shareholders who would like to have an audio recording of the AGM after the AGM, will need to send an email to [**agm.enquiries@zacdgroup.com**](mailto:agm.enquiries@zacdgroup.com) providing personal particulars as follows:

- a) Full name;
- b) Number of Shares held;
- c) National Registration Identity Card Number (“NRIC”) or Passport Number;
- d) Postal Code;
- e) Contact Number; and
- f) Email Address

no later than 10:00a.m. on 15 June 2020 (*being not less than forty-eight (48) hours before the time appointed for holding the AGM*) to enable the Company to verify the Shareholders’ status.

Authenticated Shareholders will receive an email notification by 18 June 2020 which contains the details of the audio recording of the AGM. Shareholders **MUST NOT** share the contents of the audio recording with other persons who are not the Shareholders of the Company.

DOCUMENTS FOR THE AGM

The Notice of AGM, Circular of AGM, Annual Report for 2019 is available for download from the GEM website and the Company’s website at [**www.zacdgroup.com**](http://www.zacdgroup.com).

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit any questions they may have in advance in relation to any resolutions set out in the Notice of AGM **by 10:00a.m. on 15 June 2020** (*being not less than forty-eight (48) hours before the time appointed for holding the AGM*) via email to the Company at **agm.enquiries@zacdgroup.com** providing personal particulars as follows for verification purposes:

- a) Full name;
- b) Number of Shares held;
- c) National Registration Identity Card Number (“**NRIC**”) or Passport Number;
- d) Postal Code;
- e) Contact Number; and
- f) Email Address

The Board will address the questions during the AGM proceedings.

PROXY VOTING

Voting at the AGM is by PROXY ONLY. Shareholders who wish to vote on any or all of the resolutions at the AGM **must appoint the Chairman** of the AGM as their proxy by completing the Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against the resolutions set out in the Notice of AGM.

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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or its adjournment. **FAILURE TO DO SO WILL RESULT IN THE REJECTION OF YOUR PROXY FORM.**

KEY DATES/DEADLINES

No.	Key dates	Actions
1.	From 18 May 2020 (Monday)	Shareholders may begin to pre-register at agm.enquiries@zacdgroup.com for ZOOM Meeting of the AGM proceedings.
2.	11 June 2020 (Thursday) by 4:30p.m.	Deadline to lodge the transfers/share certificates with Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
3.	15 June 2020 (Monday) by 10:00a.m.	<p>i) Deadline to deposit the Proxy Form to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.</p> <p>ii) Deadline for Shareholders to:</p> <ul style="list-style-type: none"> — Pre-register for ZOOM Meeting — Request the audio recording after AGM — Submit questions in advance prior AGM — Submit Proxy Forms
4.	16 June 2020 (Tuesday) by 12:00p.m.	Individuals or corporates whose status as shareholders have been verified will receive an email confirmation which will contain a password and the link to join the ZOOM Meeting.
5.	17 June 2020 (Wednesday) by 9:45a.m.	Click on the link in the Confirmation Email and enter the password to join the ZOOM Meeting.
6.	18 June 2020 (Thursday) by 12:00p.m.	Individuals or corporate whose status as shareholders have been verified, who had requested for the audio recording by 15 June 2020 will receive an email notification.

If you have any questions relating to the AGM, please email to the Company at agm.enquiries@zacdgroup.com.

We would like to thank all Shareholders for your patience, understanding and co-operation during these difficult times.

Yours faithfully
For and on behalf of
ZACD GROUP LTD.

Sim Kain Kain
Chairman and Executive Director

Hong Kong, 18 May 2020