



ZACD GROUP LTD.

杰地集团有限公司*

(A company incorporated in Singapore with limited liability)

(Stock code: 8313)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 23 MAY 2019 (OR ANY ADJOURNMENT THEREOF)

I/We (Name) _____ (note a)
of (Address) _____ (note a)
being the registered holder(s) of _____ (note b) ordinary shares in the capital of ZACD GROUP LTD.
(the "Company"), hereby appoint the Chairman of the meeting (note c) or (Name) _____
of (Address) _____
to act as my/our proxy at the Annual General Meeting of the Company (the "AGM") to be held at 2 Bukit Merah Central, #03-01, Singapore 159835 at 10.00 a.m. on Thursday, 23 May 2019 and at any adjournment thereof and to vote on my/our behalf as directed below, and if no such indication is given, as my/our proxy thinks fit.

NO.	ORDINARY RESOLUTIONS	FOR (note d)	AGAINST (note d)
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 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.		
	(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.		
5.	To grant an unconditional general mandate to the Directors to allot, issue and otherwise to deal with additional shares of the Company not exceeding 20% of the total number of shares in issue of the Company as at the date of passing this resolution.		
6.	To grant an unconditional general mandate to the Directors to repurchase the Company's own shares up to a maximum number equivalent to 10% of the total number of shares in issue of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted under resolution no. 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 6.		

Dated the _____ day of _____, 2019

Signature _____
(note e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the meeting.
- In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**
- Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- For full text of the above resolutions, please refer to the Notice of AGM dated 18 April 2019.

* for identification purposes only