



ZACD GROUP LTD.
杰地集團有限公司*

(A company incorporated in Singapore with limited liability)

(Stock Code: 8313)

**PROXY FORM FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 17 JUNE 2020 (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) to act as my/our proxy at the Annual General Meeting of the Company (the “**AGM**”) to be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at 2 Bukit Merah Central, #22-00 Singapore 159835) at 10.00a.m. on Wednesday, 17 June 2020 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 2019.		
2.	(i) To re-elect Mr. Yeo Choon Guan (Yao Junyuan) as an executive Director of the Company.		
	(ii) To re-elect Mr. Kong Chi Mo as an independent non-executive Director (the “ INED ”) of the Company.		
	(iii) To re-elect Dato’ Dr. Sim Mong Keang as an INED 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 this _____ day of _____ 2020

Signature _____

(note e, f, g and h)

IMPORTANT: PLEASE READ NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM

NOTES TO PROXY FORM:

In view of the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

- (a) 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.
- (b) 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).
- (c) A proxy need not be a shareholder of the Company.
- (d) **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, the Chairman of the AGM will vote or abstain at his discretion.
- (e) 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.
- (f) 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.
- (g) **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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the AGM or at any adjournment thereof.**
- (h) **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**
- (i) For full text of the above resolutions, please refer to the Notice of AGM dated 18 May 2020.

* *for identification purposes only*