

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 December 2017 (the “Prospectus”) issued by ZACD Group Ltd. (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

In connection with the Global Offering, Innovax Securities Limited, as the stabilising manager (the “Stabilising Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, to the extent permitted by the applicable laws and regulatory requirements of Hong Kong or elsewhere, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be conducted at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and in what the Stabilising Manager, and its affiliates reasonably regards as the best interest of the Company, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for lodging of applications under the Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on 3 February 2018, being the 30th day after the last day for lodging of applications under the Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.



ZACD GROUP LTD.

杰地集團有限公司*

(Incorporated in Singapore with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF GLOBAL OFFERING**

**Number of Offer Shares : 500,000,000 Shares (subject to the
Over-allotment Option)**

Number of Public Offer Shares : 50,000,000 Shares (subject to reallocation)

**Number of International Placing Shares : 450,000,000 Shares (subject to reallocation and
Over-allotment Option)**

**Offer Price : Not more than HK\$0.33 per Offer Share and
expected to be not less than HK\$0.26 per Offer
Share, plus brokerage of 1%, SFC transaction
levy of 0.0027% and Stock Exchange trading fee
of 0.005% (payable in full on application in
Hong Kong dollars and subject to refund)**

Stock code : 8313

Joint Sponsors

China Everbright Capital Limited



Innovax Capital Limited



Financial Adviser

Zhongtai International Capital Limited



Joint Global Coordinators

China Everbright Securities (HK) Limited



Innovax Securities Limited



Zhongtai International Securities Limited



Joint Bookrunners and Joint Lead Managers

**China Everbright
Securities (HK) Limited**



Innovax Securities Limited



**Zhongtai International
Securities Limited**



CLC Securities Limited



* for identification purposes only

Application has been made by the Company to the Stock Exchange for the granting of approval for the listing of, and permission to deal in, the Shares in issue and to be issued on the GEM pursuant to the Global Offering and any new Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or of any options that may be granted under the Share Option Scheme as described in the Prospectus.

The Global Offering comprises the Public Offer of initially 50,000,000 new Shares representing 10% of the total number of Offer Shares made initially available under the Global Offering (subject to reallocation), and the International Placing of initially 450,000,000 new Shares, representing 90% of the total number of Offer Shares initially available under the Global Offering (subject to reallocation and the Over-allotment Option). The allocation of the Shares between the Public Offer and the International Placing is subject to reallocation as stated in “Structure and Conditions of the Global Offering — The Public Offer — Reallocation” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant to the Joint Global Coordinators the Over-allotment Option. The Joint Global Coordinators can exercise the Over-allotment Option solely to cover any over-allocation in the International Placing. Pursuant to the Over-allotment Option, the Company may be required to allot and issue up to an aggregate of 75,000,000 additional Shares at the Offer Price, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering. The Over-allotment Option can only be exercised at any time from the date of the International Placing Underwriting Agreement up to the 30th day after the last day for the lodging of applications under the Public Offer.

If the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the Company’s website at www.zacdgroup.com and the website of the Stock Exchange at www.hkexnews.hk. In the event that the Over-allotment Option has not been exercised by the Joint Global Coordinators on behalf of the Underwriters, our Company will confirm in such announcement that the Over-allotment Option has lapsed and cannot be exercised at any future date.

The net proceeds will be used in the same proportions as disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus, on a pro-rata basis, irrespective of whether the Over-allotment Option is exercised.

Applicants who would like to have the Public Offer Shares allotted and registered in their own names should either (i) complete and sign the **WHITE Application Form**, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the Public Offer Shares allotted and registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Thursday, 4 January 2018 at:

(a) the following offices of the Public Offer Underwriters:

China Everbright Securities (HK) Limited

24/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Innovax Securities Limited

Unit A–C, 20/F.
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

Zhongtai International Securities Limited

7th Floor, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

CLC Securities Limited

13/F, Nan Fung Tower
88 Connaught Road Central
Central
Hong Kong

Eternal Pearl Securities Limited

19/F, 88 Gloucester Road
Wanchai
Hong Kong

Marketsense Securities Limited

Unit 7801–7803, The Centre
99 Queen's Road
Central
Hong Kong

(b) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch	Address
Hong Kong Island	Sheung Wan Branch	Shop F, G/F, Kai Tak Commercial Building, 317–319 Des Voeux Road Central, Sheung Wan, Hong Kong
	Central Branch	1/F, 9 Queen’s Road Central, Hong Kong
	Wanchai Road Branch	G/F, Times Media Centre, No. 133 Wan Chai Road, Hong Kong
	Fortress Hill Branch	Shop A–C, G/F, Kwong Chiu Terrace, 272–276 King’s Road, Hong Kong
	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road, Hong Kong
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35–37 Hankow Road, Tsimshatsui, Kowloon
	Prince Edward Branch	777 Nathan Road, Mongkok, Kowloon
	Wong Tai Sin Branch	Shop 128, Level One, Wong Tai Sin Plaza, 103 Ching Tak Street, Wong Tai Sin, Kowloon
	Telford Branch	Shop F19, Telford Plaza, Kowloon Bay, Kowloon

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Thursday, 4 January 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited — ZACD Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Thursday, 28 December 2017 — 9:00 a.m. to 5:00 p.m.
Friday, 29 December 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, 30 December 2017 — 9:00 a.m. to 1:00 p.m.
Tuesday, 2 January 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 3 January 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 4 January 2018 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 28 December 2017 until 11:30 a.m. on Thursday, 4 January 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 4 January 2018 or such later time in the section headed "How to Apply for Public Offer Shares — 10. Effects of Bad Weather on the Opening of the Applications Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, 28 December 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 29 December 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 30 December 2017 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Tuesday, 2 January 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 3 January 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 4 January 2018 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Thursday, 4 January 2018 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 4 January 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Global Coordinators and the Hong Kong Share Registrar.

See “Structure and Conditions of the Global Offering” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares on Monday, 15 January 2018.

The Offer Price will not be more than HK\$0.33 per Offer Share and is expected to be not less than HK\$0.26 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.33 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy, amounting to a total of HK\$3,333.26 per board lot of 10,000 Offer Shares. The Application Forms have tables showing the exact amount payable for certain multiples of Public Offer Shares. See “How to Apply for Public Offer Shares” in the Prospectus for further details. If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.33 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with “Structure and Conditions of the Global Offering — Conditions of the Global Offering” of the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Monday, 15 January 2018.

Share certificates for the Offer Shares distributed pursuant to the Global Offering will only become valid documents of title when the Global Offering has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 16 January 2018. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms and the designated website of the HKeIPO White Form Service Provider (www.hkeipo.hk) under the HKeIPO White Form Service. The Global Offering is conditional upon the fulfilment of the conditions set out in “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus.

The Listing is sponsored by the Joint Sponsors. The Public Offer is fully underwritten by the Public Offer Underwriters under the terms of the Public Offer Underwriting Agreement and the International Placing is expected to be fully underwritten by the International Placing Underwriters pursuant to the International Placing Underwriting Agreement. The Global Offering is managed by the Joint Global Coordinators. Prospective investors of the Offer Shares should note that the Joint Global Coordinators

(for themselves and on behalf of the Underwriters) is entitled, in their sole and absolute discretion, to terminate the Underwriters' obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set out in "Underwriting — Underwriting Arrangements — Public Offer Underwriting Agreement — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 16 January 2018. In the event that the terms and conditions of the Global Offering as mentioned therein are not fulfilled or waived by the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) (as the case may be) on or before such dates and times, the Global Offering will lapse and all monies received will be refunded to the applicants of the Global Offering without interest and the Stock Exchange will be notified immediately. If the Global Offering does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.zacdgroup.com on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Tuesday, 16 January 2018 or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the final Offer Price, together with the level of indication of interest in the International Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares and the results of applications in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.zacdgroup.com on or before Monday, 15 January 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be made available on Monday, 15 January 2018 in the manner described in the section headed "How to Apply for Public Offer Shares — 11. Publication of results" in the Prospectus.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 16 January 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8313.

By order of the Board
ZACD GROUP LTD.
Sim Kain Kain
Chairman and Executive Director

Hong Kong, 28 December 2017

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Yeo Choon Guan (Yao Junyuan), Ms. Sim Kain Kain and Mr. Siew Chen Yei; and three independent non-executive Directors, namely, Mr. Kong Chi Mo, Dr. Sim Mong Keang and Mr. Cheung Ying Kwan.

This announcement, for which all the Directors jointly and severally 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the GEM's website at www.hkgem.com and the Stock Exchange's website at www.hkexnews.hk and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.zacdgroup.com.