

ZACD GROUP LTD.
杰地集團有限公司*

(the “Company”)

(Incorporated in Singapore with limited liability)

(Stock code: 8313)

**PROCEDURES FOR SHAREHOLDERS TO
PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

1. Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the Company sets out the procedures, as governed by the Company’s constitution (“**Constitution**”), for shareholders to propose a person for election as a director of the Company (each a “**Director**” and collectively the “**Directors**”).
2. Regulation 115 of the Constitution provides that:

“No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any general meeting unless there shall have been lodged at the Office notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and notice in writing signed by the person to be proposed giving his consent to the nomination and signifying his candidature for the office, Provided always that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notice(s) are submitted after the despatch of the notice of the meeting appointed for such appointment) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the meeting appointed for such appointment and end no later than seven days prior to the date of such meeting.”
3. If a shareholder of the Company wishes to propose a person other than a director of the Company (the “**Candidate**”) for election as a Director at a general meeting, the shareholder shall deposit a written notice (the “**Notice**”) at the principal place of business of the Company in Hong Kong at Unit 501, 5/F, Hing Wai Building, 36 Queen’s Road Central, Hong Kong, or at the branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for the attention of the company secretary of the Company (the “**Company Secretary**”).
4. The Notice (i) should state the shareholder’s intention to propose the Candidate for election as a Director; (ii) must include the biographical details of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (iii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her biographical details.

* *for identification purposes only*

5. The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.
6. The Notice will be verified with the branch share registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the nomination committee of the Company and the board of directors of the Company to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.
7. In order to allow the shareholders of the Company to have sufficient time to receive and consider the proposal of election of the nominee as the Director, shareholders who wish to make the proposal are encouraged to submit and lodge the notices as early as practicable.

Hong Kong, 15 January 2018

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.