
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **ZACD Group Ltd.**, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

IMPORTANT

Please read this Circular together with the Letter to Shareholders dated 29 May 2026.



ZACD GROUP LTD.

杰地集團有限公司*

(a company incorporated in the Republic of Singapore with limited liability)

(Stock Code: 8313)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED AMENDMENTS TO THE CONSTITUTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the Annual General Meeting (“AGM”) to be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at 300 Beach Road, #34-05 The Concourse, Singapore 199555) at 4:00 p.m. on Wednesday, 24 June 2026 is set out on pages 24 to 29 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong or by email to 8313-corpcomm@unionregistrars.com.hk 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.

This circular will remain on the “Latest Listed Company Information” page of the HKEx website at www.hkexnews.hk for at least seven (7) days from the date of its publication. This circular will also be published on the website of the Company at www.zacdgroup.com.

* For identification purposes only

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF
HONG KONG LIMITED (THE “EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This circular is prepared in both English and Chinese.

In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“AGM”	the annual general meeting of the Company to be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at 300 Beach Road, #34-05 The Concourse, Singapore 199555) at 4:00 p.m. on Wednesday, 24 June 2026 or the adjournment thereof for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	ZACD Group Ltd., a public company incorporated in Singapore with limited liability, whose issued Shares are listed and traded on the GEM (Stock Code: 8313)
“Constitution”	the Constitution of the Company as amended, supplemented or otherwise modified from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares and securities convertible into Shares with an aggregate number not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	29 May 2026, being the latest practicable date for ascertaining certain information for inclusion in this circular prior to the printing of this circular
“Nomination Committee”	the nomination committee of the Board
“Notice of AGM”	the notice convening the AGM, which is set out on pages 24 to 29 of this circular
“Proposed Amendments”	the proposed amendments to the Constitution as set out in Appendix III to this Circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S\$”	the lawful currency of Singapore
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers, issued by the Securities and Futures Committee of Hong Kong and as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



ZACD GROUP LTD.
杰地集團有限公司*

(a company incorporated in the Republic of Singapore with limited liability)
(Stock Code: 8313)

Directors:

Executive Directors:

Ms. Sim Kain Kain (*Chairman*)
Mr. Yeo Choon Guan (Yao Junyuan)
(Chief Executive Officer)
Mr. Phua Cher Chew (Pan Ziqiu)
(Deputy Chief Executive Officer)
Mr. Chin Meng Liong
(Chief Legal Officer)

Independent Non-executive Directors:

Mr. Lau Kin Chung Alex
Mr. Ma Yue Leong, Benjamin
Mr. Eugene Lim Chin Hon

*Registered Office, Head Office
and Principal Place
of Business in Singapore:*
300 Beach Road
#34-05 The Concourse
Singapore 199555

*Principal Place of
Business in Hong Kong:*
Suite 2703, 27/F.
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

29 May 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED AMENDMENTS TO THE CONSTITUTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the proposed re-election of Directors and (iv) the Proposed Amendments to the Constitution.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the Notice of AGM and the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 18 June 2026 to 24 June 2026 (both dates inclusive) in order to determine the identity of the shareholders who are entitled to attend and vote at the AGM. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 17 June 2026.

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 2,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 400,000,000 Shares, being 20% of the total number of the issued Shares as at the date of passing the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 2,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 200,000,000 Shares, being 10% of the total number of the issued Shares as at the date of passing the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Constitution, one-third (1/3) of the Directors selected in accordance with Article 113 shall retire from office by rotation at each annual general meeting (“AGM”) of the Company. However, a retiring Director shall be eligible for re-election. Directors appointed by the Board to fill casual vacancy pursuant to the Article 116 shall be subject to re-election by the shareholders at the next AGM.

As such, Mr. Phua Cher Chew (Pan Ziqiu), Mr. Ma Yue Leong, Benjamin and Mr. Eugene Lim Chin Hon will retire from office as Directors and being eligible, offer themselves for re-election at the forthcoming AGM in accordance with Articles 112, 113 and 116 of the Constitution.

The biographical details of Mr. Phua Cher Chew (Pan Ziqiu), Mr. Ma Yue Leong, Benjamin and Mr. Eugene Lim Chin Hon to be re-elected at the AGM is set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

The Nomination Committee had evaluated the performance of the retiring Directors and found his performance satisfactory and recommended to the Board that the re-election be proposed for the Shareholders’ approval at the AGM. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Director stand for re-election as Director at the AGM.

PROPOSED RE-APPOINTMENT OF AUDITORS

Following the recommendation of the audit committee of the Board, the Board proposes to re-appoint Ernst & Young LLP as the independent auditor of the Company for the year ending 31 December 2026 and to hold office until the conclusion of the next annual general meeting of the Company.

An ordinary resolution will be proposed at the forthcoming annual general meeting to approve the re-appointment of the auditor and to authorise the Board to fix the auditor’s remuneration for the ensuing year.

LETTER FROM THE BOARD

The auditor's remuneration will be determined between the Company and Ernst & Young LLP on a fair and reasonable basis, taking into account factors including, but not limited to, the scale and complexity of the Group's business, the expected audit scope, audit timetable, manpower and resources required.

The auditor's remuneration for the year ending 31 December 2026 is expected to be in the range of S\$150,000 to S\$200,000.

Ernst & Young LLP has indicated its willingness to be re-appointed as the auditor of the Company for the said period.

PROPOSED AMENDMENTS TO THE CONSTITUTION

The Proposed Amendments are for the purpose of, inter alia, (i) bringing the Constitution in line with the latest regulatory requirements, including the relevant requirements of the GEM Listing Rules in relation to the implementation of the treasury share regime and the further expansion of the paperless listing regime; (ii) preparing for the uncertificated securities market regime; and (iii) enabling the Company to conduct general meetings (including holding hybrid/virtual general meetings), allowing electronic voting and handle other corporate affairs more efficiently. For the purposes of the Proposed Amendments, the Board proposes to adopt the Constitution incorporating and consolidating all the Proposed Amendments. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholder as a whole.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and the legal advisers to the Company as to Singapore laws have confirmed that the Proposed Amendments do not violate or contravene the applicable laws of Singapore. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments and the Company's adoption of the Constitution will be subject to the approval by Shareholders by way of a special resolution at the AGM.

AGM AND PROXY ARRANGEMENT

The Company will convene the AGM by way of electronic means (via ZOOM MEETING ONLY to be hosted at 300 Beach Road, #34-05 The Concourse, Singapore 199555) at 4:00 p.m. on Wednesday, 24 June 2026, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the proposed re-election of Directors and (iv) the Proposed Amendments to the Constitution. The Notice of AGM is set out on pages 24 to 29 of this circular.

LETTER FROM THE BOARD

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.

To be valid, the 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 share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong or by email to 8313-corpcomm@unionregistrars.com.hk not later than forty-eight (48) hours before the time appointed for holding the AGM or at any adjournment thereof.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the Notice of AGM will be voted by way of a poll by the Shareholders.

The Company will announce the results of the poll in accordance with Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the proposed re-election of Directors and (iv) the Proposed Amendments to the Constitution as set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the Notice of AGM on pages 24 to 29 of this circular.

LETTER FROM THE BOARD

GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

Your attention is drawn to the additional information set out in Appendix I (Biographical Details of the Directors Proposed for Re-election), Appendix II (Explanatory Statement) and Appendix III (Proposed Amendments to the Constitution) to this circular.

Yours faithfully,
On behalf of the Board
ZACD Group Ltd.
Sim Kain Kain
Chairman and Executive Director

The following are the biographical details of the Directors who will retire as required by the Constitution and the GEM Listing Rules and are proposed to be re-elected and appointed at the AGM.

MR. PHUA CHER CHEW (PAN ZIQIU) (“MR. PHUA”)

Mr. Phua, aged 52, has over 17 years of experience in the real estate industry involving corporate strategy, real estate development, business development, and portfolio acquisitions.

He has been active in the real estate industry since 2009. Amcorp Global Limited (formerly known as was TEE Land Limited) was successfully listed on the Main Board of SGX on 30 May 2013 with a post-IPO market value of S\$241.3 million and following this he was appointed as Chief Executive Officer and Executive Director. In 2016, Chewathai Company Limited (“**Chewathai**”), a subsidiary of Amcorp Global Limited, was listed on the SET, and following this he was invited to sit on the Board of Chewathai and co-chair the Audit Committee.

Presently, he sits on the Board of Pollux Properties Limited, MNG 108 Pte. Ltd. and Amcorp Forward Pte. Ltd. (a subsidiary of Amcorp Global Limited) which are all real estate companies.

He has also served as a member of the Singapore Nee Soon Central Citizens Consultative Committee and President of Singapore St. John’s Zone 9.

Mr. Phua holds a Bachelor of Business (Marketing) from Central Queensland University and a Diploma in Accounting from Singapore Polytechnic. He is also a member of Singapore Institute of Directors.

Save as disclosed above, Mr. Phua (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Phua that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

MR. MA YUE LEONG, BENJAMIN (“MR. MA”)

Mr. Ma, aged 46, is presently Co-Chief Operating Officer and General Counsel at Graticule Asset Management Asia Pte. Ltd., a licensed fund manager in Singapore. Mr. Ma has also had previous roles at BlueCrest Capital Management where he served as both Executive Director and Head of Legal & Compliance for its operations in Singapore and Hong Kong, and Standard Chartered Bank as Senior Legal Counsel supporting the wealth business in Singapore. Prior to joining the private sector, Mr. Ma was with the Monetary Authority of Singapore (“MAS”) where he served as Senior Legal Counsel and subsequently on the staff of the Managing Director of the MAS.

Mr. Ma read law at the University of Nottingham and is admitted to legal practice in England & Wales and Singapore, and is a member of the Chartered Institute of Arbitrators.

Save as disclosed above, Mr. Ma (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Ma that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Ma has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

MR. EUGENE LIM CHIN HON (“MR. LIM”)

Mr. Lim, aged 46, was appointed as the Independent Non-executive Director on 14 June 2023. Mr. Lim is primarily responsible for providing independent advice and guidance to the Board, as chairman of the Nomination Committee and a member of both the Audit and the Remuneration Committees of the Board.

Mr. Lim has twenty (20) years’ experience in investments and private wealth management. In his current role as a director and senior relationship manager of HSBC Private Bank in Switzerland, he takes care of the global banking needs of significant families in Asia, advising on investments, asset protection, and generational wealth planning.

Prior to this, Mr. Lim was Head of Private Wealth for Matrixport, responsible for the asset and wealth management business for a digital assets startup founded in 2019. In Matrixport, he led an experienced sales team with in-depth knowledge of the private client investment objectives, with the aim of establishing Matrixport as the trusted advisor for a new asset class.

Mr. Lim held previous roles as private banker in JPMorgan in Hong Kong, and investment advisor in LGT Bank and Merrill Lynch in Singapore. He started his career in 2004 as a consulting analyst with Accenture Singapore, working on engagements with the top three Singapore banks.

Mr. Lim graduated cum laude from Brown University in Rhode Island, USA, with majors in Economics and International Relations, and is a Chartered Financial Analyst since 2011.

Save as disclosed above, Mr. Lim (i) had not held any directorship in the last three (3) years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Lim that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Lim has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 200,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the GEM Listing Rules, the applicable laws and regulations of Singapore and the Constitution for such purpose.

The Company is empowered by its Constitution to repurchase its shares. Under Companies Act 1967, the capital portion payable on a repurchase of Shares by the Company may be paid out of the profits of the Company or the capital of the Company.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at financial year ended 31 December 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM during each of the twelve (12) months immediately preceding and up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2025		
March	0.022	0.018
April	0.022	0.018
May	0.024	0.016
June	0.019	0.019
July	0.028	0.016
August	0.031	0.023
September	0.034	0.022
October	0.039	0.028
November	0.035	0.03
December	0.038	0.028
2026		
January	0.038	0.026
February	0.032	0.026
March	0.03	0.025
April	0.025	0.021
May (up to and including the Latest Practicable Date)	0.028	0.023

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

As at the Latest Practicable Date and to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries (if any), nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries (if any), in the event that the Repurchase Mandate is granted by the Shareholders.

9. DIRECTORS' STATEMENT

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Singapore. Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code and the Singapore Code on Take-overs and Mergers. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or Rule 14 of the Singapore Code on Take-overs and Mergers.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, ZACD Investments Pte. Ltd. held 1,298,600,000 Shares, representing approximately 64.93% of the issued share capital of the Company. ZACD Investments Pte. Ltd. is beneficially owned as to 46.28% and 51.83% respectively by Mr. Yeo Choon Guan (Yao Junyuan) and Ms. Sim Kain Kain both being executive Directors.

In the event that the Company exercises in full the Repurchase Mandate to repurchase the maximum of 200,000,000 Shares, assuming that the present shareholdings and capital structure of the Company remain the same, the interests in the Company of the above controlling shareholders of the Company would be increased to approximately 72.1% of the total number of the issued Shares and such increase will not give rise to an obligation for ZACD Investments Pte. Ltd. to make a mandatory offer under Rule 26 of the Takeovers Code but not so under the Singapore Code on Take-overs and Mergers as a requirement to make a mandatory offer would apply under Rule 14 of the Singapore Code to a person who already holds more than 50% of the issued share capital of the Company at the time of its relevant acquisition, as is the case for ZACD Investment Pte. Ltd. The Directors will be cautioned in exercising the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such extent which would result in ZACD Investments Pte. Ltd. becoming obliged to make a mandatory offer. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Furthermore, the Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the issued Shares held by the public being reduced to less than 25% thereof.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six (6) months preceding the Latest Practicable Date.

This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Constitution. Unless otherwise specified, clause and regulation numbers referred to herein are regulation numbers of the Constitution.

THE COMPANIES ACT, ~~CHAPTER 50~~1967

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ZACD GROUP LTD.

INTERPRETATION

‘Act’	The Companies Act 19657, Cap. 50 , or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Act is to that provision as so modified or re-enacted or contained in any such subsequent act or acts.
‘ <u>ASR Code</u> ’	<u>The Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u>
‘ <u>electronic voting</u> ’	<u>Casting a vote in any meetings by using any form of technology.</u>
‘ <u>hybrid meeting</u> ’	<u>A meeting held and conducted both at a physical place and using virtual meeting technology.</u>
‘ Hong Kong Companies Ordinance ’	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.
‘ <u>S\$</u> ’	<u>The lawful currency of Singapore.</u>
‘ <u>Securities and Futures (Uncertificated Securities Market) Rules</u> ’	<u>The Securities and Futures (Uncertificated Securities Market) Rules made under the Securities and Futures Ordinance of Hong Kong.</u>
‘ <u>SFC</u> ’	<u>The Securities and Futures Commission of Hong Kong.</u>
‘ <u>UNSRT System</u> ’	<u>An uncertificated securities registration and transfer system, and in relation to any prescribed securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.</u>

'virtual meeting technology' Shall have the meaning assigned to it in the Act.

~~'S\$'~~ ~~The lawful currency of Singapore.~~

The expressions 'Depositor', 'Depository', 'Depository Agent' and 'Depository Register' shall have the meanings ascribed to them respectively in the Securities and Futures Act 2001; ~~Cap. 289~~ and any reference to the Central Depository (Pte) Limited shall also include a reference to a clearing house (as the case may be).

- (d) Save as aforesaid, any word or expression used in the Act and the Interpretation Act, ~~Cap. 1965~~ shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

SHARE CERTIFICATE

20. Every person whose name is entered as a shareholder in the Register of Members shall be entitled to hold their shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the listing rules of the Exchange and other relevant regulations. Where shares are held in certificated form, Every person whose name is entered as a Member in the Register of Members shall be entitled to receive, within ten (10) Market Days (or such other period as may be approved by the Exchange or as prescribed in the Act or the ASR Code) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a Member transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such Member shall pay a fee not exceeding S\$2/- for each such new certificate or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by in the listing rules of the Exchange or the ASR Code. Where the Member is a Depositor, the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.

Entitlement
to share
certificate

Appendix 3,
para 1(1)

22. Where held in certificated form, ~~T~~he certificate of title to shares shall be issued under the Seal in such form as prescribed by the Directors from time to time. Every certificate shall bear the autographic or facsimile signatures of at least two Directors or by one Director and the Secretary or some other person appointed by the Directors, and shall specify the number and the class of shares to which it relates, whether the shares are fully or partly paid up and the amount (if any) unpaid on the shares. The facsimile signatures may be reproduced by mechanical, electrical or other means provided the method or system of reproducing signatures has first been approved by the Directors. No certificate shall be issued representing more than one class of shares.

Form of share
certificate Appendix 3,
para 2(1)

TRANSFER OF SHARES

25. Subject to the restrictions of this Constitution and any restrictions imposed by law or the Exchange, any Member may transfer all or any of his shares, but every instrument of transfer of the legal title in shares must be in writing and in the form approved by the Exchange, or in any other form acceptable to the Directors, and must be left at the Office (or such other place as the Directors may appoint) for registration, accompanied by the certificate(s) of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, or his right to transfer the shares. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfer of shares may also be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC.
27. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfer of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, ~~T~~he instrument of transfer of any certificated share shall be signed by or on behalf of the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective by hand or by machine imprinted signature or by such other manner of execution as the Directors may approve from time to time although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof; Provided always that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

Form of
transfer Appendix
1A,
para 7(8),
Appendix 3,
para 1(4)

Transferor
and
transferee
to execute
transfer

PROCEEDINGS AT GENERAL MEETINGS

83. No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purposes of this regulation, 'Member' includes a person attending as a proxy and a corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 179(3) of the Act and such corporation's representative is not otherwise entitled to be present at the meeting as a Member or proxy or as a corporate representative of another Member. Provided always that (i) a proxy representing more than one Member shall only count as one Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one proxy such proxies shall count as only one Member for the purpose of determining the quorum; and (iii) without prejudice to the generality of the foregoing (i) and (ii), members, (or in the case of a member being a corporation, its duly authorised representative) or proxies attending and participating in a meeting held using virtual meeting technology or a hybrid meeting shall be counted in the quorum for the meeting in question. Quorum
86. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time (or *sine die*) and/or from place to place, and/or from one form to another (subject to and in accordance with the provisions of the Statutes and the listing rules of the Exchange, a physical meeting, a meeting held using virtual meeting technology or a hybrid meeting) as the meeting shall determine but no business shall be transacted at any adjourned meeting except business which might lawfully be transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty (30) days or more or *sine die*, not less than seven days' notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment by chairman
87. (2) Subject to regulation 87(1) and the Act, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (whether by electronic voting or otherwise) unless a poll is (before or on the declaration of the result of the show of hands) demanded by: Method of voting where mandatory polling not required
89. Subject to regulation 91, where a poll is taken, it shall be taken in such manner (including the use of electronic voting, ballot or voting papers or tickets) and at such time and place as the Chairman of the meeting may direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive. The Chairman of the meeting may (and, if required by the listing rules of the Exchange or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How a poll is to be taken

MEMBERS' RIGHTS AT GENERAL MEETINGS AND VOTES OF MEMBERS

97. (1) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve (provided that this shall not preclude the use of the two-way form) and:

Execution of
proxies Appendix 3,
para 11(1)

(a) in the case of an individual, shall be:

(ii) authorised by that individual through electronic means or such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(b) in the case of a corporation, shall be:

(ii) authorised by that corporation through electronic means or such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

DIVIDENDS AND RESERVES

167. (1) Any dividend or corporate action proceeds or other moneys payable in cash on or in respect of a share may be paid by electronic means, cheque or warrant sent through the post to the registered address of the Member or person entitled thereto (or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or (as the case maybe) to the Depository for distribution to the Depositors entitled thereto or to such Member or person at such address as such persons may in writing direct or by such means (including, by electronic means) as the Directors may decide at their absolute discretion. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividend
paid by
cheque or
warrant

NOTICES

182. (1) Without prejudice to the provisions of regulation 181 but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of the Exchange relating to electronic communications, any notice or document (including, without limitation, any accounts, balance sheets, financial statements, circulars or reports) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member or officer or Auditor of the Company may be given, sent or served using electronic communications (including by electronic mail or short message service):

Service by
electronic
communications

- (a) to the current e-mail address or mobile number of that person, as the case may be;
or

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESS

196. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in this Constitution relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by applicable laws and regulations.

ELECTRONIC INSTRUCTIONS BY SHAREHOLDERS

197. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the listing rules of the Exchange, the Company shall accept instructions from the shareholders and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.

NOTICE OF AGM



ZACD GROUP LTD.
杰地集團有限公司*

(a company incorporated in the Republic of Singapore with limited liability)
(Stock Code: 8313)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of ZACD Group Ltd. (the “Company”) will be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at 300 Beach Road, #34-05 The Concourse, Singapore 199555) at 4:00 p.m. on Wednesday, 24 June 2026 (or the adjournment thereof) for the following purposes:

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 2025.
2. To re-elect Mr. Phua Cher Chew (Pan Ziqiu) as an executive Director of the Company.
3. To re-elect Mr. Ma Yue Leong, Benjamin as an independent non-executive Director of the Company.
4. To re-elect Mr. Eugene Lim Chin Hon as an independent non-executive Director of the Company.
5. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the Directors of the Company.
6. To re-appoint Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Board to fix their remuneration.
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) or securities convertible into or exchangeable for Shares, or options or warrants,

NOTICE OF AGM

for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Constitution of the Company (the “**Constitution**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution, the Companies Act 1967 of the Republic of Singapore or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF AGM

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act 1967 of the Republic of Singapore or any other applicable laws, the Code on Share Buybacks approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution of the Company, the Companies Act 1967 of the Republic of Singapore or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF AGM

9. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon Resolution nos. 7 and 8 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the Directors pursuant to Resolution no. 7 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 8 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

SPECIAL RESOLUTION

10. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** the Constitution of the Company, on the Proposed Amendments referred to in Appendix III to the Circular of the Company dated 29 May 2026, be and are hereby approved and adopted as Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company with immediate effect after the close of the AGM, and the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Constitution of the Company.

Yours faithfully,
On behalf of the Board
ZACD Group Ltd.
Sim Kain Kain
Chairman and Executive Director

Singapore, 29 May 2026

Registered Office, Head Office and Principal Place of Business in Singapore:

300 Beach Road
#34-05 The Concourse
Singapore 199555

Principal Place of Business in Hong Kong:

Suite 2703, 27/F.
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

NOTICE OF AGM

NOTES:

1. **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.**
2. Arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Wednesday, 24 June 2026 at 4:00 p.m. (the “AGM”) are set out in the Company’s announcement dated 29 May 2026, which has been uploaded together with this Notice of AGM on the HKEx website at www.hkexnews.hk and the Company’s website at www.zacdgroup.com on the same day.

The AGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the AGM through ZOOM Meeting or listen to the proceedings through audio recording after the AGM (upon an email request to agm.enquiries@zacdgroup.com).

In order to do so, a member of the Company who wishes to join the ZOOM Meeting must register by 4:00 p.m. on 22 June 2026 (*being not less than forty-eight (48) hours before the AGM*) to agm.enquiries@zacdgroup.com. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email instruction on how to join the ZOOM Meeting to observe the proceedings of the AGM by 23 June 2026.

A member of the Company who registers for the ZOOM Meeting may submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 4:00 p.m. on 22 June 2026 (*being not less than forty-eight (48) hours before the AGM*) by email to agm.enquiries@zacdgroup.com.

Please refer to the Letter to Shareholders dated 29 May 2026 on the arrangements for the AGM.

3. 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 share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong or by email to 8313-corpcomm@unionregistrars.com.hk 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.
4. The register of members of the Company will be closed from 18 June 2026 to 24 June 2026 (both dates inclusive) in order to determine the identity of the shareholders who are entitled to attend and vote at the AGM. The record date of the AGM will be 24 June 2026 and all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on 17 June 2026.
5. In relation to the proposed Resolution no. 8 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company’s circular dated 29 May 2026.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.

NOTICE OF AGM

7. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.

As at the date of this announcement, the Board of the Company comprises four (4) executive Directors, namely, Ms. Sim Kain Kain, Mr. Yeo Choon Guan (Yao Junyuan), Mr. Phua Cher Chew (Pan Ziqiu) and Mr. Chin Meng Liong; three (3) independent non-executive Directors, namely, Mr. Lau Kin Chung Alex, Mr. Ma Yue Leong, Benjamin and Mr. Eugene Lim Chin Hon.

This announcement, for which the Directors collectively and individually 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will be published on the HKEx website at www.hkexnews.hk and remain on the “Latest Listed Company information” page for at least seven days (7) from the date of its posting. This announcement will also be published on the Company’s website at www.zacdgroup.com.

In the event of any inconsistency between the Chinese version and the English version of this announcement, the latter shall prevail.

** for identification purposes only*