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**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)**

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS,  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS,  
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of ZACD Group Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes of the Board.

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Pursuant to Article 113 of the Constitution of the Company, Mr. Kong Chi Mo (“**Mr. Kong**”) and Dato’ Dr. Sim Mong Keang (“**Dato’ Sim**”) shall retire from office by rotation at the forthcoming Annual General Meeting (“**AGM**”) of the Company. They have informed the Board that they will not offer themselves for re-election at the forthcoming AGM as they would like to devote more time to pursuing their personal commitments.

Accordingly, with effect from the conclusion of the forthcoming AGM, (i) Mr. Kong will retire as an independent non-executive Director and also cease to be the Chairman of the Audit Committee and a member of each of the Nomination Committee and Remuneration Committee; and (i) Dato’ Sim will retire as an independent non-executive Director and also cease to be the Chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

Mr. Kong and Dato' Sim confirmed that they have no disagreement with the Board and they are not aware of any matters in connection with their retirement that need to be brought to the attention of the shareholders (the "**Shareholders**") of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Kong and Dato' Sim for their contributions to the Group during their tenure of service.

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

In consideration of the recommendation of the Nomination Committee of the Company, the Board has proposed to appoint (i) Mr. Lau Kin Chung Alex ("**Mr. Lau**") as an independent non-executive Director to fill the vacancy on the Board following the retirement of Mr. Kong; and (ii) Mr. Ma Yue Leong, Benjamin ("**Mr. Ma**") to fill the vacancy on the Board following the retirement of Dato' Sim. The aforesaid proposed appointments of Mr. Lau and Mr. Ma is subject to the approval by the Shareholders at the forthcoming AGM by way of ordinary resolution and will take effect, if approved, from the conclusion of the forthcoming AGM.

The biographical details of Mr. Lau and Mr. Ma are set out below:

**Mr. Lau**, aged 37, is currently the Managing Director at Tianlong Capital Management Limited ("**Tianlong Capital**") in Hong Kong. He is a licensed Responsible Person to Tianlong Capital for Type 6 regulated activity under the Securities and Futures Ordinance.

Mr Lau has been in the corporate finance industry since 2011. He has multiple proven track record of acting as sponsors to listing applicants in Hong Kong and extensive experience in cross border mergers and acquisitions exercises. In addition, he has advised various Hong Kong listing companies, on Main Board and on GEM, regarding the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Hong Kong Code on Takeovers and Mergers. He is familiar with the capital markets and financial industry in Hong Kong. In 2018, Mr. Lau assisted in the listing of ZACD Group Ltd. onto Growth Enterprise Market (GEM) in Hong Kong.

Mr. Lau obtained a Bachelor's Degree in Business Administration from The Hong Kong University of Science and Technology in 2009.

Mr. Lau is the standing committee member of the Tibet Autonomous Region United Youth Association, the assistant governor of Rotary International District 3450, past president of Rotary Club of Central, the member of the Panel of Advisers on Film Censorship under the Office for Film, Newspaper and Article Administration of the HKSAR Government, and school manager of the Ho Fung College (sponsored by Sik Sik Yuen).

Mr. Lau will enter into an appointment letter with the Company in relation to his appointment as an independent non-executive Director for a term of three (3) years with effect from the Shareholders' approval at the forthcoming AGM, subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Constitution. The remuneration of Mr. Lau will be determined by the Board upon the recommendation by the remuneration committee of the Company with reference to his experience, qualification, duties and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

As at the date of this announcement, save as disclosed above, Mr. Lau did not hold any directorship in any other listed companies during the past three (3) years, and he does not have any relationship with any Directors, substantial or controlling Shareholders (as defined under the GEM Listing Rules) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong). Mr. Lau has confirmed that he has met the independence guidelines set out in Rule 5.09(1) to (8) of the GEM Listing Rules.

Save as disclosed above, there is nothing in respect of the appointment of Mr. Lau that needs to be brought to the attention of the Shareholders nor is there anything that needs to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Ma**, aged 45, is presently 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.

Mr. Ma will enter into an appointment letter with the Company in relation to his appointment as an independent non-executive Director for a term of three (3) years with effect from the Shareholders’ approval at the forthcoming AGM, subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Constitution. The remuneration of Mr. Lau will be determined by the Board upon the recommendation by the remuneration committee of the Company with reference to his experience, qualification, duties and responsibilities with the Company, the prevailing market conditions and the terms of the Company’s remuneration policy.

As at the date of this announcement, save as disclosed above, Mr. Ma did not hold any directorship in any other listed companies during the past three (3) years, and he does not have any relationship with any Directors, substantial or controlling Shareholders (as defined under the GEM Listing Rules) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong). Mr. Ma has confirmed that he has met the independence guidelines set out in Rule 5.09(1) to (8) of the GEM Listing Rules.

Save as disclosed above, there is nothing in respect of the appointment of Mr. Ma that needs to be brought to the attention of the Shareholders nor is there anything that needs to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that:

- i) Following the retirement of Mr. Kong, Mr. Lau will be appointed as the Chairman of the Audit Committee and a member of each of the Nomination Committee and Remuneration Committee; and
- ii) Following the retirement of Dato' Sim, Mr. Ma will be appointed as the Chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

By Order of the Board  
**ZACD Group Ltd.**  
**Sim Kain Kain**  
*Chairman and Executive Director*

Singapore, 25 March 2024

*As at the date of this announcement, the Board of the Company comprises four (4) executive Directors, namely, Mr. Yeo Choon Guan (Yao Junyuan), Ms. Sim Kain Kain, Mr. Mark Oh Keng Kwan and Mr. Patrick Chin Meng Liong; three (3) independent non-executive Directors, namely, Mr. Kong Chi Mo, Dato' Dr. Sim Mong Keang 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 GEM website at [www.hkgem.com](http://www.hkgem.com) and remain on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement will also be published on the Company's website at [www.zacdgroup.com](http://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*