

杰地集團有限公司*

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

(Stock Code: 8313)

(note a)

(note a)

Form of proxy for the Annual General Meeting to be held on Thursday, 24 May 2018 (or any adjournment thereof)

being	the registered holder(s) of (note b) ordinates	ary shares in the capit	al of ZACD Group Ltd
(the "	Company"), hereby appoint the Chairman of the meeting (note c) or (Name)		
,	ldress)		
Reside	as my/our proxy at the Annual General Meeting of the Company (the "AGM") to be held at Intence, Level 4, 1 Nanson Road, Singapore 238909 at 2:00 p.m. on Thursday, 24 May 2018 and a chalf as directed below, and if no such indication is given, as my/our proxy thinks fit.	0.1	
	ORDINARY RESOLUTIONS	FOR (note d)	AGAINST (note d)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the financial year ended 31 December 2017.		
2.	To re-elect Mr. Yeo Choon Guan (Yao Junyuan) as an Executive Director of the Company.		
3.	To re-elect Mr. Kong Chi Mo as an Independent Non-executive Director of the Company.		
4.	To re-elect Dato' Dr. Sim Mong Keang as an Independent Non-Executive Director of the Company.		
5.	To re-elect Mr. Cheung Ying Kwan as an Independent Non-executive Director of the Company.		
6.	To appoint Mr. Darren Chew Yong Siang (Zhou Yongxiang) as an Executive Director of the Company.		
7.	To authorise the Board of Directors of the Company (the "Board") to fix the remuneration of the Directors of the Company.		
8.	To declare the payment of final dividend for the financial year ended 31 December 2017.		
9.	To re-appoint Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Board to fix their remuneration.		
10.	To grant an unconditional general mandate to the Directors to allot, issue and otherwise to deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
11.	To grant an unconditional general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
12.	To extend the general mandate granted under resolution no. 10 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 11.		
Dated	theday of2018	(note e. i	f, g and h)
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Notes:

I/We (Name)

of (Address)

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated..
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (e) A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- (d) IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("\sqrt{y}") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("\sqrt{y}") THE BOX MARKED "AGAINST". If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (h) ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.
- (i) Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- (j) For full text of the above resolutions, please refer to Notice of AGM dated 23 April 2018.