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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)**

## **PROFIT WARNING**

This announcement is made by ZACD Group Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 December 2022 (the “**Financial Year**”) and other currently available information, the Group anticipates to report a net loss of over SGD2 million, as compared to a net profit of approximately SGD7.46 million for the corresponding year (“**Previous Year**”). The turn from profit to loss was mainly attributable to the combination of factors as follows:

1. The absence of reversal of impairment losses on financial assets of approximately SGD7.6 million in the Financial Year. In the Previous Year, the bridging advance extended by the Group to ZACD Australia Hospitality Fund was substantially repaid following the substantial portion of the settlement proceeds received by the fund in September 2021;
2. The decrease in revenue by approximately SGD1.6 million was mainly attributable to the higher fees derived from investment management and project management in the Previous Year where performance fee derived from BBW6 Fund and one-off project bonus fee derived from the developer SPV of BBW6 Fund in the Previous Year; and
3. Following the grant of put option by the Company as announced on 28 December 2022, the fair value loss of approximately SGD1.4 million was recognised as the premium price of the put option granted to Top Global Limited.

The Company is in the process of finalising the Group's unaudited consolidated financial results for the Financial Year. The information contained in this announcement is only based on a preliminary assessment by the management of the Company with reference to the latest information available and the unaudited consolidated management accounts of the Group, which have not been reviewed by the auditors and audit committee of the Company. Actual financial results may be different from what is disclosed in this announcement. Shareholders and potential investors are advised to refer to the results of the Group for the Financial Year which is expected to be published in March 2023.

**Shareholders and potential investors should exercise caution when dealing in the shares of the Company.**

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

Singapore, 17 February 2023

*As at the date of this announcement, the Board of the Company comprises five (5) executive Directors, namely, Mr. Yeo Choon Guan (Yao Junyuan), Ms. Sim Kain Kain, Mr. Mark Oh Keng Kwan, Mr. Patrick Chin Meng Liong and Ms. Yong Sze Wan, Cheryl; three (3) independent non-executive Directors, namely, Mr. Kong Chi Mo, Dato' Dr. Sim Mong Keang and Mr. Lim Boon Yew; and one (1) non-executive Director, namely Mr. Chew Hong Ngiap, Ken.*

*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*