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ZALL Development

Zall Development Group Ltd.

卓爾發展集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

**POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING HELD ON 16 JANUARY 2015**

The Board is pleased to announce that all the ordinary resolutions set out in the EGM Notice were duly passed by way of poll at the EGM held on 16 January 2015.

Reference is made to the circular of the Company dated 31 December 2014 (the “**Circular**”) relating to, among other matters, the Proposed Restructuring, involving (1) major and connected transaction in relation to the disposal of entire issued share capital of Zhen An Cayman and entire equity interest in Wuhan Zall City; and (2) connected transaction in relation to acquisition of entire equity interest in Wuhan IP Center, Wuhan Guarantee Investment and Wuhan Financial Investment. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the EGM held on 16 January 2015, all the ordinary resolutions set out in the notice of the EGM dated 31 December 2014 (the “**EGM Notice**”) were duly passed by way of poll. The poll results of the EGM are as follows:

| ORDINARY RESOLUTIONS | | Number of Votes (%) | |
|----------------------|--|-------------------------|----------------------|
| | | For | Against |
| 1. | To approve, ratify and confirm the Disposal Agreement, the Side Letter, the entering into of the Revised Deed, and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith. | 160,545,797 (99.91%) | 149,000 (0.09%) |
| 2. | To approve, ratify and confirm the Equity Swap Agreement, the Side Letter, the entering into of the Revised Deed, and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith. | 156,008,000 (97.08%) | 4,686,797 (2.92%) |

| ORDINARY RESOLUTIONS | | Number of Votes (%) | |
|----------------------|---|-------------------------|--------------------|
| | | For | Against |
| 3. | Conditional upon (i) resolution no. 1 above having been passed; and (ii) completion of the Disposal Agreement having taken place, to approve the declaration and the distribution of a special dividend in the total amount of HK\$739,414,800. | 160,545,797 (99.91%) | 149,000 (0.09%) |

Shareholders may refer to the Circular and the EGM Notice for details of the above resolutions at the EGM. As more than 50% of the votes were cast in favour of the resolutions Nos. 1 to 3 at the EGM, all such resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued shares of the Company was 3,500,000,000 Shares. As stated in the Circular, Mr. Yan Zhi, a director and the chairman of the Company, and his associates, having an interest in a total of 2,975,000,000 Shares, representing 85% of the issued share capital of the Company, were required to abstain and had abstained from voting in relation to the resolutions at the EGM. As such, a total of 525,000,000 Shares, representing 15% of the issued share capital of the Company as at the date of the EGM, were held by the Independent Shareholders who were entitled to attend and vote for or against the resolutions. Independent Shareholders holding 160,694,797 Shares attended and voted in person or by proxy at the EGM.

Save as disclosed above, there were no restrictions on any Shareholder to cast votes on any of the resolutions at the EGM and no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM.

None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

Tricor Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking.

By order of the Board
Zall Development Group Ltd.
Yan Zhi
Chairman

Hong Kong, 16 January 2015

As at the date of this announcement, the Board comprises Mr. Yan Zhi, Mr. Cui Jinfeng, Mr. Fang Li and Ms. Wang Danli, as executive Directors of the Company; Mr. Fu Gaochao, as non-executive Director of the Company; Ms. Yang Qiongzhen, Mr. Cheung Ka Fai and Mr. Peng Chi, as independent non-executive Directors of the Company.