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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)

**(1) COMPLETION OF THE DISPOSAL AGREEMENT
AND
(2) SPECIAL DIVIDEND**

(1) COMPLETION OF THE DISPOSAL AGREEMENT

Reference is made to the announcements of Zall Development Group Ltd. (the “**Company**”) dated 22 October 2014 and 31 March 2015 and the circular of the Company dated 31 December 2014 (the “**Circular**”) in relation to, among other things, the Proposed Restructuring. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that as all conditions precedent to the Disposal Agreement had been fulfilled or otherwise waived, completion of the Disposal Agreement took place in accordance with the terms therein on 19 June 2015. The Sale Shares and the Remaining Equity Interest have been transferred to Zall Commerce and its nominee. Accordingly, Zhen An Cayman and Zhen An Wuhan have ceased to be subsidiaries of the Company.

(2) SPECIAL DIVIDEND

As the Independent Shareholders’ approval at the EGM held on 16 January 2015 regarding the distribution of the Special Dividend has been obtained and the completion of the Disposal Agreement have been taken place, the Board resolved that the Special Dividend in the total amount of HK\$739,414,800 (equivalent to HK\$0.2112 per share in the Company) shall be paid to the shareholders of the Company, whose names appear on the Company’s register of members on Thursday, 9 July 2015. The Special Dividend is expected to be paid in Hong Kong dollars on 30 July 2015.

For the purpose of determining the identity of members who are entitled to the special dividend, the Company's register of members will be closed for two days from Wednesday, 8 July 2015 to Thursday, 9 July 2015 (both days inclusive), during which no transfer of shares of the Company will be effected. In order to qualify for the Special Dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 7 July 2015.

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

Hong Kong, 22 June 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.