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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 OCTOBER 2015**

Reference is made to the circular of Zall Development Group Ltd. (the “**Company**”) dated 29 September 2015 (the “**Circular**”) in respect of the proposed Share Subdivision and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) dated the same day. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The board of directors (the “**Board**”) is pleased to announce that the ordinary resolution (the “**Ordinary Resolution**”) as set out in the Notice of the EGM was duly passed by the Shareholders by way of poll at the EGM held on 16 October 2015. The relevant poll results are set out as follows:

Ordinary Resolution	Number of votes (%)	
	For	Against
To approve the share subdivision of each of the issued and unissued shares of the Company of HK\$0.01 each in the share capital of the Company into three (3) subdivided shares of HK\$0.00333 each.	3,055,966,968 (100.00%)	0 (0.00%)

Shareholders may refer to the Circular and the Notice for details of the above resolutions at the EGM. As more than 50% of the votes were cast in favour of the Ordinary Resolution at the EGM, the Ordinary Resolution was duly passed by the Shareholders of the Company by way of poll at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 3,553,448,000 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolution at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no holders were required under the Listing Rules to abstain from voting on the resolution at the EGM.

There were no restrictions on any Shareholder to cast votes on the resolution at the EGM.

None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolution 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.

SHARE SUBDIVISION

As all of the conditions as stated in the Circular have been fulfilled as at the date of this announcement, the Share Subdivision will become effective on Monday, 19 October 2015, as set out in the expected timetable in relation to the Share Subdivision in the Circular. Dealing of the Subdivided Shares will commence with effect from 9:00 a.m. on Monday, 19 October 2015 and the Shareholders may exchange the existing share certificates in blue colour for new share certificates in green colour free of charge between 9:00 a.m. and 4:30 p.m. on any business day during the period from Monday, 19 October 2015 to Wednesday, 25 November 2015 (both dates inclusive). Please refer to the Circular for the details of the timetable and the trading arrangements in respect of the Share Subdivision.

ADJUSTMENTS TO THE SHARE OPTIONS

Immediately before the completion of the Share Subdivision, there were 28,857,500 outstanding share options granted by the Company under the Pre-IPO Share Option Scheme. Upon the Share Subdivision becoming effective on 19 October 2015, the exercise price of the Pre-IPO Share Option Scheme will be adjusted from HK\$0.871 per Share to HK\$0.29033 per Subdivided Share and the number of the outstanding share options granted under the Pre-IPO Share Option Scheme is adjusted from 28,857,500 to 86,572,500. The above adjustments have been certified by the auditor of the Company.

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Pre-IPO Share Option Scheme remain unchanged.

By Order of the Board
Zall Development Group Ltd.
Yan Zhi
Co-chairman

Hong Kong, 16 October 2015

As at the date of this notice, the Board comprises Mr. Yan Zhi, Dr. Gang Yu, Mr. Cui Jinfeng 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.