



Zall Group Ltd.
卓爾集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2098)

**EXTRAORDINARY GENERAL MEETING
FORM OF PROXY**

I/We¹ _____ (name) of _____ (address)
being the registered holder(s) of _____ shares² of HK\$0.00333 each in the capital of Zall Group Ltd.
(the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or³ _____ (name)
of _____ (address)
as my/our proxy to attend and vote for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company (the “Meeting”) to be held at Suite 2101, 21/F, Two Exchange Square, Central, Hong Kong on Thursday, 9 March 2017 at 11:00 a.m. and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 15 February 2017 to the Shareholders (the “Circular”) unless otherwise specified.

ORDINARY RESOLUTIONS ⁴		FOR ⁵	AGAINST ⁵
1	(a) To approve, confirm and ratify the Acquisition Agreement entered into between the Purchaser, the Company, the Vendors and the Guarantors in relation to the acquisition of the entire equity interest of the Target Companies for the Consideration of up to HK\$2.591 billion to be satisfied by way of allotment and issue of the Consideration Shares and the transactions contemplated thereunder; (b) Subject to the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares, to approve the allotment and issue of the Consideration Shares in the principal amount of up to HK\$2.591 billion at the issue price of HK\$4.19 per Share to the Vendors or their designated parties to satisfy the Consideration; (c) To authorize any one Director to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Acquisition Agreement and the transactions contemplated thereunder (including the allotment and issue of the Consideration Shares).		
2	(a) To approve, confirm and ratify the Service Agreement entered into between Mr. Wei and the Company and the transactions contemplated thereunder; (b) Subject to the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the Incentive Shares, to approve the allotment and issue of the Incentive Shares in accordance with the terms and conditions of the Service Agreement; (c) To authorize any one Director to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Service Agreement and the transactions contemplated thereunder (including the allotment and issue of the Incentive Shares).		
3	(a) To approve, confirm and ratify the Consultancy Agreement entered into between VKC and the Company and the transactions contemplated thereunder; (b) Subject to the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the VKC Consultancy Service Consideration Shares, to approve the allotment and issue of the VKC Consultancy Service Consideration Shares in accordance with the terms and conditions of the Consultancy Agreement; (c) To authorize any one Director to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Consultancy Agreement and the transactions contemplated thereunder (including the allotment and issue of the VKC Consultancy Service Consideration Shares).		
4	(a) To grant the specific mandate (the “Specific Mandate”) which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares, the Incentive Shares, VKC Consultancy Service Consideration Shares and the Management Shares, on and subject to the terms and conditions as set out in the Circular, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/ have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and (b) To authorize any one Director to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Specific Mandate.		
SPECIAL RESOLUTION ⁴		FOR ⁵	AGAINST ⁵
1	(a) To approve and adopt the Proposed Amendments to the Articles of Association as set out in the Circular and to authorize any Director to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Proposed Amendments, including but not limited to dealing with all the procedural requirements such as applications, approvals, registrations and filings in relation to the Proposed Amendments.		

Date: _____

Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out “the chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The above descriptions of the proposed ordinary resolutions and special resolution are by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT:** If you wish to vote for any resolution, tick the box marked “For”. If you wish to vote against any resolution, tick the box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.