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Zall Group Ltd.

卓爾集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Zall Group Ltd. (the “Company”) will be held at Suite 2101, 21/F, Two Exchange Square, Central, Hong Kong on 9 March 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

Capitalized terms used in this notice 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

1. “THAT

- (a) the Acquisition Agreement (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) 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 be and are hereby approved, confirmed and ratified;
- (b) subject to the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares, 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 be and is hereby approved;
- (c) any one Director be and is hereby authorized 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. “THAT

- (a) the Service Agreement (a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose) entered into between Mr. Wei and the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the Incentive Shares, the allotment and issue of the Incentive Shares in accordance with the terms and conditions of the Service Agreement be and is hereby approved;
- (c) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and sign, seal, execute 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. “THAT

- (a) the Consultancy Agreement (a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for identification purpose) entered into between VKC and the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (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, the allotment and issue of the VKC Consultancy Service Consideration Shares in accordance with the terms and conditions of the Consultancy Agreement be and is hereby approved;
- (c) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and sign, seal, execute 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. “THAT

- (a) the Directors be and hereby granted 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) any one Director be and is hereby authorized 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

5. “THAT

the Proposed Amendments to the Articles of Association as set out in the Circular be and are hereby approved and adopted and any Director is authorised 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.”

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

Hong Kong, 15 February 2017

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a 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 shall be deposited at the Company’s Hong Kong branch share registrar, 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 the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange. The completion and return of the form of proxy shall not preclude a member from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.

As at the date of this notice, the Board comprises eight members, of which Mr. Yan Zhi, Dr. Gang Yu, Mr. Cui Jinfeng, Mr. Wang Chuang and Mr. Peng Chi, as executive directors of the Company; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Wei Zhe, David, as independent non-executive directors of the Company.