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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)

**POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING HELD ON 9 MARCH 2017**

The Board is pleased to announce that the ordinary resolutions and special resolution set out in the EGM Notice were duly passed by way of poll at the EGM held on 9 March 2017.

The board of directors (the “**Board**”) of Zall Group Ltd. (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 9 March 2017 (the “**EGM**”), the ordinary resolutions and special resolution set out in the notice (the “**EGM Notice**”) of the EGM dated 15 February 2017 were duly passed by way of poll. The poll results of the EGM are as follows:

ORDINARY RESOLUTIONS			Number of Votes (%)	
			For	Against
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;	8,736,764,838 (100.00%)	0 (0.00%)
	(b)	To approve, 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;		

ORDINARY RESOLUTIONS			Number of Votes (%)	
			For	Against
	(c)	To authorize any one Director be and 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;	8,736,764,838 (100.00%)	0 (0.00%)
	(b)	To approve, 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;		
	(c)	To authorize any one Director be and 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;	8,736,764,838 (100.00%)	0 (0.00%)
	(b)	To approve, 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;		

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
	(c) To authorize, any one Director be and 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	<p>(a) To grant the Directors 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</p> <p>(b) To authorize any one Director be and 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.</p>	8,736,764,838 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
5	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.	8,736,764,838 (100.00%)	0 (0.00%)

Shareholders may refer to the circular of the Company dated 15 February 2017 (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 4 at the EGM, all such resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the resolution No. 5 at the EGM, the resolution was duly passed as a special resolution of the Company.

As at the date of the EGM, the total number of issued shares of the Company was 10,745,577,750 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions at the EGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions 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 any of the resolutions at the EGM.

There were no restrictions on any shareholder to cast votes on any of 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 Group Ltd.
Yan Zhi
Co-chairman

Hong Kong, 9 March 2017

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.