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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
ANNUAL GENERAL MEETING HELD ON 30 MAY 2018**

The Board is pleased to announce that the special resolution and the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 30 May 2018.

The board of directors (the “**Board**”) of Zall Group Ltd. (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 30 May 2018 (the “**AGM**”), the special resolution and the ordinary resolutions set out in the notice of the AGM dated 27 April 2018 (the “**AGM Notice**”) were duly passed by way of poll. The poll results of the AGM are as follows:

SPECIAL RESOLUTION		FOR	AGAINST
1	To approve the English name of the Company be changed from “Zall Group Ltd.” to “Zall Smart Commerce Group Ltd.” and the dual foreign name “卓爾智聯集團有限公司” be adopted as the new dual foreign name of the Company in place of “卓爾集團股份有限公司”.	7,033,868,954 100%	0 0%
ORDINARY RESOLUTIONS			
2	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Directors ”) and the auditors of the Company (the “ Auditors ”) for the year ended 31 December 2017.	7,033,868,954 100%	0 0%
3	To declare a final dividend of HK2.58 cents per share of the Company (the “ Shares ”) for the year ended 31 December 2017 out of the share premium account of the Company.	7,033,868,954 100%	0 0%

4	(a) To re-elect Mr. Yan Zhi as executive Director;	7,033,648,954 99.99%	220,000 0.01%
	(b) To re-elect Dr. Gang Yu as executive Director;	7,033,648,954 99.99%	220,000 0.01%
	(c) To re-elect Mr. Wei Zhe, David as executive Director; and	7,027,464,942 99.91%	6,404,012 0.09%
	(d) To re-elect Mr. Wu Ying as independent non-executive Director.	7,008,228,368 99.64%	25,640,586 0.36%
5	To authorise the Board to fix the Directors' remuneration.	7,033,868,954 100%	0 0%
6	To re-appoint KPMG as Auditors and authorise the Board to fix their remuneration.	7,007,311,368 99.62%	26,557,586 0.38%
7	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.	7,025,721,942 99.88%	8,147,012 0.12%
8	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.	7,033,868,954 100%	0 0%
9	Conditional upon the passing of resolutions nos. 7 and 8, to extend the general mandate granted to the Directors to issue, allot and deal with shares pursuant to resolution no. 7 by the number of shares repurchased pursuant to the general mandate granted under resolution no. 8.	7,025,721,942 99.88%	8,147,012 0.12%

Shareholders may refer to the circular of the Company dated 27 April 2018 (the “**Circular**”) and the AGM Notice for details of the above resolutions. As more than 75% of the votes were cast in favour of resolution No.1 at the AGM, the resolution was duly passed as a special resolution of the Company. As more than 50% of the votes were cast in favour of resolutions Nos. 2 to 9 at the AGM, the resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 11,681,731,800 Shares, which was the total number of Shares entitling the holder to attend and vote on a resolution at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM 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 holder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.

There were no restrictions on any shareholder to cast votes on any of the resolutions at the AGM.

None of the shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer at the AGM for the purpose of vote-taking.

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

Hong Kong, 30 May 2018

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