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**Zall Smart Commerce Group Ltd.**

**卓爾智聯集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2098)**

**RESIGNATION OF EXECUTIVE DIRECTOR AND  
APPOINTMENT OF EXECUTIVE DIRECTOR AND  
CO-CHIEF EXECUTIVE OFFICER**

This announcement is made by Zall Smart Commerce Group Ltd. (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**RESIGNATION OF EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of the Company hereby announces that Mr. Peng Chi (“**Mr. Peng**”) has resigned as an executive director of the Company with effect from 6 July 2018 in order to pursue his other business commitments. Upon his resignation, Mr. Peng also ceases to be a member of the remuneration committee of the Board.

Mr. Peng has confirmed to the Company that (i) he has no claim against the Company in respect of his resignation; (ii) he has no disagreement with the Board in any respect; and (iii) save as otherwise disclosed herein, there are no matters which need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would also like to take this opportunity to express its gratitude to Mr. Peng for his contribution to the Company during his term of services.

**APPOINTMENT OF EXECUTIVE DIRECTOR AND CO-CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that Mr. Qi Zhiping (“**Mr. Qi**”) has been appointed as an executive director and co-chief executive officer of the Company with effect from 6 July 2018. Mr. Qi has also been appointed as a member of the remuneration committee of the Board.

Mr. Qi Zhiping (齊志平), aged 45, joined our Group in June 2017 when our Group completed the acquisition of 50.6% interest in Shenzhen Sinoagri E-commerce Co., Ltd.\* (深圳市中農網有限公司) (“**Shenzhen Sinoagri**”) where Mr. Qi was then and, after the said acquisition, has remained as the vice chairman of Shenzhen Sinoagri. Mr. Qi is also a co-president of the Group and is primarily responsible for the integrated management of the online platform of the Group and the collaboration of various platforms, the overall strategic planning and management capacity enhancement of Shenzhen Sinoagri, planning for investment and development strategy of the Group, designing commercial models and engaging in investment projects decision and management of the Group. Mr. Qi is one of the founding team members of Shenzhen Sinoagri and has extensive experience in the operation and management of retail chain, securities investment and E-commerce and in corporate governance, strategic planning and global deployment. Mr. Qi obtained his bachelor’s degree in corporate management from Shenzhen University in 1994 and is currently taking part in the Executive Master of Business Administration (EMBA) programme at the China Europe International Business School.

Mr. Qi has entered into a service contract with the Company for a term of three years from the date of his appointment as an executive director and co-chief executive officer of the Company, and is subject to retirement at the general meetings of the Company in accordance with the memorandum and articles of association of the Company. Pursuant to the service contract, Mr. Qi will receive remuneration of a director’s fee of RMB600,000 per annum, co-chief executive officer’s emolument of RMB1,000,000 per annum and discretionary bonus, which is determined by the Board based on the recommendations of the remuneration committee of the Board with reference to his experience, duties and responsibilities in the Company, as well as the prevailing market rate. In addition, as the vice chairman of Shenzhen Sinoagri, Mr. Qi is entitled to receive annual emolument of RMB1,030,000 and discretionary bonus.

As at the date of this announcement, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), Mr. Qi was interested, or deemed to be interested in, 7,656,097 shares of the Company (the “**Shares**”) and share options of the Company with a right to subscribe for a total of 43,384,552 Shares. Save as disclosed herein, Mr. Qi was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO as at the date of this announcement.

On 27 June 2018, Mr. Qi was appointed as director by the board of LightInTheBox Holding Co., Ltd. (“**LightinTheBox**”), a company whose shares are listed on the New York Stock Exchange under the symbol of LITB. The election of Mr. Qi as director is subject to approval of the shareholders of LightinTheBox at the forthcoming extraordinary general meeting of LightInTheBox to be held on 17 August 2018.

Save as disclosed above, Mr. Qi does not have any other current or past directorships in any listed companies in the last three years preceding the date of his appointment. Further, Mr. Qi does not have the relationship with the other directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Qi that need to be brought to the attention of the shareholders of the Company, nor is there any information in respect of Mr. Qi which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## RE-DESIGNATION OF MR. YAN ZHI AS THE CO-CHIEF EXECUTIVE OFFICER

In connection with the appointment of Mr. Qi as the co-chief executive officer of the Company, Mr. Yan Zhi, who was an executive director and the chief executive officer of the Company, has been redesignated as an executive director and a co-chief executive officer of the Company.

By order of the Board  
**Zall Smart Commerce Group Ltd.**  
**Yan Zhi**  
*Co-chairman, Executive Director and  
Co-chief Executive Officer*

Hong Kong, 6 July 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. Qi Zhiping and Mr. Cui Jinfeng 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.*

*\* For identification purpose only*