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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) hereby announces that the Company has granted share options (the “**Share Option(s)**”) to subscribe for an aggregate of 50,000,000 ordinary shares (the “**Share(s)**”) to the eligible participants (the “**Grantee(s)**”), subject to acceptance of the Grantees, under the Share Option Scheme adopted by the Company on 20 June 2011. Details of the grant of Share Options are set out as follows:–

Date of grant	:	4 September 2018 (the “ Date of Grant ”)
Exercise price of Share Options granted	:	HK\$6.66, which represents no less than the highest of (i) the closing price of HK\$6.36 per Share as stated in the Stock Exchange’s daily quotations sheet on the Date of Grant; (ii) the average closing price of HK\$6.608 per Share as stated in the Stock Exchange’s daily quotations sheet for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share
Number of Shares to be allotted upon exercise of all the Share Options granted	:	50,000,000 Shares
Closing price of the Share on the Date of Grant	:	HK\$6.36 per share
Exercise period	:	(i) The first 30% of the Share Options shall be exercisable by the Grantee commencing from the first trading date after the 12-month period from the Date of Grant and ending on the last trading date of the 24-month period from the Date of Grant;

(ii) The second 30% of the Share Options shall be exercisable by the Grantee commencing from the first trading date after the 24-month period from the Date of Grant and ending on the last trading date of the 36-month period from the Date of Grant; and

(iii) The remaining 40% of the Share Options shall be exercisable by the Grantee commencing from the first trading date after the 36-month period from the Date of Grant and ending on the last trading date of 48-month period from the Date of Grant.

Exercise conditions : The Share Options granted shall be exercisable upon fulfilment of certain financial performance targets set out in the respective letters of grant.

Among the 50,000,000 Share Options granted above, 5,000,000 Share Options were granted to the Directors (one of whom is also the chief executive), details of which are as follows:–

Name	Capacity	Number of Share Options Granted
Qi Zhiping	Co-Chief Executive Officer and Executive Director	3,000,000
Cui Jinfeng	Executive Director	2,000,000
Others		45,000,000
Total		50,000,000

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

Hong Kong, 4 September 2018

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