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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)

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zall Smart Commerce Group Ltd. (the “**Company**”; together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Min Xueqin (“**Ms. Min**”) has been appointed as an executive Director with effect from 16 April 2019.

The biographical details of Ms. Min are as follows:

Ms. Min, aged 35, has over nine years of experience in the commercial property and wholesale shopping mall industries. She is the deputy general manager of North Hankou Group Co., Ltd. and the vice president of the Group. She is responsible for the Group’s administrative and finance issues. Ms. Min joined the Group in 2008, primarily responsible for the service management and financing of North Hankou International Trade Center. Since 2018, Ms. Min has served as the vice president of Zall Holdings Limited, being a company in which Mr. Yan Zhi, an executive Director, the co-chairman of the Board and co-chief executive officer of the Company, holds 99.95% shareholding, and as a director of Wuhan Z-Bank Ltd.* (武漢眾邦銀行有限公司), being a company which is held as to 30% by Zall Holdings Limited. Ms. Min was appointed as the vice president of the 7th Hubei Young Entrepreneurs Association (湖北省青年企業家協會) in 2017.

Ms. Min obtained a diploma in electronic commerce from Zhongnan University of Economics and Law (中南財經政法大學) in 2006. She enrolled in a course for obtaining an executive master of business administration degree at Wuhan University (武漢大學) in 2013.

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**”), Ms. Min is interested, or deemed to be interested in, 59,000 shares of the Company and share options of the Company which entitle her to subscribe for a total of 2,000,000 shares of the Company.

Ms. Min has entered into a service contract (the “**Service Contract**”) with the Company under which she is appointed for a term of three years unless and until terminated by either party by serving not less than three months’ written notice, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company.

Pursuant to the Service Contract, Ms. Min is entitled to a remuneration of HK\$240,000 per annum and such other fringe benefit and bonus as the remuneration committee (the “**Remuneration Committee**”) of the Company shall determine. The remuneration of Ms. Min has been reviewed by the Remuneration Committee and was determined by reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions. The remuneration of Ms. Min is subject to review by the Board and the Remuneration Committee from time to time. In addition, Ms. Min is entitled to annual remuneration of RMB120,000 (equivalent to approximately HK\$140,076.78) as the deputy general manager of North Hankou Group Co., Ltd. and the vice president of the Group.

Save as disclosed herein, as at the date of this announcement, Ms. Min confirms that (i) she does not hold any other position in the Company or any of its subsidiaries or have any relationship with any Director, senior management or substantial or controlling shareholders of the Company (the “**Shareholder(s)**”) (having the meaning ascribed to it in the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)); (ii) she has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO; and (iv) there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to her appointment.

The Board would like to take this opportunity to welcome Ms. Min to join the Board.

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

Hong Kong, 16 April 2019

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

For the purpose of this announcement, unless otherwise indicated, the conversion of RMB into HK\$ is based on the exchange rate of RMB0.86 = HK\$1.00. Such rate is for the purpose of illustration only and does not constitute a representation that any amount in question in RMB or HK\$ has been or could have been or may be converted at such or another rate or at all.

* *For identification purpose only*