



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)

ANNUAL GENERAL MEETING

FORM OF PROXY

I/We¹ _____ (name)

of _____ (address)

being the registered holder(s) of _____ shares² of HK\$0.00333 each in the capital of Zall Smart Commerce Group Ltd.

(the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or _____ (name)

of _____ (address)

as my/our proxy to attend, and vote for me/us at the annual general meeting (or at any adjournment thereof) of the Company (the "Meeting") to be held at Suite 2101, 21/F, Two Exchange Square, Central, Hong Kong on Thursday, 30 May 2019 at 10:30 a.m. and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS ⁴	FOR ⁵	AGAINST ⁵
1.	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 2018.		
2.	(a) To re-elect Mr. Qi Zhiping as an executive Director;		
	(b) To re-elect Mr. Cui Jinfeng as an executive Director;		
	(c) To re-elect Ms. Min Xueqin as an executive Director;		
	(d) To re-elect Mr. Cheung Ka Fai as an independent non-executive Director; and		
	(e) To re-elect Mr. Zhu Zhengfu as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4.	To re-appoint KPMG as Auditors and authorise the Board to fix their remuneration.		
5.	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.		
6.	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.	Conditional upon the passing of resolutions nos. 5 and 6, to extend the general mandate granted to the Directors to issue, allot and deal with shares pursuant to resolution no. 5 by the number of shares repurchased pursuant to the general mandate granted under resolution no. 6.		

Date: _____

Signature⁶: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The above descriptions of the proposed ordinary resolutions are by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: If you wish to vote for any resolution, tick ("✓") the box marked "For". If you wish to vote against any resolution, tick ("✓") the box marked "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.