

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**POLL RESULTS OF THE  
ANNUAL GENERAL MEETING HELD ON 15 JUNE 2020**

The Board is pleased to announce that the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 15 June 2020.

The board of directors (the “**Board**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 15 June 2020 (the “**AGM**”), the ordinary resolutions set out in the notice of the AGM dated 14 May 2020 (the “**AGM Notice**”) were duly passed by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Directors</b> ”) and the auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2019.	6,969,126,732 (100%)	0 (0%)
2	(a) To re-elect Mr. Yan Zhi as an executive Director;	6,966,809,732 (99.97%)	2,317,000 (0.03%)
	(b) To re-elect Dr. Gang Yu as an executive Director; and	6,964,687,655 (99.94%)	4,439,077 (0.06%)
	(c) To re-elect Mr. Wei Zhe, David as an executive Director.	6,963,728,444 (99.92%)	5,398,288 (0.08%)
3	To authorise the Board to fix the Directors’ remuneration.	6,969,126,732 (100%)	0 (0%)
4	To re-appoint KPMG as Auditors and authorise the Board to fix their remuneration.	6,969,126,732 (100%)	0 (0%)
5	To grant a general mandate to the Directors to allot, issue or otherwise 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.	6,961,427,623 (99.89%)	7,699,109 (0.11%)

ORDINARY RESOLUTIONS		FOR	AGAINST
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.	6,969,126,732 (100%)	0 (0%)
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.	6,961,427,623 (99.89%)	7,699,109 (0.11%)

Shareholders may refer to the circular of the Company dated 14 May 2020 and the AGM Notice for details of the above resolutions. As more than 50% of the votes were cast in favour of resolutions nos. 1 to 7 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 of the Company was 11,782,825,800 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions at the AGM. There were no shares entitling the holders 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 holders were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. None of the shareholders has stated their intention in the Company’s circular dated 14 May 2020 to vote against or 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.

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 Smart Commerce Group Ltd.**  
**Yan Zhi**  
*Co-chairman*

Hong Kong, 15 June 2020

*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.*