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ZALL卓尔智联

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 28 MAY 2021**

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 28 May 2021.

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 28 May 2021 (the “**AGM**”), the ordinary resolutions set out in the notice of the AGM dated 28 April 2021 (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 “ Directors ”) and the auditors of the Company (the “ Auditors ”) for the year ended 31 December 2020. | 6,910,511,310 (99.996%) | 246,000 (0.004%) |
| 2 | (a) To re-elect Mr. Wu Ying as an Independent non-executive Director; | 6,909,987,300 (99.989%) | 770,010 (0.011%) |
| | (b) To re-elect Mr. Cheung Ka Fai as an Independent non-executive Director; and | 6,910,275,310 (99.993%) | 482,000 (0.007%) |
| | (c) To re-elect Mr. Zhu Zhengfu as an Independent non-executive Director. | 6,910,757,310 (100.000%) | 0 (0.000%) |
| 3 | To authorise the Board to fix the Directors’ remuneration. | 6,910,757,310 (100.000%) | 0 (0.000%) |
| 4 | To re-appoint KPMG as Auditors and authorise the Board to fix their remuneration. | 6,910,757,310 (100.000%) | 0 (0.000%) |

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------|
| 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. | 6,905,084,303 (99.918%) | 5,673,007 (0.082%) |
| 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. | 6,910,757,310 (100.000%) | 0 (0.000%) |
| 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. | 6,905,352,303 (99.922%) | 5,405,007 (0.078%) |
| 8 | To approve and adopt the New Share Option Scheme. | 6,905,372,303 (99.922%) | 5,385,007 (0.078%) |

Shareholders may refer to the circular of the Company dated 28 April 2021 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 8 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 28 April 2021 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, 28 May 2021

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