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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  
EXTRAORDINARY GENERAL MEETING HELD ON 10 NOVEMBER 2021**

The Board is pleased to announce that the ordinary resolution set out in the EGM Notice was duly passed by way of poll at the EGM held on 10 November 2021.

The board of directors (the “**Board**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 10 November 2021 (the “**EGM**”), the ordinary resolution set out in the notice of the EGM dated 21 October 2021 (the “**EGM Notice**”) was duly passed by way of poll. The poll result of the EGM is as follows:

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
1.	THAT the Sale and Purchase Agreement and the Disposal, all as defined and described in the circular of the Company dated 21 October 2021, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Sale and Purchase Agreement, the Disposal and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.	1,386,060,890 (100%)	0 (0%)

Shareholders of the Company (the “**Shareholders**”) may refer to the circular of the Company dated 21 October 2021 (the “**Circular**”) and the EGM Notice for details of the above resolution at the EGM. As more than 50% of the votes were cast in favour of the resolution at the EGM, the resolution was duly passed as ordinary resolution of the Company.

As at the date of the EGM, the total number of issued shares of the Company was 11,782,825,800 shares (the “**Shares**”). As disclosed in the Circular, Mr. Yan Zhi (閻志先生) is interested in 6,976,517,268 Shares (representing approximately 59.21% shareholding interest in the Company) and was required to, and had abstained, from voting on the resolution at the EGM. Accordingly, there were a total of 4,806,308,532 Shares entitling the holders to attend and vote on the resolution at the EGM.

Save as disclosed above, no Shareholder was required to abstain from voting on the resolution at the EGM under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

There were no restrictions on any Shareholder to cast votes on the resolution at the EGM.

Tricor Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 10 November 2021

*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. Yu Wei and Mr. Xia Lifeng are executive Directors; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive Directors.*