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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) will be held at Conference Room, Zall International Center, 588 Jianshe Avenue, Wuhan, Hubei, the PRC on Tuesday, 12 April 2022 at 10:30 a.m. for the following purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company. Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular of the Company dated 18 March 2022 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Subscription Agreement entered into between the Company and Zall Holdings (a copy of the Subscription Agreement has been produced to the meeting, marked “A” and signed by the chairman of the meeting for identification purpose) and the consummation of transaction contemplated thereunder as more particularly described in the Circular and the terms and conditions set out in the Subscription Agreement be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in the Subscription Shares on the Stock Exchange, the Directors be and are hereby granted a Specific Mandate to exercise all the powers of the Company to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement; and
- (c) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents, instruments and agreements as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the transaction contemplated thereunder and all other matters incidental thereto or in connection therewith.”

2. “**THAT** BDO Limited be appointed as the external auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and the Board be authorised to fix their remuneration.”

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

Hong Kong, 18 March 2022

Notes:

1. An eligible Shareholder is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy does not need to be a Shareholder.
2. In the case of joint registered holders of any Share, any one of such persons may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof).
4. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Thursday, 7 April 2022 to Tuesday, 12 April 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 6 April 2022.
6. The resolutions set out in this notice will be decided by poll at the EGM.
7. **In order to facilitate the prevention and control of the spreading of the COVID-19 pandemic and to safeguard the health and safety of the Shareholders, the Company encourages its Shareholders to consider appointing the chairman of the EGM as his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending in person.**

8. The following special arrangements will be made for the EGM:

Live streaming webcast

Shareholders not attending the EGM in person may join a live streaming webcast of the EGM where they can view and listen to the EGM. Shareholders that intend to participate in the EGM through such means must contact and register with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, by email at is-enquiries@hk.tricorglobal.com or by telephone hotline at (852) 2980 1333 no later than 5:00 p.m. on 8 April 2022 to obtain a webcast link address and passcode.

Shareholders should note that viewing the live streaming webcast of the EGM will not be counted towards a quorum nor will such participating Shareholders be able to cast their votes online.

Submission of questions prior to and at the EGM

Shareholders can also submit their questions in relation to the matters to be discussed at the EGM (a) in advance by sending them through email to is-enquiries@hk.tricorglobal.com or telephone hotline at (852) 2980 1333 of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited not later than 5:00 p.m. on 8 April 2022; or (b) online during the live streaming webcast. The Company will endeavour to address as many relevant questions as possible at the EGM.

As at the date of this notice, 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.