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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 12 APRIL 2022**

The Board is pleased to announce that the ordinary resolutions set out in the EGM Notice were duly passed by way of poll at the EGM held on 12 April 2022.

Reference is made to the circular (the “**Circular**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) dated 18 March 2022. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that, at the EGM held on 12 April 2022, the ordinary resolutions set out in the notice of the EGM dated 18 March 2022 (the “**EGM Notice**”) were duly passed by way of poll. The poll results of the EGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares under specific mandate. <i>(Note)</i>	992,748,795 100%	0 0%
2.	To approve the appointment of BDO Limited as the external auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.	8,167,434,663 100%	0 0%

Note: Based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy, 8,167,434,663 Shares were voted for the resolution regarding the Subscription (the “**Subscription Resolution**”). Among which, 7,174,685,868 Shares voted for such resolution were held by Mr. Yan Zhi, Zall Holdings and/or Zall Development. Since Mr. Yan Zhi, Zall Holdings and Zall Development were required to abstain from voting on the Subscription Resolution in accordance with the Listing Rules, such 7,174,685,868 Shares voted and held by them were not counted for the purpose of calculating the votes on the Subscription Resolution. Accordingly, only 992,748,795 Shares in total were counted for calculating the votes on the Subscription Resolution.

Shareholders may refer to the Circular and the EGM Notice for details of the above resolutions at the EGM. As more than 50% of the votes were cast in favour of each of the resolutions at the EGM, each of the resolutions was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 11,782,825,800. As disclosed in the Circular, Mr. Yan Zhi, Zall Holdings and Zall Development together are interested in 7,392,255,868 Shares, representing approximately 62.74% of the total issued share capital of the Company, and were required to abstain from voting on the Subscription Resolution at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the Subscription Resolution at the EGM was 4,390,569,932. As regards the resolution regarding the Appointment, the total number of Shares entitling the holders to attend and vote on the same at the EGM was 11,782,825,800.

Save as disclosed above, no Shareholder was required to abstain from voting on any resolution at the EGM under the Listing Rules and none of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any resolution at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules. There was no restriction on any Shareholder to cast votes on the resolutions 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. All Directors attended the EGM.

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

Hong Kong, 12 April 2022

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.