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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

This announcement is made by Zall Smart Commerce Group Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend and restate the articles of association of the Company (the “**Articles of Association**”). Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. Furthermore, the Company proposes to modernise and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposes to amend the Articles of Association for the purposes of, among other things, (i) bringing the Articles of Association to be in line with the amendments made to Listing Rules and the applicable laws of the Cayman Islands; (ii) allowing (but not requiring) general meetings to be held as an electronic meeting and/or a hybrid meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to or in lieu of a physical meeting where the Shareholders attend in person; and (iii) making certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying the existing practice and making consequential amendments to be in line with the amendments to the Articles of Association (collectively, the “**Proposed Amendments**”).

At the upcoming annual general meeting of the Company (the “**2022 AGM**”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed adoption of a new set of amended and restated Articles of Association incorporating the Proposed Amendments in substitution for and to the exclusion of the existing Articles of Association.

A circular containing, amongst other things, further information regarding the Proposed Amendments, together with the notice of the 2022 AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 13 May 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 the executive directors of the Company; and Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are the independent non-executive directors of the Company.