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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 JUNE 2022**

The Board is pleased to announce that the ordinary resolutions and special resolution set out in the AGM Notice were duly passed by way of poll at the AGM held on 28 June 2022.

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 June 2022 (the “**AGM**”), the ordinary resolutions and special resolution set out in the notice of the AGM dated 20 May 2022 (the “**AGM Notice**”) were duly passed by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		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 auditor of the Company (the “ Auditor ”) for the year ended 31 December 2021.	8,727,961,857 96.61%	306,244,380 3.39%
2	(a) To re-elect Dr. Gang Yu as an Executive Director;	8,718,348,289 96.50%	315,857,948 3.50%
	(b) To re-elect Mr. Wei Zhe, David as an Executive Director;	8,718,502,289 96.51%	315,703,948 3.49%
	(c) To re-elect Mr. Qi Zhiping as an Executive Director;	8,713,924,289 96.45%	320,281,948 3.55%
	(d) To re-elect Mr. Yu Wei as an Executive Director; and	8,718,600,289 96.51%	315,605,948 3.49%
	(e) To re-elect Mr. Xia Lifeng as an Executive Director.	8,714,176,289 96.46%	320,029,948 3.54%

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
3	To authorize the Board to fix the Directors' remuneration.	8,727,969,237 96.61%	306,237,000 3.39%
4	To re-appoint BDO Limited as Auditor and authorise the Board to fix their remuneration.	8,727,969,237 96.61%	306,237,000 3.39%
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.	8,708,192,903 96.39%	326,013,334 3.61%
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.	8,727,969,237 96.61%	306,237,000 3.39%
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.	8,708,192,903 96.39%	326,013,334 3.61%
SPECIAL RESOLUTION		No. of Votes (%)	
		FOR	AGAINST
8	To adopt the amended and restated Articles of Association (as defined in the Circular dated 20 May 2022) as the new Articles of Association in substitution for and to the exclusion of the existing Articles of Association with immediate effect and authorize any one Director or officer of the Company to do all things necessary to implement the adoption of the new Articles of Association.	8,712,616,903 96.44%	321,589,334 3.56%

Note: The full text of Resolutions 1 to 8 are set out in the AGM Notice.

Shareholders may refer to the circular of the Company dated 20 May 2022 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 7 at the AGM, the resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolution 8, the resolution was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 12,382,825,800 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 20 May 2022 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.

All directors of the Company attended the AGM in person or by electronic means.

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

Hong Kong, 28 June 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.