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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 MAY 2024**

The Board is pleased to announce that the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 28 May 2024.

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 May 2024 (the “**AGM**”), the ordinary resolutions set out in the notice of the AGM dated 25 April 2024 (the “**AGM Notice**”) were duly passed by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS ^(Note)		No. of Votes (approximate %)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Director(s) ”) and the auditors of the Company (the “ Auditors ”) for the year ended 31 December 2023.	9,120,267,868 (99.9999%)	7,380 (0.0001%)
2.	(a) To re-elect Mr. Qi Zhiping as an executive Director;	9,113,775,248 (99.9287%)	6,500,000 (0.0713%)
	(b) To re-elect Mr. Yu Wei as an executive Director;	9,113,929,248 (99.9304%)	6,346,000 (0.0696%)
	(c) To re-elect Ms. Fan Xiaolan as an executive Director;	9,120,275,248 (100.0000%)	0 (0.0000%)
	(d) To re-elect Mr. Wu Ying as an independent non-executive Director.	9,113,929,248 (99.9304%)	6,346,000 (0.0696%)
3.	To authorise the Board to fix the Directors’ remuneration.	9,120,275,248 (100.0000%)	0 (0.0000%)

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of Votes (approximate %)	
		FOR	AGAINST
4.	To appoint Baker Tilly Hong Kong Limited as Auditor to hold office until the conclusion of the next annual general meeting, and to authorise the Directors to fix their remuneration.	9,120,275,248 (100.0000%)	0 (0.0000%)
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.	9,110,824,868 (99.8964%)	9,450,380 (0.1036%)
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.	9,120,275,248 (100.0000%)	0 (0.0000%)
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.	9,110,824,868 (99.8964%)	9,450,380 (0.1036%)

Note: The full text of resolutions 1 to 7 are set out in the AGM Notice.

Shareholders may refer to the circular of the Company dated 25 April 2024 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, all resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 12,399,505,800, 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 his/her/its intention in the Company’s circular dated 25 April 2024 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.

Union Registrars 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 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 May 2024

As at the date of this announcement, the Board comprises eight members, of which Mr. Yan Zhi, Dr. Gang Yu, Mr. Qi Zhiping, Mr. Yu Wei and Ms. Fan Xiaolan are executive Directors; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive Directors.