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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)**

**PERFORMANCE GUARANTEE IN RELATION TO  
THE VERY SUBSTANTIAL ACQUISITION**

This announcement is made by Zall Smart Commerce Group Ltd. (the “**Company**”) pursuant to Rules 14.36B and 14A.63 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements of the Company dated 13 November 2016, 26 April 2023, 25 May 2023, 26 July 2023 and 29 December 2023 (collectively, the “**Announcements**”), the 2024 interim report of the Company dated 30 August 2024 and the circular of the Company dated 15 February 2017 (the “**Circular**”) in relation to the acquisition of the Target Companies. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

Vendor D has sold a total of 66,677,559 unreleased Consideration Shares to an independent third party purchaser at HK\$0.25 per share after taking into account the market condition (including the market price and trading volume of the shares of the Company) then subsisting pursuant to an agreement entered into among Vendor D and the said independent third party purchaser on 20 December 2024. The transaction was completed on 30 December 2024. The proceeds received from such sale had been remitted to the Purchaser as compensation for the loss suffered by it.

By order of the Board of  
**Zall Smart Commerce Group Ltd.**  
**Yan Zhi**  
*Chairman*

Hong Kong, 30 December 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.*