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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) will be held at Conference Room, Zall International Center, 588 Jianshe Avenue, Wuhan, Hubei, the PRC on Wednesday, 12 March 2025 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification(s) the following resolution(s) as ordinary resolution(s) of the Company. Unless otherwise indicated, words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular of the Company dated 19 February 2025 (the “**Circular**”):

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the Subscription Agreement entered into between the Company and Zall Holdings (a copy of the Subscription Agreement has been produced to the EGM, marked “A” and signed by the chairman of the EGM for identification purpose) and the consummation of transactions contemplated thereunder as more particularly described in the Circular and the terms and conditions set out in the Subscription Agreement be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in the Subscription Shares on the Stock Exchange, the Directors be and are hereby granted a Specific Mandate to exercise all the powers of the Company to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement; and

- (c) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents, instruments and agreements (whether under common seal or not) as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, including, without limitation, the allotment and issue of the Subscription Shares under the relevant specific mandate.”

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

Hong Kong, 19 February 2025

*Notes:*

1. An eligible Shareholder is entitled to appoint one or, if he/she holds two or more Shares, more proxies to attend and vote in his/her stead. A proxy does not need to be a Shareholder.
2. In the case of joint registered holders of any Share, any one of such persons may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof).
4. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Friday, 7 March 2025 to Wednesday, 12 March 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 6 March 2025.
6. The resolution(s) set out in this notice will be decided by poll at the EGM.

*As at the date of this notice, 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.*