

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)

EXTRAORDINARY GENERAL MEETING FORM OF PROXY

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares² (the “Shares”) of HK\$0.00333 each
in the capital of Zall Smart Commerce Group Ltd. (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³
or _____ (name)
of _____ (address)
as my/our proxy to attend, and vote for me/us at the extraordinary general meeting (or at any adjournment thereof) of
the Company (the “Meeting”) to 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. and to vote for me/us as indicated below or, if
no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the Subscription Agreement (as defined in the circular of the Company dated 19 February 2025 (the “Circular”)) and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares (as defined in the Circular) under specific mandate.		

Date: _____

Signature⁵: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: If you wish to vote for the resolution, tick (“✓”) the box marked “For”. If you wish to vote against the resolution, tick (“✓”) the box marked “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, 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 Meeting or any adjournment thereof.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, 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.
8. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
9. The description of the resolution(s) is by way of summary. The full text of the resolution(s) is set out in the notice of the Meeting dated 19 February 2025.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.