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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
EXTRAORDINARY GENERAL MEETING HELD ON
12 MARCH 2025**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the EGM of Zall Smart Commerce Group Ltd. (the “**Company**”) both dated 19 February 2025 in relation to, among other things, the Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board hereby announces that, at the EGM held on Wednesday, 12 March 2025, the proposed ordinary resolution as set out in the Notice (the “**Resolution**”) was not passed by the Shareholders by way of poll. The poll results of the EGM are as follows:

ORDINARY RESOLUTION	Number of votes cast (Approximate percentage)	
	FOR	AGAINST
To approve the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares under specific mandate.	600,820,641 (42.19%) ^(Note)	823,244,000 (57.81%)

Note: Based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy, 2,600,820,641 Shares were voted for the Resolution, among which 2,000,000,000 Shares were held by Zall Development. Since Mr. Yan Zhi, Zall Holdings and Zall Development were required to abstain from voting on the Resolution in accordance with the Listing Rules, such 2,000,000,000 Shares voted and held by Zall Development were not counted for the purpose of calculating the number of votes for the Resolution. Accordingly, only 600,820,641 Shares in total were counted for calculating the number of votes for the Resolution.

Shareholders may refer to the Notice for full text of the Resolution. As less than 50% of the votes were cast in favour of the Resolution, the Resolution was not passed as an ordinary resolution of the Company at the EGM.

As at the date of the EGM, the total number of issued Shares was 12,399,505,800. As disclosed in the Circular, Mr. Yan Zhi, Zall Holdings and Zall Development together are interested in 8,707,139,868 Shares, representing approximately 70.22% of the total issued share capital of the Company, and were required to abstain from voting on the Resolution at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the Resolution at the EGM was 3,692,365,932.

Save as disclosed above, no Shareholder was required to abstain from voting on the Resolution at the EGM under the Listing Rules and none of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein, there was no restriction on any Shareholder to cast votes on the Resolution at the EGM.

Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking. All Directors attended the EGM in person or by way of electronic means.

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

Hong Kong, 12 March 2025

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; and Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive Directors.