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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

PRECAUTIONARY MEASURES AT THE EXTRAORDINARY GENERAL MEETING

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus Pneumonia (COVID-19) at the EGM, including:

- compulsory body temperature checks
- submission of health declaration form
- mandatory wearing of a face mask for each attendee
- no provision of refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the EGM in person.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) will be held at Suite 2101, 21/F, Two Exchange Square, Central, Hong Kong on Wednesday, 3 August 2022 at 10:30 a.m. for the following purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company. Capitalised terms used in this notice of EGM shall have the same meaning as those defined in the circular of the Company dated 15 July 2022 (the “**Circular**”) unless content requires otherwise.

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 1,500,000 Connected Awarded Shares to Mr. Yan Zhi be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 1,500,000 Shares to Futu Trustee Limited to hold on trust for Mr. Yan Zhi.”

2. “**THAT** the grant of 270,000 Connected Awarded Shares to Dr. Gang Yu be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 270,000 Shares to Futu Trustee Limited to hold on trust for Dr. Gang Yu.”
3. “**THAT** the grant of 270,000 Connected Awarded Shares to Mr. Wei Zhe, David be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 270,000 Shares to Futu Trustee Limited to hold on trust for Mr. Wei Zhe, David.”
4. “**THAT** the grant of 1,380,000 Connected Awarded Shares to Mr. Qi Zhiping be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 1,380,000 Shares to Futu Trustee Limited to hold on trust for Mr. Qi Zhiping.”
5. “**THAT** the grant of 550,000 Connected Awarded Shares to Mr. Xia Lifeng be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 550,000 Shares to Futu Trustee Limited to hold on trust for Mr. Xia Lifeng.”
6. “**THAT** the grant of 290,000 Connected Awarded Shares to Mr. Yu Wei be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 290,000 Shares to Futu Trustee Limited to hold on trust for Mr. Yu Wei.”
7. “**THAT** the grant of 180,000 Connected Awarded Shares to Mr. Cheung Ka Fai be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 180,000 Shares to Futu Trustee Limited to hold on trust for Mr. Cheung Ka Fai.”
8. “**THAT** the grant of 180,000 Connected Awarded Shares to Mr. Wu Ying be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 180,000 Shares to Futu Trustee Limited to hold on trust for Mr. Wu Ying.”
9. “**THAT** the grant of 180,000 Connected Awarded Shares to Mr. Zhu Zhengfu be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 180,000 Shares to Futu Trustee Limited to hold on trust for Mr. Zhu Zhengfu.”

10. “**THAT** the grant of 1,200,000 Connected Awarded Shares to Mr. Sun Wei be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 1,200,000 Shares to Futu Trustee Limited to hold on trust for Mr. Sun Wei.”
11. “**THAT** the grant of 600,000 Connected Awarded Shares to Mr. Bai Rui be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 600,000 Shares to Futu Trustee Limited to hold on trust for Mr. Bai Rui.”
12. “**THAT** the grant of 500,000 Connected Awarded Shares to Mr. Pan Fujie be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 500,000 Shares to Futu Trustee Limited to hold on trust for Mr. Pan Fujie.”
13. “**THAT** the grant of 100,000 Connected Awarded Shares to Ms. Mo Yuping be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 100,000 Shares to Futu Trustee Limited to hold on trust for Ms. Mo Yuping.”

By order of the Board
Zall Smart Commerce Group Ltd.
Yan Zhi
Co-chairman

Hong Kong, 15 July 2022

Notes:

1. An eligible shareholder of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy does not need to be a shareholder of the Company.
2. In the case of joint registered holders of any share of the Company, 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 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 of the Company 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, 29 July 2022 to Wednesday, 3 August 2022 (both days inclusive), during which period no transfer of shares of the Company 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 28 July 2022.
6. The resolutions set out in this notice will be decided by poll at the EGM.
7. **In order to facilitate the prevention and control of the spreading of the Novel Coronavirus (COVID-19) pandemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the EGM as his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending in person.**

As at the date of this notice, the Board comprises nine members, of which Mr. Yan Zhi, Dr. Gang Yu, Mr. Wei Zhe, David, Mr. Qi Zhiping, Mr. Yu Wei and Mr. Xia Lifeng are executive Directors; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive Directors.