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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 THE EXTRAORDINARY GENERAL MEETING HELD ON 3 AUGUST 2022**

Reference is made to the circular (the “**Circular**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (“**EGM**”) dated 15 July 2022. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board announces that (i) the ordinary resolutions (the “**Resolutions**”) numbered 2 to 13 as set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 3 August 2022; and (ii) the Resolution numbered 1 was not passed at the EGM.

Details of the poll results of the EGM are set out below:

<b>ORDINARY RESOLUTIONS</b> <i>(Note 1)</i>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, confirm and ratify the grant of 1,500,000 Connected Awarded Shares to Mr. Yan Zhi. <i>(Note 2)</i>	223,026,165 (40.99%)	321,127,149 (59.01%)
2.	To approve, confirm and ratify the grant of 270,000 Connected Awarded Shares to Dr. Gang Yu.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
3.	To approve, confirm and ratify the grant of 270,000 Connected Awarded Shares to Mr. Wei Zhe, David.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
4.	To approve, confirm and ratify the grant of 1,380,000 Connected Awarded Shares to Mr. Qi Zhiping.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
5.	To approve, confirm and ratify the grant of 550,000 Connected Awarded Shares to Mr. Xia Lifeng.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
6.	To approve, confirm and ratify the grant of 290,000 Connected Awarded Shares to Mr. Yu Wei.	8,783,687,033 (96.47%)	321,127,149 (3.53%)

<b>ORDINARY RESOLUTIONS</b> <i>(Note 1)</i>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
7.	To approve, confirm and ratify the grant of 180,000 Connected Awarded Shares to Mr. Cheung Ka Fai.	8,779,165,033 (96.42%)	325,649,149 (3.58%)
8.	To approve, confirm and ratify the grant of 180,000 Connected Awarded Shares to Mr. Wu Ying.	8,779,165,033 (96.42%)	325,649,149 (3.58%)
9.	To approve, confirm and ratify the grant of 180,000 Connected Awarded Shares to Mr. Zhu Zhengfu.	8,779,165,033 (96.42%)	325,649,149 (3.58%)
10.	To approve, confirm and ratify the grant of 1,200,000 Connected Awarded Shares to Mr. Sun Wei.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
11.	To approve, confirm and ratify the grant of 600,000 Connected Awarded Shares to Mr. Bai Rui.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
12.	To approve, confirm and ratify the grant of 500,000 Connected Awarded Shares to Mr. Pan Fujie.	8,783,687,033 (96.47%)	321,127,149 (3.53%)
13.	To approve, confirm and ratify the grant of 100,000 Connected Awarded Shares to Ms. Mo Yuping.	8,783,687,033 (96.47%)	321,127,149 (3.53%)

*Notes:*

- Shareholders may refer to the EGM Notice for full text of the Resolutions.
- Based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy, 7,383,151,433 Shares were voted for Resolution numbered 1, among which 7,160,125,268 Shares were held by Mr. Yan Zhi, Zall Holdings and/or Zall Development. Since Mr. Yan Zhi, Zall Holdings and Zall Development were required to abstain from voting on Resolution numbered 1 in accordance with the Listing Rules, such 7,160,125,268 Shares voted and held by them were not counted for the purpose of calculating the number of votes for Resolution numbered 1. Accordingly, only 223,026,165 Shares in total were counted for calculating the number of votes for Resolution numbered 1.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 2 to 13 at the EGM, each of the Resolutions numbered 2 to 13 was duly passed as an ordinary resolution of the Company. As less than 50% of the votes were cast in favour of the Resolution numbered 1, the Resolution numbered 1 was not passed at the EGM.

As at the date of the EGM, the total number of issued Shares was 12,382,825,800 Shares. Each of Mr. Yan Zhi, Dr. Gang Yu, Mr. Qi Zhiping, Mr. Xia Lifeng and Mr. Sun Wei (including their respective associates) was interested in 8,693,083,868 Shares, 102,490,840 Shares, 9,966,097 Shares, 348,000 Shares and 402,953 Shares respectively and save as disclosed above, each had abstained from voting on the relevant Resolution relating to the grant of the Connected Awarded Shares to each of them at the EGM. The number of Shares entitling the Independent Shareholders to attend and vote on the Resolutions numbered 1, 2, 4, 5 and 10 was 3,689,741,932 Shares, 12,280,334,960 Shares, 12,372,859,703 Shares, 12,382,477,800 Shares and 12,382,422,847 Shares respectively. The number of Shares entitling the Independent Shareholders to attend and vote on each of the Resolutions numbered 3, 6, 7, 8, 9, 11, 12 and 13 was 12,382,825,800 Shares. Save as disclosed above,

no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the EGM. No Shareholder was entitled to attend the EGM but was required to abstain from voting in favour of the Resolutions pursuant to Rule 13.40 of the Listing Rules.

Tricor Investor Services Limited, the 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.

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

Hong Kong, 3 August 2022

*As at the date of this announcement, 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.*