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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)

RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Zall Smart Commerce Group Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces the following changes in composition of the Board.

I. RESIGNATION OF EXECUTIVE DIRECTOR

With effect from 1 January 2024, Mr. Xia Lifeng (“**Mr. Xia**”) will resign as an executive Director due to he wishes to devote more time to his other work and personal commitment.

Mr. Xia has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Xia for his invaluable contributions to the Company during his tenure of office.

II. APPOINTMENT OF EXECUTIVE DIRECTOR

With effect from 1 January 2024, Ms. Fan Xiaolan (“**Ms. Fan**”) will be appointed as an executive Director. The biographical details of Ms. Fan are as follows:

Ms. Fan, aged 54, joined the Group in May 2022, is the chairlady of North Hankou Group Ltd.* (漢口北集團有限公司), a subsidiary of the Company, and is primarily responsible for the operation and day-to-day management of the North Hankou business of the Group. Ms. Fan has over 15 years of experience in corporate strategy and operations management. Prior joining the Group, Ms. Fan served as vice president of Hubei Yihua Group Ltd.* (湖北宜化集團有限責任公司) during 2008 to 2012, and served as deputy secretary and mayor of the Municipal Party Committee of Dangyang Municipal Government during 2007 to 2008, she also served as secretary of the Youth League Committee and secretary of the Party Leadership Group of Yichang City during 2003 to 2007. Ms. Fan is a member of the board of supervisors of Wuhan Huazhong CNC Co., Ltd.* (武漢華中數控股份有限公司), which is listed on the Shenzhen Stock Exchange, since April 2021, and re-designated as the chairlady of the board of supervisors since April 2022. She is also a member of the board of supervisors of Hanshang Group Co., Ltd.* (漢商集團股份有限公司), which is listed on the Shanghai

Stock Exchange, since March 2022. Further, since 2012, Ms. Fan has served as a director of Zall Holdings Ltd.* (卓爾控股有限公司), a company held as to 99.95% as of the date of this announcement by Mr. Yan Zhi, an executive Director. Ms. Fan obtained a master degree in Executive Master of Business Administration (EMBA) from Cheung Kong Graduate School of Business in 2015.

Ms. Fan has entered into a service contract (the “**Service Contract**”) with the Company under which she is appointed for a term of three years unless and until terminated by either party by serving not less than three months’ written notice, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company. Pursuant to the Service Contract, Ms. Fan is entitled to a remuneration of HK\$240,000 per annum and such other fringe benefit and bonus as the remuneration committee (the “**Remuneration Committee**”) of the Company shall determine. The remuneration of Ms. Fan has been reviewed by the Remuneration Committee and was determined with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions. The remuneration of Ms. Fan is subject to review by the Board and the Remuneration Committee from time to time. As at the date of this announcement, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Ms. Fan is interested, or deemed to be interested in, 270,000 shares of the Company.

Save as disclosed herein, as at the date of this announcement, Ms. Fan confirms that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company (the “**Shareholder(s)**”) (having the meaning ascribed to it under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)); (ii) she has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO; and (iv) there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to her appointment.

The Board would like to take this opportunity to welcome Ms. Fan to join the Board.

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

Hong Kong, 29 December 2023

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

* For identification purposes only