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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)

CHANGE OF AUDITOR

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Zall Smart Commerce Group Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

RESIGNATION OF AUDITOR

The Board announces that KPMG has resigned as the auditor of the Company with effect from 11 November 2021 as KPMG and the Company could not reach a consensus on the audit fee for the year ending 31 December 2021.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board there is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company’s shareholders and creditors. KPMG has therefore not issued such confirmation.

The Board and the audit committee of the Company (the “**Audit Committee**”) also confirmed that, save for the audit fee for the year ending 31 December 2021, there is no disagreement between KPMG and the Company, and there is no other matter in respect of the resignation of KPMG as the auditor of the Company that needs to be brought to the attention of the shareholders or creditors of the Company.

The Board further confirmed that KPMG has not yet commenced any review or audit work on the financial statements of the Group for the year ending 31 December 2021. It is therefore expected that the change of auditor will not have any significant impact on the annual audit and the release of annual results of the Group for the year ending 31 December 2021.

The Board would like to take this opportunity to express its sincere gratitude to KPMG for its professional and quality services rendered to the Company during the past years.

APPOINTMENT OF AUDITOR

The Board, with the recommendation of the Audit Committee, has resolved to appoint BDO Limited as the external auditor of the Company with effect from 11 November 2021 to fill the vacancy following the resignation of KPMG and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Article 155 of the articles of association of the Company, the Board may fill any casual vacancy in the office of auditor and fix the remuneration of the auditor so appointed. Accordingly, no extraordinary general meeting will be held for such purpose.

The Board has confirmed that it is not aware of any matter in relation to the change of auditor that needs to be brought to the attention of holders of securities of the Company.

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

Hong Kong, 11 November 2021

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.