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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  
ANNUAL GENERAL MEETING HELD ON 25 MAY 2023**

The Board is pleased to announce that the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 25 May 2023.

The board of directors (the “**Board**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 25 May 2023 (the “**AGM**”), the ordinary resolutions set out in the notice of the AGM dated 26 April 2023 (the “**AGM Notice**”) were duly passed by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS <sup>(Note)</sup>		No. of Votes (approximate %)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and the auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2022.	8,964,818,874 96.89%	287,562,380 3.11%
2.	(a) To re-elect Mr. Yan Zhi as an executive Director;	8,961,711,754 96.86%	290,669,500 3.14%
	(b) To re-elect Mr. Cheung Ka Fai as an independent non-executive Director;	8,958,414,254 96.82%	293,967,000 3.18%
	(c) To re-elect Mr. Zhu Zhengfu as an independent non-executive Director.	8,964,826,254 96.89%	287,555,000 3.11%
3.	To authorise the Board to fix the Directors’ remuneration.	8,964,826,254 96.89%	287,555,000 3.11%

ORDINARY RESOLUTIONS <sup>(Note)</sup>		No. of Votes (approximate %)	
		FOR	AGAINST
4.	To appoint Baker Tilly Hong Kong Limited as Auditor to hold office until the conclusion of the next annual general meeting, and to authorise the Directors to fix their remuneration.	8,964,826,254 96.89%	287,555,000 3.11%
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with shares of the Company not exceeding 20% of the total number of shares in issue as at the date of passing this resolution.	8,955,146,368 96.79%	297,234,886 3.21%
6.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares in issue as at the date of passing this resolution.	8,964,826,254 96.89%	287,555,000 3.11%
7.	Conditional upon the passing of resolutions nos. 5 and 6, to extend the general mandate granted to the Directors to issue, allot and deal with shares pursuant to resolution no. 5 by the number of shares repurchased pursuant to the general mandate granted under resolution no. 6.	8,955,146,368 96.79%	297,234,886 3.21%

*Note:* The full text of resolutions 1 to 7 are set out in the AGM Notice.

Shareholders may refer to the circular of the Company dated 26 April 2023 and the AGM Notice for details of the above resolutions. As more than 50% of the votes were cast in favour of resolutions nos. 1 to 7 at the AGM, all resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 12,399,505,800, which was the total number of shares entitling the holders to attend and vote on the resolutions at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no holders were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. None of the shareholders has stated his/her/its intention in the Company’s circular dated 26 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.

There were no restrictions on any shareholder to cast votes on any of the resolutions at the AGM.

Union Registrars Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer at the AGM for the purpose of vote-taking.

All Directors attended the AGM in person or by electronic means.

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

Hong Kong, 25 May 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.*