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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 28 MAY 2026**

The Board is pleased to announce that all the proposed ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 28 May 2026.

References are made to the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of Zall Smart Commerce Group Ltd. (the “**Company**”) both dated 23 April 2026. Unless the context requires otherwise, capitalised terms used herein shall have the same meaning as those defined in the AGM Circular.

The Board is pleased to announce that at the AGM held on 28 May 2026, all the proposed ordinary resolutions set out in the AGM Notice were duly passed by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Votes Cast (approximate%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2025.	7,766,676,319 (96.4268%)	287,801,000 (3.5732%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Votes Cast (approximate %)	
		FOR	AGAINST
2.	(a) To re-elect Ms. Fan Xiaolan as an executive Director;	7,761,567,319 (96.3634%)	292,910,000 (3.6366%)
	(b) To re-elect Mr. Cheung Ka Fai as an independent non-executive Director;	7,758,876,319 (96.3300%)	295,601,000 (3.6700%)
	(c) To re-elect Mr. Zhu Zhengfu as an independent non-executive Director.	7,758,876,319 (96.3300%)	295,601,000 (3.6700%)
3.	To authorise the Board to fix the Directors' remuneration.	7,766,922,319 (96.4299%)	287,555,000 (3.5701%)
4.	To re-appoint Baker Tilly Hong Kong Limited as Auditor to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.	7,766,922,319 (96.4299%)	287,555,000 (3.5701%)
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 (excluding treasury shares, if any) as at the date of passing this resolution.	7,758,876,319 (88.7726%)	981,290,000 (11.2274%)
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 (excluding treasury shares, if any) as at the date of passing this resolution.	7,766,922,319 (88.8647%)	973,244,000 (11.1353%)
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.	7,758,876,319 (88.7726%)	981,290,000 (11.2274%)

Note: The full text of the above resolutions is set out in the AGM Notice.

As more than 50% of the votes were cast in favour of the above resolutions 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 was 12,399,505,800, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. None of the Shareholders has stated his/her/its intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

As at the date of the AGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) and as such no voting rights of treasury shares were exercised at the AGM; and (ii) no repurchased Shares which were pending cancellation and should be excluded from the total number of issued Shares for the purpose of 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.

The executive Directors, namely Dr. Gang Yu, Mr. Qi Zhiping, Mr. Yu Wei and Ms. Fan Xiaolan, and the independent non-executive Directors, namely Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu, attended the AGM in person or by electronic means.

By order of the Board
Zall Smart Commerce Group Ltd.
Yan Zhi
Chairman

Hong Kong, 28 May 2026

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 Ms. Fan Xiaolan are executive Directors; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive Directors.