



**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)**

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR  
ELECTION AS A DIRECTOR**

- Where notice of an annual general meeting includes the election of directors of the Company (the “**Director(s)**”), any shareholder of the Company (“**Shareholder**”) may propose the election of any person as a Director at the annual general meeting.
- Pursuant to Article 85 of the articles of association of the Company, if a Shareholder wishes to propose a person other than a retiring Director for election as a Director at any general meeting (including the annual general meeting), the Shareholder must deposit a written notice (the “**Shareholder's Notice**”) to the principal office of business of the Company in Hong Kong at Suite 601, 6th Floor, Tower One, 89 Queensway, Hong Kong, or the branch share registrar of the Company, Union Registrars Limited (the “**Share Registrar**”) at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for the attention of the company secretary of the Company (the “**Company Secretary**”).
- The Shareholder's Notice must state clearly the name of the Shareholder and his/her/their shareholding in the Company, the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned (other than the person to be proposed). The Shareholder's Notice must also be accompanied by a notice (the “**Election Notice**”) signed by the person proposed of his/her willingness to be elected as a Director.
- The Shareholder's Notice and the Election Notice must be lodged with the Company in accordance with the above within the period commencing no earlier than the day after the despatch of the notice of the general meeting of the Company appointed for election of Directors and ending no later than seven (7) days prior to the date of such general meeting, provided that such period shall be at least seven (7) days.
- The Company will check the Shareholder's Notice and the Election Notice and the identity and the shareholding of the Shareholder will be verified with the Share Registrar. If both the Shareholder's Notice and the Election Notice are found to be proper and in order, the Company Secretary will ask the board of Directors to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.