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Zall Group Ltd.

卓爾集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Zall Group Ltd. (the “**Company**”) will be held at Suite 2101, 21/F, Two Exchange Square, Central, Hong Kong on Thursday, 18 January 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

Capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 11 December 2017 to the Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTION

“THAT

- (a) the Framework Agreement (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) entered into between the Purchaser, the Company, Zall Development Investment, Mr. Yan and the Vendors in relation to the proposed acquisition of the Second Target Equity Interest, representing approximately 8.36% of the total equity interest of the Project Company for the consideration of approximately RMB307 million; and a proposed acquisition of the Subsequent Target Equity Interest representing approximately 6% of the total equity interest of the Project Company for the consideration of approximately RMB220.5 million, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Framework Agreement and the transactions contemplated thereunder.”

By Order of the Board
Zall Group Ltd.
Yan Zhi
Co-chairman

Hong Kong, 11 December 2017

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time designated for holding of the EGM or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof should they so wish and in such event the relevant form of proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises eight members, of which Mr. Yan Zhi, Dr. Gang Yu, Mr. Wei Zhe, David, Mr. Cui Jinfeng and Mr. Peng Chi as executive directors of the Company; Mr. Cheung Ka Fai, Mr. Wu Ying and Mr. Zhu Zhengfu are independent non-executive directors of the Company.