ZALL 卓尔

Zall Group Ltd.

卓 爾 集 團 股 份 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION

Reference is made to (i) the announcement of the Company dated 11 October 2017, and the circular of the Company dated 14 February 2018 (the "**Circular**") in relation to, among other things, the Acquisition and the Subscription; and (ii) the announcement of the Company dated 5 March 2018 in relation to the poll results of the extraordinary general meeting of the Company held on the same day. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION

The Board is pleased to announce that upon obtaining the approval of the Shareholders at the EGM, all conditions precedent set out in the Agreement have been fulfilled or otherwise waived, and the Completion took place on 28 March 2018 (the "**Completion Date**") in accordance with the terms and conditions of the Agreement.

The Purchaser, the Vendors and Mr. Zhi Jianpeng entered into the Shareholders' Agreement with the Target Group, OPCO and the Operating Subsidiaries on the Completion Date, which set out the arrangements in relation to their participation and arrangement of the affairs of the Target Company. Further details of the Shareholders' Agreement are set out in the Circular.

Following the Completion and the entering into of the New Structured Contracts, members of the Target Group became non-wholly owned subsidiaries of the Company. As the Company obtained control over the Target Group, the financial results of the Target Group are consolidated into the results of the Company.

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

Hong Kong, 28 March 2018

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