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**ZJLD Group Inc**  
**珍酒李渡集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6979)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ZJLD Group Inc (the “**Company**”) will be held at Room A102, 1st Floor, Block A, Meeting Centre, Jianguo Hotel Zunyi, the intersection of Ping’an Avenue and Loushan road, Xinpu new district, Zunyi City, Guizhou Province, PRC on Friday, June 21, 2024 at 2:00 p.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023.
2. To declare a final dividend of HKD0.18 per share for the year ended December 31, 2023.
3. To re-elect and elect the following Directors and to authorize the Board to fix the respective Directors’ remuneration:
  - (a) to re-elect Ms. Zhu Lin as an executive Director;
  - (b) to re-elect Mr. Luo Yonghong as an executive Director;
  - (c) to re-elect Mr. Sun Zheng as a non-executive Director;
  - (d) to elect Mr. Huang Ching-Shuan Johnson as an independent non-executive Director; and
  - (e) to authorize the Board to fix the respective Directors’ remuneration.
4. To re-appoint KPMG as the auditor of the Company for the year ending December 31, 2024 and to authorize the Board to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company, to make or grant offers, agreements and options and to sell and/or transfer Shares out of treasury that are held as treasury shares which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted, and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares (including the sale and/or transfer of any Shares out of treasury and are held as treasury shares) in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued, and treasury shares that may be sold and transferred or agreed conditionally or unconditionally to be sold and transferred by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

#### **SPECIAL RESOLUTION**

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the amendments to the existing articles of association of the Company (the “**Amendments**”) set out in Appendix III to the circular of the Company dated April 23, 2024 of which this notice forms part be and are hereby approved and the fifth amended and restated articles of association incorporating the Amendments (the “**New Articles of Association**”) (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and any one of the Directors or company secretary of the Company be and is hereby authorised to do all such acts and things necessary to effect and record the adoption of the New Articles of Association.”

By Order of the Board

**ZJLD Group Inc**

**Mr. Wu Xiangdong**

*Executive Director and Chairman of the Board*

Hong Kong, April 23, 2024

*Notes:*

1. Unless the context otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated April 23, 2024.
2. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 2:00 p.m. on Wednesday, June 19, 2024) or any adjournment (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, June 17, 2024 to Friday, June 21, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, June 14, 2024.
6. For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Friday, June 28, 2024 to Thursday, July 4, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 27, 2024.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. Wu Xiangdong, Mr. Yan Tao, Ms. Zhu Lin, Mr. Luo Yonghong and Mr. Ng Kwong Chue Paul, as executive Directors; Mr. Sun Zheng as non-executive Director; and Mr. Yung Tse Kwong Steven, Mr. Li Dong and Ms. Yan Jisheng, as independent non-executive Directors.*

This circular (in both English and Chinese versions) has been posted on the Company's website at [www.zjld.com](http://www.zjld.com).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to [6979-ecom@hk.tricorglobal.com](mailto:6979-ecom@hk.tricorglobal.com).

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.