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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ZJLD Group Inc, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ZJLD
ZJLD Group Inc
珍酒李渡集團有限公司

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

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATE TO
REPURCHASE SHARES,
PROPOSED GRANT OF GENERAL MANDATE TO (I) ISSUE SHARES
AND (II) SELL AND/OR TRANSFER TREASURY SHARES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSAL FOR FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of ZJLD Group Inc to 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. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, June 19, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked. Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjld.com).

References to time and dates in this circular are to Hong Kong time and dates.

April 23, 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to 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., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 30 of this circular, or any adjournment thereof
“Articles of Association”	the memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system established and operated by the HKSCC
“Company”	ZJLD Group Inc, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Consultation Conclusions”	the Conclusions on the Consultation Paper on Proposed Amendments to Listing Rules relating to Treasury Shares published by the Stock Exchange on April 12, 2024
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and refer to Mr. Wu and Jindong Investment
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Huaze Group”	Huaze Group Co., Ltd. (華澤集團有限公司), a company with limited liability established in the PRC on February 1, 2005 and controlled by Mr. Wu
“Interim Measures”	has the meaning ascribed to it in the section headed “4. IMPACT OF SHARE REPURCHASE AND INTERIM MEASURES” on pages 15 to 16 of this circular
“Issue and Resale Mandate”	a general mandate proposed to be granted to the Directors to (i) allot, issue or deal with additional Shares, or (ii) sell and/or transfer shares out of treasury that are held as treasury shares of the Company of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Jindong Investment”	Jindong Investment Group Limited (金東投資集團有限公司) (formerly known as ZhenJiu Holding Limited (珍酒控股有限公司) and Jindong Group Ltd. (金東集團有限公司)), a company with limited liability incorporated in the BVI on September 8, 2021, and one of the Controlling Shareholders
“Latest Practicable Date”	April 19, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Mr. Ng”	Mr. Ng Kwong Chue Paul (吳光曙), our executive Director and company secretary
“Mr. Wu”	Mr. Wu Xiangdong (吳向東), our founder, chairman of the Board and a Controlling Shareholder
“PRC”	the People’s Republic of China
“Proposed Amendments to the Listing Rules”	the amendments to the Listing Rules to take effect on June 11, 2024, as set forth in Appendix IV to the Consultation Conclusions

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the issued capital of the Company with a par value of US\$0.000002 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it in the Proposed Amendments to the Listing Rules which will come into effect on June 11, 2024
“US\$”	United States dollars, the lawful currency of the United States of America
“Vats Liquor”	Vats Liquor Chain Store Management Joint Stock Co., Ltd. (華致酒行連鎖管理股份有限公司), a joint stock limited company established in the PRC on May 26, 2005, listed on the ChiNext market of the Shenzhen Stock Exchange (stock code: 300755) and controlled by Mr. Wu

LETTER FROM THE BOARD



ZJLD Group Inc
珍酒李渡集團有限公司

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

Executive Directors:

Mr. Wu Xiangdong
Mr. Yan Tao
Ms. Zhu Lin
Mr. Luo Yonghong
Mr. Ng Kwong Chue Paul

Non-executive Director:

Mr. Sun Zheng

Independent Non-executive Directors:

Mr. Yung Tse Kwong Steven
Mr. Li Dong
Ms. Yan Jisheng

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office:

8th Floor, Jiahe Guoxin Building
No. 15 Baiqiao Avenue
Dongcheng District, Beijing
The PRC

*Principal Place of Business in
Hong Kong:*

Room 1504, Berkshire House
25 Westlands Road
Taikoo Place, Quarry Bay
East District, Hong Kong Island
Hong Kong

April 23, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATE TO
REPURCHASE SHARES,
PROPOSED GRANT OF GENERAL MANDATE TO (I) ISSUE SHARES
AND (II) SELL AND/OR TRANSFER TREASURY SHARES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSAL FOR FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 21, 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

According to Article 84 of the Articles of Association (“**Article 84**”), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Ms. Zhu Lin, Mr. Luo Yonghong and Mr. Sun Zheng will retire from office by rotation in accordance with Article 84. All such Directors being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Yung Tse Kwong Steven has decided to retire as an independent non-executive Director, chairman of the remuneration committee and member of the nomination committee of the Company upon conclusion of the Annual General Meeting, and not to seek for re-election at the Annual General Meeting as he wishes to devote more time to his other future endeavors and business commitments. Mr. Yung Tse Kwong Steven has confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his retirement as an independent non-executive Director that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to express its deepest gratitude for the contributions made by Mr. Yung Tse Kwong Steven via his proactive and professional efforts on all fronts during his tenure of office.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and director nomination policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire and offer themselves for re-election at the Annual General Meeting. Also, pursuant to the resolution passed by the Board, the Board had nominated Mr. Huang Ching-Shuan Johnson (“**Mr. Huang**”) as an independent non-executive Director for election.

Details of the Directors proposed for re-election and election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 28, 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. up to 338,862,355 Shares based on 3,388,623,550 Shares in issue as at the Latest Practicable Date and on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Repurchase Mandate is for the period until 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 or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolution regarding the Repurchase Mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO (I) ISSUE SHARES; AND (II) SELL AND/OR TRANSFER TREASURY SHARES

At the annual general meeting of the Company held on June 28, 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

The Consultation Conclusions has proposed amendments to the Listing Rules which sought to govern the resale of treasury shares by an issuer in the same manner as the Listing Rules that currently apply to an issue of new shares. Upon the Proposed Amendments to the Listing Rules as to treasury shares coming into effect on June 11, 2024, in order to give the Company the flexibility to (i) issue Shares, and (ii) sell and/or transfer treasury shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issue and Resale Mandate to the Directors to allot, issue or deal with additional Shares or sell and/or transfer treasury shares of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. up to 677,724,710 Shares based on 3,388,623,550 Shares in issue as at the Latest Practicable Date and on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Issue and Resale Mandate is for the period until the earliest of

LETTER FROM THE BOARD

(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 or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolution regarding the Issue and Resale Mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

The Company does not hold any treasury shares as at the Latest Practicable Date and the Company might consider to use the Issue and Resale Mandate, subject to the approval of the Shareholders, to sell and/or transfer treasury shares only after the Proposed Amendments to the Listing Rules as to treasury shares taking effect on June 11, 2024.

An ordinary resolution to extend the Issue and Resale Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of the Company proposes certain amendments to the existing fourth articles of association (the “**Existing Articles of Association**”) of the Company in order to (i) update and bring the Existing Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from December 31, 2023); and (ii) incorporate certain housekeeping changes (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the new fifth amended and restated articles of association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Existing Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments and proposed adoption of the New Articles of Association is subject to the approval by the Shareholders by way of a special resolution at the Annual General Meeting.

The Company’s legal advisors have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

6. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint KPMG as the auditor of the Company for the year ending December 31, 2024 and the Board proposed it be authorized to fix their remuneration.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

7. PROPOSAL FOR FINAL DIVIDEND

The Board proposed to recommend the payment of a final dividend of HK18 cents per Share, amounting to HK\$609,952,239, for the year ended December 31, 2023. Subject to Shareholders' approval at the Annual General Meeting, the proposed final dividend will be payable on or around Friday, July 19, 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, July 4, 2024. The final dividend will be payable in cash to each Shareholder in HK dollars.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 26 to 30 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjld.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, June 19, 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Directors Proposed for Re-election and Election), Appendix II (Explanatory Statement on the Repurchase Mandate) and Appendix III (Details of the Proposed Amendments to the Articles of Association) to this circular.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. RECOMMENDATION

The Directors consider that the proposed re-election and election of Directors and grant of the Repurchase Mandate, the Issue and Resale Mandate and the extension thereof and the proposed adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting. Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

Yours faithfully,

For and on behalf of the Board

ZJLD Group Inc

Mr. Wu Xiangdong

Executive Director and Chairman of the Board

The following are details of the Directors who will retire and being eligible, offer themselves for re-election and election at the Annual General Meeting.

- (1) Ms. Zhu Lin, aged 53, joined our Group in September 2008. She was appointed as our vice president on October 1, 2021 and as a Director of our Company on November 25, 2021. Ms. Zhu was redesignated as our executive Director on December 24, 2022. She has been serving as a director at Hunan Xiangjiao Liquor Sales Co., Ltd. (湖南湘窖酒業銷售有限公司) since September 2008, a supervisor at Hunan Xiangjiao Liquor Industry Co., Ltd. (湖南湘窖酒業有限公司) since January 2020 and as a director at Guizhou Zhenjiu Holding Co., Ltd. (貴州珍酒控股有限公司) since December 2021.

Ms. Zhu has approximately 20 years of experience in financial management and corporate management. Ms. Zhu has approximately 5 years of experience in accounting prior to joining Huaze Group and its subsidiary. Ms. Zhu served as the chief financial officer at Huaze Group and its subsidiary from October 2004 to December 2010, as its deputy general manager from January 2011 to September 2021 and as its director from January 2011 to January 2023, where she was mainly responsible for their financial and/or operational management. Ms. Zhu has also been serving as the director with a non-executive role at Vats Liquor from March 2016 to March 2023. Apart from that, Ms. Zhu also worked as a director and/or a deputy general manager for over a decade in companies controlled by Mr. Wu Xiangdong, including but not limited to Hunan Jindong Liquor Industry Co., Ltd. (湖南金東酒業有限公司). As at the Latest Practicable Date, Ms. Zhu does not have any positions in the Controlling Shareholders and their close associates (excluding our Group).

Ms. Zhu has been a certified public accountant of the Chinese Institute of Certified Public Accountants since October 2001. She has been an international affiliate of the Hong Kong Institute of Certified Public Accountants since February 2009.

Ms. Zhu graduated from Beihang University (北京航空航天大學) in the PRC in July 1995, majoring in computer and application.

Ms. Zhu has entered into a service contract with the Company with an initial term of three years, and shall retire by rotation and offer herself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby she shall vacate her office pursuant to any other applicable laws from time to time. For the year ended December 31, 2023, the total amount of emoluments (including share-based payments) for Ms. Zhu was RMB3,880,000. Ms. Zhu is entitled to a director's fee with similar amount for the year of 2023 in the year of 2024 (excluding any discretionary bonus which may be paid to Ms. Zhu), which was determined and approved by the Board with reference to her past experience, qualifications, responsibilities and duties to be performed in the Company, the Company's performance and the prevailing market condition.

Save as disclosed above, Ms. Zhu does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company. Save as disclosed above, she has not held any directorships in other listed public companies during the last three years and she does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Zhu is interested in 3,000,000 ordinary shares of the Company within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Ms. Zhu that need to be brought to the attention of the Shareholders.

- (2) Mr. Luo Yonghong, aged 52, joined our Group in December 2009. Mr Luo served as our finance director from October 2021 to June 2023. He was appointed as the Director of our Company on November 25, 2021 and acted as a vice president since June 2023. Mr. Luo was re-designated as our executive Director on December 24, 2022. He has been serving as the supervisor at Zhenjiu Sales Co., Ltd. (貴州珍酒銷售有限公司) since December 2009 and as the director at Guizhou Zhenjiu Holding Co., Ltd. (貴州珍酒控股有限公司) since December 2021.

Mr. Luo has over 20 years of experience in financial management. He has over 5 years of experience in accounting before he served as management in companies controlled by Mr. Wu Xiangdong since 2000. He served successively as the deputy chief financial officer from January 2006 to December 2008, administrative director from January 2009 to December 2011 and the chief financial officer at Huaze Group from January 2012 to September 2021, where he was mainly responsible for its financial and daily operation. Mr. Luo has been serving as a director taking non-executive role at Vats Liquor from March 2016 to March 2023. Apart from that, Mr. Luo also worked as director and chief financial officer for several years in other companies controlled by Mr. Wu Xiangdong. As at the Latest Practicable Date, Mr. Luo does not have any positions in the Controlling Shareholders and their close associates (excluding our Group).

Mr. Luo graduated from Changsha Commercial School (長沙商業學校) in the PRC, majoring in commercial finance and accounting, in July 1991. He obtained his bachelor's degree in exhibition management from Henan Normal University (河南師範大學) in the PRC in July 2016.

Mr. Luo has entered into a service contract with the Company with an initial term of three years, and shall retire by rotation and offer himself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. For the year ended December 31, 2023, the total amount of emoluments (including share-based payments) for Mr. Luo was RMB3,895,000. Mr. Luo is entitled to a director's fee with similar amount for the year of

2023 in the year of 2024 (excluding any discretionary bonus which may be paid to Mr. Luo), which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company's performance and the prevailing market condition.

Mr. Luo does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company. Save as disclosed above, he has not held any directorships in other listed public companies during the last three years and he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Luo has is interested in 3,000,000 ordinary shares of the Company within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Mr. Luo that need to be brought to the attention of the Shareholders.

- (3) Mr. Sun Zheng, aged 43, was appointed as our Director on November 25, 2021 and redesignated as our non-executive Director on December 24, 2022.

Mr. Sun has over 15 years of experience in corporate investment. Mr. Sun joined KKR Investment Consultancy (Beijing) Company Limited (together with its affiliates, "KKR") in September 2007 and is currently serving as a partner of KKR. Since Mr. Sun joined KKR, he has provided investment advisory services to KKR in connection with certain companies including but not limited to Guangdong Yuehai Feeds Group Co., Ltd. (廣東粵海飼料集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 001313). In addition, Mr. Sun was a supervisor from March 2016 to February 2021 and served as a director of from February 2021 to December 2023. Apart from that, he was and has been the director taking non-executive roles as appointed by KKR in several companies in which KKR invests or controls. He is currently a director of Gambol Pet Food Group Co., Ltd. (乖寶寵物食品集團股份有限公司), a company listed on the GEM of the Shenzhen Stock Exchange (stock code: 301498) since December 2016.

Mr. Sun graduated from Peking University and obtained his bachelor's degree in international economy and trading in July 2003, and his master's degree in English language and literature in July 2006.

Mr. Sun has entered into an appointment letter with the Company with an initial term of three years, and shall retire by rotation and offer himself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Mr. Sun has not received any director's emoluments from the Company for the year ended December 31, 2023.

Mr. Sun does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company. Save as disclosed above, he has not held any directorships in other listed public companies during the last three years and he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Sun has no interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders.

- (4) Mr. Huang Ching-Shuan Johnson, aged 61, has served as senior advisor to Yum China Holdings, Inc. (New York Stock Exchange stock code: YUMC and Hong Kong Stock Exchange stock code: 9987) since January 2024. He served as chief customer officer of Yum China Holding, Inc. from May 2022 to December 2023, general manager of KFC China from February 2017 to April 2022, and chief information and marketing support officer of Yum China Holdings, Inc. from October 2016 to February 2017, a position he held at Yum! Brands, Inc., China Division (“YUM”) from September 2014 to October 2016. Mr. Huang joined YUM in 2006 to lead the information technology department in China. From October 2006 to September 2008, Mr. Huang served as senior director of information technology department of YUM. He served as vice president of information technology department from September 2008 to January 2013 and chief information officer from January 2013 to September 2014. Mr. Huang has been the key architect of YUM’s digital strategy and information technology roadmap. Under Mr. Huang’s leadership, the KFC brand in China has achieved significant business growth and has grown into an industry recognized innovative fast food brand in many dimensions. As the first chief customer officer of Yum China Holdings, Inc., Mr. Huang has successfully driven the strategic initiative to integrate customer centricity into brand-driven culture. Prior to joining YUM, Mr. Huang held various information technology and business leadership positions with Capgemini Asia Pacific Pte. Ltd. in Taiwan and the greater China region. From March 2000 to September 2000, Mr. Huang served as chief operating officer of Taiwan Branch, and served as general manager of Taiwan Branch and vice president of Greater China Region from September 2000 to October 2006 in Capgemini Asia Pacific Pte. Ltd. He obtained a master’s degree in business administration from the University of Tennessee.

Mr. Huang has entered into a letter of appointment with the Company for a term of three years commencing from June 21, 2024 when the election takes effect upon the conclusion of the Annual General Meeting, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the memorandum

and articles of association of the Company. Pursuant to the letter of appointment, Mr. Huang is entitled to receive a remuneration of HK\$240,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be subject to review by the Board and the remuneration committee of the Company from time to time.

Mr. Huang has obtained legal advice pursuant to Rule 3.09D of the Listing Rules and have confirmed that he understood his obligations as a director of the Company. The Company has received written confirmation of independence according to Rule 3.13 of the Listing Rules from Mr. Huang.

Save as disclosed above, Mr. Huang (i) has not held any other directorships at present or in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company; (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iv) does not hold any other office in the Company or any subsidiaries of the Company.

Save as disclosed above, there are no other matters relating to the election of Mr. Huang as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Mr. Huang has confirmed (a) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,388,623,550 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the grant of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 3,388,623,550 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 338,862,355 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE AND INTERIM MEASURES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company are advised to pay attention to any announcement to be published by the Company in the future, including but without limitation, any relevant next day disclosure return (which shall identify, amongst others, the number of repurchased shares that are to be held in treasury or cancelled upon settlement of such repurchase, and where applicable, the reasons for any deviation from the intention statement previously disclosed) and any relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the below interim measures (collectively, the “**Interim Measures**”) which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	9.97	8.82
May	9.61	6.76
June	8.46	6.83
July	10.20	7.51
August	10.46	8.53
September	13.18	8.85
October	13.10	10.34
November	12.66	10.66
December	11.06	8.40

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
January	9.98	7.58
February	9.53	7.28
March	11.28	9.06
April (<i>up to the Latest Practicable Date</i>)	11.48	9.62

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate of the Company.

8. PUBLIC FLOAT

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 15% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Details of the the proposed amendments to the Articles of Association are as follows:

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
Article 2.(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column. <u>WORD</u> <u>MEANING</u>	Article 2.(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column. <u>WORD</u> <u>MEANING</u> <u>“actionable corporate communications”</u> <u>shall have the meaning ascribed thereto under the Listing Rules.</u>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
Article 158	Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.	Article 158	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be <u>given or issued by the following means:</u></p> <p>(a) <u>by serving it served or delivered by the Company on or to any Member either personally on the relevant person;</u></p> <p>(b) or <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose of receiving Notices;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose of receiving Notices;</u></p> <p>(d) or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
			<p>(e) (e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;</u></p> <p>(f) or, to the extent permitted by the applicable laws, by placing publishing it on the Company's website or and the website of the Designated Stock Exchange subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company's computer network website or the website of the Designated Stock Exchange (as the case may be). However, this mean of dissemination shall not be applicable for serving actionable corporate communications; and</p>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
			<p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.</p> <p>(2) In the case of joint holders of a share, all Nnotices shall be given to that one of the joint holders whose name stands first in the Register, and Nnotice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(3) <u>Every Member or a person who is entitled to receive Nnotice from the Company under the provisions of the Statutes, any other applicable laws, rules and regulations from time to time in force, or these Articles may register with the Company in writing an electronic address to which Nnotices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any Nnotice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</u></p>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
Article 159	<p>Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) may be given to a Member either in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member, subject to due compliance with all applicable Statutes, rules and regulations.</p>	Article 159	<p>Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the <u>N</u>notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A <u>Notice, document or publication (other than an actionable corporate communication)</u> placed on the Company's website or <u>and</u> the website of the Designated Stock Exchange, is deemed given <u>or served by the Company to a Member on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules</u> on the day following that on which a notice of availability is deemed served on the Member;</p>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
			<p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears</u>may be given to a Member either in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member, subject to due compliance with all applicable Statutes, rules and regulations.</p>

Currently in force		Proposed to be amended as	
No.	ARTICLES OF ASSOCIATION	No.	ARTICLES OF ASSOCIATION
Article 160. (2)	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	Article 160. (2)	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 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.

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

(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).”

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

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.

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.

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.