

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.



ZJLD Group Inc 珍酒李渡集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 490,699,800 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 49,070,000 Shares (subject to reallocation)
Number of International Offer Shares	: 441,629,800 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$12.98 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.000002 per Share
Stock code	: 6979

Joint Sponsors

Goldman Sachs 高盛

中信建投國際
CHINA SECURITIES INTERNATIONAL

Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Goldman Sachs 高盛

中信建投國際
CHINA SECURITIES INTERNATIONAL

CICC 中金公司

Joint Bookrunner and Joint Lead Manager

KKR

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix V — Documents Delivered to the Registrar of Companies and Available on Display", has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged, or transferred within the United States, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from the registration requirements of the U.S. Securities Act. The Offer Shares may be offered, sold or delivered outside of the United States in offshore transactions in accordance with Regulation S.

Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$12.98 for each Hong Kong Offer Share together with a brokerage fee of 1%, a SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%.

The Offer Price is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters) and us on or around Thursday, April 20, 2023 and, in any event, not later than Wednesday, April 26, 2023. The Offer Price will be not more than HK\$12.98 per Offer Share and is currently expected to be not less than HK\$10.78 per Offer Share, unless otherwise announced. If, for any reason, the Offer Price is not agreed by Wednesday, April 26, 2023 (Hong Kong time) between the Overall Coordinators (for themselves and on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors, see "Risk Factors."

The Overall Coordinators (for themselves and on behalf of the Underwriters), with our consent, may reduce the number of Offer Shares being offered under the Global Offering and/or the Offer Price stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.zjld.com not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Details of the arrangement will then be announced by us as soon as practicable. For further information, see "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination."

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.zjld.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

April 17, 2023

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IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*”, and our website at www.zjld.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online via the HK eIPO White Form service in the IPO App (which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or at www.hkeipo.hk; or;
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - i. instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - ii. (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

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Your application must be for a minimum of 200 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Share applied for	Amount payable on application	No. of Hong Kong Offer Share applied for	Amount payable on application	No. of Hong Kong Offer Share applied for	Amount payable on application	No. of Hong Kong Offer Share applied for	Amount payable on application
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
200	2,622.18	6,000	78,665.42	100,000	1,311,090.34	3,000,000	39,332,709.90
400	5,244.36	7,000	91,776.32	200,000	2,622,180.65	3,500,000	45,888,161.56
600	7,866.54	8,000	104,887.23	300,000	3,933,270.99	4,500,000	58,999,064.86
800	10,488.73	9,000	117,998.13	400,000	5,244,361.32	5,000,000	65,554,516.50
1,000	13,110.90	10,000	131,109.02	500,000	6,555,451.66	6,000,000	78,665,419.80
1,200	15,733.08	20,000	262,218.07	600,000	7,866,541.98	7,000,000	91,776,323.10
1,400	18,355.27	30,000	393,327.09	700,000	9,177,632.31	8,000,000	104,887,226.40
1,600	20,977.44	40,000	524,436.13	800,000	10,488,722.65	9,000,000	117,998,129.70
1,800	23,599.63	50,000	655,545.16	900,000	11,799,812.96	10,000,000	131,109,033.00
2,000	26,221.81	60,000	786,654.20	1,000,000	13,110,903.30	15,000,000	196,663,549.50
3,000	39,332.71	70,000	917,763.23	1,500,000	19,666,354.96	20,000,000	262,218,066.00
4,000	52,443.61	80,000	1,048,872.27	2,000,000	26,221,806.60	24,535,000 ⁽¹⁾	321,676,012.47
5,000	65,554.52	90,000	1,179,981.29	2,500,000	32,777,258.26		

Note:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.