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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 RE-APPOINTMENT OF AUDITOR,  
PROPOSAL FOR FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of ZJLD Group Inc to be held at Large Conference Room, 2nd Floor, Reception Center, Guobao Lidu Distillery (Zhengjiashan Facility), Lidu Town, Jinxian County, Nanchang City, Jiangxi Province, the PRC on Tuesday, June 16, 2026 at 3:00 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 3:00 p.m. on Sunday, June 14, 2026) 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](http://www.hkexnews.hk)) and the Company ([www.zjld.com](http://www.zjld.com)).

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

April 24, 2026

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## DEFINITIONS

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*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 Large Conference Room, 2nd Floor, Reception Center, Guobao Lidu Distillery (Zhengjiashan Facility), Lidu Town, Jinxian County, Nanchang City, Jiangxi Province, the PRC on Tuesday, June 16, 2026 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 24 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
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and refer to Mr. Wu Xiangdong and Jindong Investment
“Director(s)”	the director(s) of the Company
“HK\$” or “HKD”	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
“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 Xiangdong
“Interim Measures”	has the meaning ascribed to it in the section headed “4. IMPACT OF SHARE REPURCHASE AND INTERIM MEASURES” on pages 16 to 17 of this circular

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## DEFINITIONS

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“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 Group”	Hunan Jindong Liquor Industry Co., Ltd. (湖南金東酒業有限公司) (formerly known as Hunan Jinliufu Liquor Industry Co., Ltd. (湖南省金六福酒業有限公司)), a company with limited liability established in the PRC on March 23, 2000 and controlled by Mr. Wu Xiangdong
“Jindong Investment”	Jindong Investment Group Limited (金東投資集團有限公司), formerly known as Jindong Group Ltd. (金東集團有限公司) and ZhenJiu Holding Limited (珍酒控股有限公司), a company with limited liability incorporated in the BVI on September 8, 2021, and one of the Controlling Shareholders
“Latest Practicable Date”	April 21, 2026, 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
“PRC” or “China”	the People’s Republic of China
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Rongrui Group”	Tibet Rongrui Investment Co., Ltd. (西藏融睿投資有限公司), a company with limited liability established in the PRC on December 13, 2012 and controlled by Mr. Wu Xiangdong

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## DEFINITIONS

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“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 thereto under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wu Xiangdong  
Mr. Yan Tao  
Mr. Wu Qirong  
Ms. Zhu Lin  
Mr. Luo Yonghong

*Non-executive Director:*

Mr. Sun Zheng

*Independent Non-executive Directors:*

Mr. Li Dong  
Ms. Yan Jisheng  
Mr. Huang Ching-Shuan Johnson

*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  
PRC

*Principal Place of Business  
in Hong Kong:*

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

April 24, 2026

*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 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 16, 2026.

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## LETTER FROM THE BOARD

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### 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, Mr. Wu Xiangdong, Mr. Yan Tao and Ms. Zhu Lin 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.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, experience, time commitment, age 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 at the Annual General Meeting. Also, pursuant to the resolution passed by the Board, the Board had nominated Mr. Tang Xiangyang as an executive Director and Mr. Wen Jian 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.

### 3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on May 9, 2025, 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

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## LETTER FROM THE BOARD

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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 May 9, 2025, a general mandate was granted to the Directors to issue Shares and to sell and/or transfer treasury shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

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 (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.

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 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, 2026 and the Board proposed it be authorized to fix their remuneration. The audit fee in respect of audit services for the year ending December 31, 2026 is expected to range from RMB5 million to RMB6 million, which was determined with reference to (i) the fees paid to KPMG in respect of the audit services for the Reporting Period, (ii) the expected audit scope and timetable considering the Company's business nature and complexity, and (iii) the anticipated workload of, and resources required from KPMG.

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## LETTER FROM THE BOARD

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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.

### **6. PROPOSAL FOR FINAL DIVIDEND**

The Board proposed to recommend the payment of a final dividend of HKD0.07 per Share for the year ended December 31, 2025. Subject to Shareholders' approval at the Annual General Meeting, the proposed final dividend will be payable on or around Wednesday, July 8, 2026 to the Shareholders whose names appear on the register of members of the Company on Wednesday, June 24, 2026. The final dividend will be payable in cash to each Shareholder in HK dollars.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 20 to 24 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](http://www.hkexnews.hk)) and the Company ([www.zjld.com](http://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 3:00 p.m. on Sunday, June 14, 2026) 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.

### **8. 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) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

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## LETTER FROM THE BOARD

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### 9. 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.

### 10. 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 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) Mr. Wu Xiangdong, aged 57, founded our Group in November 2003 and has served as a Director of our Company and chairman of the Board since September 24, 2021. Mr. Wu Xiangdong was re-designated as our executive Director on December 24, 2022. He is mainly responsible for formulating the overall corporate and business strategies of our Group. Mr. Wu Xiangdong is also serving as chairman of the board, director or general manager in certain of our subsidiaries.

Mr. Wu Xiangdong has over 20 years of experience in the baijiu industry. He founded Jinliufu more than 20 years ago, which is a renowned baijiu brand in China. In March 2000, Mr. Wu Xiangdong founded Jindong Group, a company primarily engaged in the sales of baijiu and has been acting as its chairman of the board. Mr. Wu Xiangdong has been serving as chairman of the board of Huaze Group, a company controlled by Mr. Wu Xiangdong, which was in control of our business before the reorganization of our Group, since December 2005. In May 2005, Mr. Wu Xiangdong founded Vats Liquor and has been working as its director and chairman of the board since then. In addition, Mr. Wu Xiangdong also served for certain executive or non-executive roles in the subsidiaries of Huaze Group, Jindong Group and Rongrui Group. Mr. Wu Xiangdong does not have any executive positions as of the Latest Practicable Date and is not expected to have any executive positions in (i) Jindong Investment, one of our Controlling Shareholders or (ii) any of the close associates of the Controlling Shareholders (excluding our Group).

Mr. Wu Xiangdong served as the 12th National People's Congress Deputy. Mr. Wu Xiangdong obtained his post-secondary's degree (中專學歷) majoring in import and export business from Hunan Foreign Economics and Trade School (湖南省對外經濟貿易學校, currently known as Hunan International Business Vocational College (湖南外貿職業學院)) in the PRC in June 1991.

Mr. Wu Xiangdong is the father of Mr. Wu Qirong, an executive Director of the Company and the vice president of our Group.

Mr. Wu Xiangdong 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, 2025, the total amount of emoluments for Mr. Wu Xiangdong was RMB5,618,360. Pursuant to the service contract, Mr. Wu Xiangdong will not receive any director's fee as an executive Director but he is entitled to a remuneration with similar amount for the year of 2025 in the year of 2026 (excluding any differences in discretionary bonus which may be paid to Mr. Wu Xiangdong between the relevant years), 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. Wu Xiangdong indirectly holds 66.69% of the issued share capital of the Company via Jindong Investment. Jindong Investment is wholly owned by Mr. Wu Xiangdong. Accordingly, Jindong Investment and Mr. Wu Xiangdong are the Controlling Shareholders under the Listing Rules.

Save as disclosed above, Mr. Wu Xiangdong does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined in 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. Wu Xiangdong is interested in 2,259,964,000 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. Wu Xiangdong that need to be brought to the attention of the Shareholders.

- (2) Mr. Yan Tao, aged 62, joined our Group since December 2009 and was appointed as a Director of our Company on November 25, 2021. Mr. Yan was re-designated as our executive Director on December 24, 2022, and was re-designated as the vice chairman of the Board on October 13, 2025. Mr. Yan has served as our chief executive officer from October 2021 to October 2025. He is mainly responsible for assisting the chairman of the Board in relevant work and is responsible for the business strategy of Xiangjiao. Mr. Yan has also been serving as the vice chairman, general manager and legal representative at certain of our subsidiaries.

Mr. Yan has over 20 years of experience in corporate management. Prior to joining our Group, Mr. Yan served as the legal representative, director, supervisor, deputy general manager and general manager in the companies controlled by Mr. Wu Xiangdong, including but not limited to Huaze Group, Jindong Group and Rongrui Group since 2000. Mr. Yan served as the deputy general manager from 2006 to 2008 and the general manager from 2008 to 2021 in Huaze Group, where he was mainly responsible for its daily operation management. Since March 2016, Mr. Yan has been working as a director with non-executive role at Vats Liquor. In addition, none of positions of Mr. Yan in (i) Jindong Investment, one of the Controlling Shareholders or (ii) any of the close associates of the Controlling Shareholders (excluding the Group) was executive in nature and he was not involved in any day-to-day management of these companies.

Mr. Yan served as the 14th National People's Congress Deputy. Mr. Yan graduated from Hunan Institute of Technology (湖南工學院) in the PRC majoring in machinery manufacturing and equipment in July 1985.

Mr. Yan 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, 2025, the total amount of emoluments (including share-based payments) for Mr. Yan was RMB4,245,044. Pursuant to the service contract, Mr. Yan will not receive any director's fee as an executive Director but he is entitled to a remuneration with similar amount for the year of 2025 in the year of 2026 (excluding any differences in discretionary bonus or share-based payments which may be paid to Mr. Yan between the relevant years), 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. Yan does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined in 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. Yan is interested in 3,270,000 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. Yan that need to be brought to the attention of the Shareholders.

- (3) Ms. Zhu Lin, aged 55, 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 is mainly responsible for matters relating to legal and compliance of our Group. 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 over 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 (i) Jindong Investment, one of the Controlling Shareholders or (ii) any of the close associates of the Controlling Shareholders (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, 2025, the total amount of emoluments (including share-based payments) for Ms. Zhu was RMB1,684,114. Pursuant to the service contract, Ms. Zhu will not receive any director's fee as an executive Director but she is entitled to a remuneration with similar amount for the year of 2025 in the year of 2026 (excluding any differences in discretionary bonus or share-based payments which may be paid to Ms. Zhu between the relevant years), 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.

Ms. Zhu does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined in 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.

- (4) Mr. Tang Xiangyang, aged 57, was appointed as the chief executive officer of our Company with effect from October 13, 2025. He is responsible for the overall management of the Group and the business operation and the development of its Zhen Jiu (珍酒) and Li Du (李渡) subsidiaries.

Mr. Tang joined the Group in 1989. Mr. Tang has served as the general manager of Jiangxi Lidu Wine Industry Co., Ltd. (江西李渡酒業有限公司) since 2014, and the vice president of the Group since April 2023. Prior to that, Mr. Tang served as the marketing director and the southern China regional director of Huaze Group Co., Ltd. (華澤集團有限公司) and held management positions in the production and sales branches of Hunan Xiangjiao Liquor Industry Co., Ltd. (湖南湘窖酒業有限公司). Mr. Tang previously served as a deputy to the People's Congress of Nanchang City, Jiangxi Province.

Mr. Tang graduated from Shaoyang Branch of Hunan University (湖南大學邵陽分校) in 1989 majoring in Comprehensive Utilization of Agricultural Products (農產品綜合利用專業), and completed his postgraduate program at the Party School of Hunan Provincial Committee of the Communist Party of China (中共湖南省委黨校) majoring in Economics and Management in 2004.

Mr. Tang holds multiple prestigious professional qualifications in the Chinese wine industry as a Chinese Wine Industry Craftsman (中國酒業大國工匠), National Judge of Chinese Baijiu (中國白酒特邀國家評委), and Senior Winemaker (高級釀酒師). Mr. Tang brings extensive expertise in wine production, sales management, brand building and strategic leadership, having made significant contributions to the development of Li Du (李渡). His comprehensive experience spans technical production roles through senior executive positions, encompassing market development, regional management, and corporate leadership.

The Company will enter into a service agreement with Mr. Tang if and when he is elected as a Director by the shareholders of the Company at the Annual General Meeting. The service agreement will have a term of three years commencing from June 16, 2026 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 Mr. Tang will be 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 Articles of Association of the Company. Pursuant to the service agreement, Mr. Tang will not receive any director's fee for acting as an executive Director, but he is entitled to an annual salary and discretionary bonus in a total of RMB5 million per annum for acting as the chief executive officer of the Company. His remuneration was determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions and will be subject to review by the Board and the remuneration committee of the Board from time to time.

Mr. Tang does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined in 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. Tang (i) is the

beneficial owner of 833,000 Shares of the Company and (ii) has been granted a share award of 3,333,333 Shares of the Company pursuant to the Post-IPO Equity Incentive Plan of the Company, which remain unvested.

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. Tang that need to be brought to the attention of the Shareholders.

- (5) Mr. Wen Jian, aged 55, has over 26 years of experience in the investment and investment banking sectors. Mr. Wen has been a partner and director of Shenzhen Ruishengte Private Equity Fund Management Co., Ltd. (深圳市瑞勝特私募股權投資基金管理有限公司) since 2018. From 2016 to 2018, he served as deputy general manager of Shenzhen Rongtai Zhonghe Private Equity Fund Management Co., Ltd. (深圳市融泰中和私募股權投資基金管理有限公司). From 2000 to 2016, Mr. Wen worked at the investment banking department of CITIC Securities Company Limited (中信証券股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600030) and The Stock Exchange of Hong Kong Limited (stock code: 6030)) (“CITICS”), where he served as an executive director from 2013 to 2016. Prior to joining CITICS, Mr. Wen worked at China Eagle Securities Company Limited (大鵬證券有限責任公司) from 1997 to 2000, and Guangzhou Wenchong Shipyard Company Limited (廣州文沖船廠) from 1992 to 1994.

Mr. Wen also served as an independent director of Vats Liquor Chain Store Management Joint Stock Co., Ltd. (華致酒行連鎖管理股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300755)), from September 2019 to May 2025.

Mr. Wen obtained a bachelor’s degree in engineering from Shanghai Jiao Tong University (上海交通大學) in 1992, majoring in naval engineering, and a master’s degree in economics from Hunan University (湖南大學) in 1997, majoring in money and banking.

The Company will enter into a letter of appointment with Mr. Wen if and when he is elected as a Director by the shareholders of the Company at the Annual General Meeting. The letter of appointment will have a term of three years commencing from June 16, 2026 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 Mr. Wen will be 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 Articles of Association. Pursuant to the letter of appointment, Mr. Wen will be 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 Board from time to time.

Mr. Wen does not have any relationships with any other Directors, senior management, substantial or controlling shareholder (as defined in 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. Wen does not have any interest in the Shares 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. Wen that need to be brought to the attention of the Shareholders.

Mr. Wen has confirmed (a) his independence as regards 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 Company has received written confirmation of independence according to Rule 3.13 of the Listing Rules from Mr. Wen.

*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, 2025) 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
April	7.39	6.38
May	6.98	6.35
June	6.65	5.86
July	7.48	6.15
August	10.90	6.37
September	10.27	8.68
October	9.67	8.50
November	9.78	8.22
December	8.96	7.67

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2026</b>		
January	9.68	8.08
February	9.79	8.20
March	9.84	8.60
April ( <i>up to the Latest Practicable Date</i> )	9.21	8.46

## 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).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

Notice is hereby given that the Annual General Meeting of ZJLD Group Inc (the “**Company**”) will be held at Large Conference Room, 2nd Floor, Reception Center, Guobao Lidu Distillery (Zhengjiashan Facility), Lidu Town, Jinxian County, Nanchang City, Jiangxi Province, the PRC on Tuesday, June 16, 2026 at 3:00 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, 2025.
2. To declare a final dividend of HKD0.07 per share for the year ended December 31, 2025.
3. To re-elect and elect the following Directors and to authorize the Board to fix the respective Directors’ remuneration:
  - (a) to re-elect Mr. Wu Xiangdong as an executive Director;
  - (b) to re-elect Mr. Yan Tao as an executive Director;
  - (c) to re-elect Ms. Zhu Lin as an executive Director;
  - (d) to elect Mr. Tang Xiangyang as an executive Director;
  - (e) to elect Mr. Wen Jian as an independent non-executive Director; and
  - (f) to authorize the Board to fix the respective Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To re-appoint KPMG as the auditor of the Company for the year ending December 31, 2026 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 that 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

By Order of the Board

**ZJLD Group Inc**

**Mr. Wu Xiangdong**

*Executive Director and Chairman of the Board*

Hong Kong, April 24, 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 24, 2026.
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 3:00 p.m. on Sunday, June 14, 2026) 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 Thursday, June 11, 2026 to Tuesday, June 16, 2026, both days 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 Wednesday, June 10, 2026. All holders of Shares whose names appear on the Register of Members of the Company on Tuesday, June 16 2026 (i.e. the record date) will be entitled to attend and vote at the Annual General Meeting.
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 Tuesday, June 23, 2026 to Wednesday, June 24, 2026, both days 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 Monday, June 22, 2026. The proposed final dividend will be payable on or around Wednesday, July 8, 2026 to the shareholders whose names appear on the Register of Members of the Company on Wednesday, June 24, 2026 (i.e. the record date).
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, Mr. Wu Qirong, Ms. Zhu Lin and Mr. Luo Yonghong, as executive Directors; Mr. Sun Zheng as non-executive Director; and Mr. Li Dong, Ms. Yan Jisheng and Mr. Huang Ching-Shuan Johnson, as independent non-executive Directors.*