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ZTO Express (Cayman) Inc.
中通快遞(開曼)有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock Code: 2057)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON JUNE 18, 2024**

References are made to the circular (the “**Circular**”) of ZTO Express (Cayman) Inc. (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) both dated April 19, 2024. Unless the context requires otherwise, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the AGM held on June 18, 2024, all the proposed resolutions as set out in the Notice were duly passed by poll. The poll results in respect of the resolutions proposed at the AGM are as follows:

RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)			TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST	ABSTAIN ¹		
1.	As an ordinary resolution: To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended December 31, 2023.	Class A Ordinary Shares	264,823,096 (99.985774%)	37,680 (0.014226%)	960,816 (-)	264,860,776	264,860,776
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,325,823,096 (99.998380%)	37,680 (0.001620%)	960,816 (-)	470,960,776	2,325,860,776

RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)			TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST	ABSTAIN ¹		
2.	As an ordinary resolution: To re-elect Mr. Xudong CHEN as non-executive Director, subject to his earlier resignation or removal.	Class A Ordinary Shares	258,282,176 (97.200765%)	7,438,135 (2.799235%)	101,281 (-)	265,720,311	265,720,311
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,319,282,176 (99.680317%)	7,438,135 (0.319683%)	101,281 (-)	471,820,311	2,326,720,311
3.	As an ordinary resolution: To re-elect Mr. Qin Charles HUANG as independent non-executive Director, subject to his earlier resignation or removal.	Class A Ordinary Shares	243,953,111 (91.839437%)	21,676,905 (8.160563%)	191,576 (-)	265,630,016	265,630,016
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,304,953,111 (99.068313%)	21,676,905 (0.931687%)	191,576 (-)	471,730,016	2,326,630,016
4.	As an ordinary resolution: To re-elect Mr. Herman YU as independent non-executive Director, subject to his earlier resignation or removal.	Class A Ordinary Shares	260,581,439 (98.066067%)	5,138,852 (1.933933%)	101,301 (-)	265,720,291	265,720,291
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,321,581,439 (99.779138%)	5,138,852 (0.220862%)	101,301 (-)	471,820,291	2,326,720,291

RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)			TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST	ABSTAIN ¹		
5.	As an ordinary resolution: To re-elect Mr. Tsun-Ming (Daniel) KAO as independent non-executive Director, subject to his earlier resignation or removal.	Class A Ordinary Shares	249,643,392 (93.981534%)	15,986,868 (6.018466%)	191,332 (-)	265,630,260	265,630,260
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,310,643,392 (99.312875%)	15,986,868 (0.687125%)	191,332 (-)	471,730,260	2,326,630,260
6.	As an ordinary resolution: To authorize the Board to fix the remuneration of the Directors.	Class A Ordinary Shares	265,648,382 (99.971893%)	74,686 (0.028107%)	98,524 (-)	265,723,068	265,723,068
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,326,648,382 (99.996790%)	74,686 (0.003210%)	98,524 (-)	471,823,068	2,326,723,068
7.	As an ordinary resolution: To re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration for the year ending December 31, 2024.	Class A Ordinary Shares	265,019,313 (99.742764%)	683,484 (0.257236%)	118,795 (-)	265,702,797	265,702,797
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,326,019,313 (99.970624%)	683,484 (0.029376%)	118,795 (-)	471,802,797	2,326,702,797

RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)			TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST	ABSTAIN ¹		
8.	As an ordinary resolution: To grant a general mandate to the directors to issue, allot, and deal with additional Class A Ordinary Shares of the Company not exceeding 20% of the total number of issued and outstanding shares of the Company as at the date of passing of this resolution.	Class A Ordinary Shares	118,343,516 (47.453824%)	131,043,162 (52.546176%)	16,384,714 (-)	249,386,678	249,386,678
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,179,343,516 (94.328085%)	131,043,162 (5.671915%)	16,384,714 (-)	455,486,678	2,310,386,678
9.	As an ordinary resolution: To grant a general mandate to the directors to repurchase Class A Ordinary Shares of the Company not exceeding 10% of the total number of issued and outstanding shares of the Company as at the date of passing of this resolution.	Class A Ordinary Shares	265,379,508 (99.920482%)	211,193 (0.079518%)	230,891 (-)	265,590,701	265,590,701
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,326,379,508 (99.990923%)	211,193 (0.009077%)	230,891 (-)	471,690,701	2,326,590,701
10.	As an ordinary resolution: To extend the general mandate granted to the directors to issue, allot and deal with additional Class A Ordinary Shares of the Company by the aggregate number of the Class A Ordinary Shares repurchased by the Company.	Class A Ordinary Shares	117,974,076 (47.280781%)	131,543,959 (52.719219%)	16,253,357 (-)	249,518,035	249,518,035
		Class B Ordinary Shares	2,061,000,000 (100.000000%)	0 (0.000000%)	0 (-)	206,100,000	2,061,000,000
		TOTAL NUMBER (CLASS A & CLASS B)	2,178,974,076 (94.306733%)	131,543,959 (5.693267%)	16,253,357 (-)	455,618,035	2,310,518,035

¹ According to the laws of the Cayman Islands, the Shares in abstention shall not be counted as votes cast at the AGM.

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 10, all such resolutions were duly passed as ordinary resolutions.
- (b) As at the Shares Record Date, the total number of issued Shares was 812,866,663 Shares, comprising 606,766,663 Class A Ordinary Shares and 206,100,000 Class B Ordinary Shares.
- (c) The trustee of the Company's 2016 share incentive plan held 2,256,634 Class A Ordinary Shares as at the Shares Record Date and was required to abstain from voting on all resolutions proposed at the AGM in accordance with Rule 17.05A of the Hong Kong Listing Rules. Zto Es Holding Limited was required to abstain from voting on all resolutions proposed at the AGM in respect of 8,700,914 Class A Ordinary Shares it held as at the Shares Record Date for the cash incentive scheme of the Company pursuant to the undertaking given by the Company as disclosed as at the Shares Record Date in the announcement of the Company dated December 23, 2022, in line with the requirement under Rules 17.05A and 17.12 of the Hong Kong Listing Rules. Save as disclosed above, there was no Shareholder that was required under the Hong Kong Listing Rules to abstain from voting in respect of the resolutions proposed at the AGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions proposed at the AGM was 801,909,115 Shares, comprising 595,809,115 Class A Ordinary Shares and 206,100,000 Class B Ordinary Shares.
- (e) According to the Articles of Association, each Class A Ordinary Share is entitled to one vote, and each Class B Ordinary Share is entitled to ten votes, on a poll at the AGM in respect of all the resolutions numbered 1 to 10.
- (f) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (g) The chairman and executive director Mr. Meisong LAI, the executive directors Mr. Jilei WANG and Mr. Hongqun HU, non-executive director Mr. Xudong CHEN, and the independent non-executive directors Mr. Qin Charles HUANG, Mr. Tsun-Ming (Daniel) KAO and Ms. Fang XIE attended the AGM either in person or by means of telecommunication.

By order of the Board
ZTO Express (Cayman) Inc.
Meisong LAI
Chairman

Hong Kong, June 18, 2024

As at the date of this announcement, the Board comprises Mr. Meisong LAI as the chairman and executive director, Mr. Jilei WANG and Mr. Hongqun HU as executive directors, Mr. Xing LIU and Mr. Xudong CHEN as non-executive directors, Mr. Frank Zhen WEI, Mr. Qin Charles HUANG, Mr. Herman YU, Mr. Tsun-Ming (Daniel) KAO and Ms. Fang XIE as independent non-executive directors.