

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



ZJLD Group Inc

珍酒李渡集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6979)

- (1) POLL RESULTS AT THE ANNUAL GENERAL MEETING
HELD ON JUNE 21, 2024;**
**(2) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-
EXECUTIVE DIRECTOR;**
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES;
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(5) FINAL DIVIDEND

References are made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of ZJLD Group Inc (the “**Company**”) both dated April 23, 2024. Terms used in this announcement shall have the same meanings as defined in the Circular and the AGM Notice unless otherwise stated.

(1) POLL RESULTS OF THE AGM

At the AGM, all the proposed resolutions as set out in the AGM Notice were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company as of and for the year ended December 31, 2023.	2,836,311,117 (99.99%)	205 (0.01%)
2.	To declare a final dividend of HKD0.18 per share for the year ended December 31, 2023.	2,836,311,117 (99.99%)	205 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3(a).	To re-elect Ms. Zhu Lin as an executive director.	2,835,768,925 (99.98%)	542,397 (0.02%)
3(b).	To re-elect Mr. Luo Yonghong as an executive director.	2,812,206,260 (99.15%)	24,105,062 (0.85%)
3(c).	To re-elect Mr. Sun Zheng as a non-executive director.	2,834,942,225 (99.95%)	1,369,097 (0.05%)
3(d).	To elect Mr. Huang Ching-Shuan Johnson as an independent non-executive director.	2,836,311,117 (99.99%)	205 (0.01%)
3(e).	To authorize the board of directors to fix the respective directors' remuneration.	2,836,311,112 (99.99%)	210 (0.01%)
4.	To re-appoint KPMG as auditor for the year ending December 31, 2024 and to authorize the board of directors to fix their remuneration.	2,835,727,125 (99.98%)	584,197 (0.02%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.	2,836,311,117 (99.99%)	205 (0.01%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares, or sell and/or transfer shares out of treasury that are held as treasury shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.	2,800,749,599 (98.88%)	31,817,723 (1.12%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares, or sell and/or transfer additional shares out of treasury that are held as treasury shares, in the capital of the Company by the aggregate number of the shares repurchased by the Company.	2,793,889,686 (98.63%)	38,677,636 (1.37%)
Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve the proposed amendments to the existing Articles of Association of the Company and the adoption of the Fifth Amended and Restated Articles of Association of the Company.	2,836,311,117 (99.99%)	205 (0.01%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 7, all such resolutions were duly passed as ordinary resolutions. As not less than three-fourths of the votes were cast in favour of resolution numbered 8, such resolution was duly passed as special resolution.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 3,388,623,550 shares.
- (c) There were (i) no treasury Shares held by the Company (including any treasury Shares held or deposited with CCASS), and (ii) no Shares repurchased by the Company which are pending cancellation. Accordingly, the total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 3,388,623,550 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Listing Rules.
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated April 23, 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) All of the directors (except for Mr. Sun Zheng, who was unable to attend due to other work commitment) have attended the AGM in person or by electronic means.

(2) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated April 23, 2024. The Board announces that Mr. Yung Tse Kwong Steven has retired as an independent non-executive Director, chairman of the remuneration committee and member of the nomination committee of the Company upon conclusion of the AGM, 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 Board is pleased to announce that at the AGM, Mr. Huang Ching-Shuan Johnson (“**Mr. Huang**”) has been appointed as an independent non-executive Director by Shareholders with effect from the conclusion of the AGM. Please refer to the Appendix I of the Circular and the announcement of the Company dated April 23, 2024 for Mr. Huang's biographical details.

(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from the conclusion of the AGM, Mr. Huang has also been appointed as the chairman of the remuneration committee and a member of the nomination committee of the Company.

(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the above special resolution no. 8, the existing articles of association of the Company have been amended incorporating the amendments as set out in the Circular with effect from June 21, 2024. For the full text of the fifth amended and restated articles of association of the Company, please refer to the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjld.com).

(5) FINAL DIVIDEND

The Company will distribute the final dividend of HK18 cents per Share, amounting to HK\$609,952,239, for the year ended December 31, 2023. The 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. The dividend warrants will be posted by ordinary mail to the Shareholders who are entitled to receive the final dividend at their own risk.

By Order of the Board
ZJLD Group Inc
Mr. Wu Xiangdong
Executive Director and Chairman of the Board

Hong Kong, June 21, 2024

As at the date of this announcement, the board of directors of the Company 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. Li Dong, Ms. Yan Jisheng and Mr. Huang Ching-Shuan Johnson, as independent non-executive directors.