

ZJLD Group Independence of the Board of Directors Statement

珍酒李渡集团董事会独立性声明

In ZJLD Group Inc. (“the Company”), it is firmly believed that the board independence is paramount and in the best interest of all stakeholders. Therefore, ZJLD aims to achieve at least 33% of independent directors on the board. The Company requires every independent non-executive director (“INED”) to sign the Confirmation of Independence (refer to details on next page) before his or her appointment.

珍酒李渡集团（“本公司”）认为董事会独立性对维护本公司利益相关者之权益至关重要。为此，本公司设立了董事会中独立董事占比不低于 33% 的目标。同时，本公司亦要求每位独立董事在就职前签署董事会独立性声明（详见下文）。

Confirmation of Independence Status 独立性确认函签署情况		
Name of INED 独立董事之姓名	Appointment Date 受雇时间	Confirmation of Independence 独立性确认函
Johnson Huang 黄进栓	June 21 2024	Signed 已签署
Jisheng Yan 闫极晟	April 27 2023	Signed 已签署
Dong Li 李东	April 27 2023	Signed 已签署

Confirmation of Independence

独立性确认函

Pursuant to the guidelines on assessing the independence of a non-executive director set out in rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), I hereby submit this confirmation of my independence as a proposed INED of the Company.

根据《香港联合交易所有限公司证券上市规则》（「《上市规则》」）第 3.13 条规定的评估非执行董事独立性的指引，本人特此作为本公司的拟任独立非执行董事（「独立非执行董事」）提交的独立性确认书，确认：

1. I and my immediate family members (if any) do not hold any issued shares of the Company;
本人及本人的直系亲属（如有）未持有本公司任何已发行股份。
2. I and my immediate family members (if any) have not received an interest in any securities of the Company as a gift, or by means of other financial assistance, from a core connected person (as such term is defined in the Listing Rules) or the Company itself¹;
本人及本人的直系亲属（如有）概未曾从核心关连人士（如《上市规则》所定义）或本公司本身，以馈赠形式或其他财务资助方式取得本公司任何证券权益²。
3. None of I and my immediate family members (if any) is or was a director, partner or principal of a professional adviser which currently provides or has within two years immediately prior to the date of this confirmation provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
本人及本人的直系亲属（如有）都不是或曾是当时正向下列公司／人士提供或曾于被委任前的两年内，向下列公司／人士提供服务之专业顾问的董事、合伙人或主事人，又或是或曾是该专业顾问当时有份参与，或于相同期间内曾经参与，向下列公司／人士提供有关服务的雇员：
 - (a) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
本公司、其控股公司或其各自的任何附属公司或核心关连人士；或者
 - (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an INED), of the Company within two years immediately prior to the date of this confirmation, or any of their close associates;

¹ Subject to Note 1 to rule 3.13(1), the director will still be considered independent if he receives shares or interests in securities from the listed issuer or its subsidiaries (but not from core connected persons) as part of his director's fee or pursuant to share option schemes established in accordance with Chapter 17 of Listing Rules.

² 根据第 3.13(1) 条注 1，如果董事从上市发行人或其附属公司（但不来自核心关连人士）收取股份或证券权益作为其董事酬金的一部分或根据依《上市规则》第十七章设立的购股权计划收取股份或证券权益，其仍会被认为是独立的。

在紧接本确认函日期前两年内，该等曾是本公司控股股东的任何人士，或（如无控股股东）曾是本公司最高行政人员或董事（独立非执行董事除外）的任何人士，或其任何紧密联系人。

4. None of I and my immediate family members (if any) currently, or within one year immediately prior to the date of this confirmation, has or had a material interest in any principal business activity of or is or was involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;

目前或在紧接本确认函日期之前的一年内，本人和本人的直系亲属（如有），于本公司、其控股公司或其各自附属公司的任何主要业务活动中，有或曾有重大利益；又或涉及或曾涉及与本公司、其控股公司或其各自附属公司之间或与本公司任何核心关连人士之间的重大商业交易。

5. I am not on the board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;

本人出任董事会成员之目的，并非在于保障某个实体，而该实体的利益有别于整体股东的利益。

6. None of I and my immediate family members (if any) is or was connected with a director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of this confirmation;

在紧接本确认函日期前两年内，本人及本人直系亲属（如有）与本公司董事、最高行政人员或主要股东概无任何关连。

7. None of I and my immediate family members (if any) is or has at any time during the two years immediately prior to the date of this confirmation been, an executive³ or director (other than an INED) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company;

在紧接本确认函日期之前的两年内的任何时候，本人及本人的直系亲属（如有）都不是本公司、其控股公司或其各自的任何附属公司又或本公司任何核心关连人士的行政人员或董事（独立非执行董事除外）。

8. None of I and my immediate family members (if any) is financially dependent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company;

本人及本人的直系亲属（如有）均无在财政上倚赖本公司、其控股公司或其各自的任何附属公司又或本公司的核心关连人士。

³ An "executive" includes any person who has any management function in the company and any person who acts as a company secretary of the company.

“执行人员”包括在公司担任任何管理职务的任何人以及担任公司秘书的任何人。

9. I do not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company;

本人概无在本公司或其附属公司业务中的财务或其他权益，或与本公司的任何核心关连人士的任何关连；

10. There are no other factors that may affect my independence as an INED of the Company as at the date of this confirmation; and

于本确认函日期，并无其他因素可能影响本人作为本公司独立非执行董事的独立性；

11. I shall inform the Company and The Stock Exchange of Hong Kong Limited as soon as practicable if there is any subsequent change of circumstances which may affect my independence as an INED of the Company.

如有任何后续情况变动可能影响本人作为本公司独立非执行董事的独立性，本人将在切实可行范围内尽快通知本公司及香港联合交易所有限公司。