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Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 10 votes, respectively, on all matters that require a shareholder's vote. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing one of our Class A ordinary shares, are listed on the New York Stock Exchange in the United States under the symbol ZTO.



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

OVERSEAS REGULATORY ANNOUNCEMENT

ZTO Express (Cayman) Inc. (the “**Company**”) is making this announcement pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Jilei WANG, a director of the Company, and Zto Wjl Holding Limited, a company controlled by a trust of which Mr. Jilei WANG is the settlor and one of the beneficiaries, filed an amendment to Schedule 13G with the Securities and Exchange Commission of the United States on January 31, 2024 (U.S. Eastern Time) to report their beneficial ownership in the Company. For details of this filing, please refer to the attached amendment to Schedule 13G.

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

Hong Kong, January 31, 2024

As at the date of this announcement, the board of directors of the Company 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.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

ZTO Express (Cayman) Inc.

(Name of Issuer)

Class A ordinary shares, par value of \$0.0001 per share

(Title of Class of Securities)

G9897K 105

(CUSIP Number)

December 31, 2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|--|---|
| 1 | Names of Reporting Persons Jilei Wang | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization People's Republic of China | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 42,061,499 ordinary shares. See Item 4. |
| | 7 | Sole Dispositive Power 120,000 ordinary shares. See Item 4. |
| | 8 | Shared Dispositive Power 42,061,499 ordinary shares. See Item 4. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 42,181,499 ordinary shares. See Item 4. | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares " | |
| 11 | Percent of Class Represented by Amount in Row (9) 5.2%. See Item 4. | |
| 12 | Type of Reporting Person IN | |

| | | |
|--|--|---|
| 1 | Names of Reporting Persons Zto Wjl Holding Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization British Virgin Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 42,061,499 ordinary shares. See Item 4. |
| | 7 | Sole Dispositive Power 0 |
| | 8 | Shared Dispositive Power 42,061,499 ordinary shares. See Item 4. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 42,061,499 ordinary shares. See Item 4. | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares " | |
| 11 | Percent of Class Represented by Amount in Row (9) 5.2%. See Item 4. | |
| 12 | Type of Reporting Person CO | |

Item 1(a). Name of Issuer:

ZTO Express (Cayman) Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

Building One, No. 1685 Huazhi Road
Qingpu District, Shanghai, 201708
People's Republic of China

Item 2(a). Name of Person Filing:

Jilei Wang

Zto Wjl Holding Limited

Item 2(b). Address of Principal Business Office, or, if none, Residence:

Jilei Wang
Building One, No. 1685 Huazhi Road
Qingpu District, Shanghai, 201708
People's Republic of China

Zto Wjl Holding Limited
Sea Meadow House, P.O. Box 116
Road Town, Tortola
British Virgin Islands

Item 2(c). Citizenship:

Jilei Wang – People's Republic of China

Zto Wjl Holding Limited – British Virgin Islands

Item 2(d). Title of Class of Securities:

Class A ordinary shares, par value of \$0.0001 per share (the “Class A Ordinary Shares”)

Item 2(e). CUSIP No.:

G9897K 105

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d -2(b) or (c), check whether the persons filing is a:

Not applicable

Item 4. Ownership:

The following information with respect to the ownership of the Class A Ordinary Shares by each of the reporting persons is provided as of December 31, 2023:

| Reporting Person | Amount beneficially owned | Percent of class⁽¹⁾ | Sole power to vote or direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct the disposition of |
|-------------------------|----------------------------------|---------------------------------------|--|---|--|--|
| Jilei Wang | 42,181,499 ⁽²⁾ | 5.2% | 0 | 42,061,499 ⁽²⁾ | 120,000 ⁽²⁾ | 42,061,499 |
| Zto Wjl Holding Limited | 42,061,499 ⁽³⁾ | 5.2% | 0 | 42,061,499 ⁽³⁾ | 0 | 42,061,499 |

(1) The percentage of the class of securities beneficially owned by each reporting person is based on 812,866,663 outstanding ordinary shares as a single class, being the sum of 606,766,663 Class A Ordinary Shares, and 206,100,000 Class B ordinary shares, par value of \$0.0001 per share, of the Issuer (“Class B Ordinary Shares”) outstanding as of December 31, 2023, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

(2) Includes (i) 35,635,000 Class A Ordinary Shares held by Zto Wjl Holding Limited, (ii) 5,200,000 restricted ADSs registered in the name of Morgan Stanley Bank Asia Limited, underlying 5,200,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, which Zto Wjl Holding Limited pledged to Morgan Stanley Bank Asia Limited, as lender under a loan agreement dated December 19, 2019, to secure Zto Wjl Holding Limited’s obligations under the loan agreement, (iii) 1,226,499 Class A Ordinary Shares, in the form of ADSs, held by Zto Wjl Holding Limited, among which 974,236 are restricted ADSs, and (iv) 120,000 Class A Ordinary Shares held by Zto Es Holding Limited. Mr. Jilei Wang is the sole director of Zto Wjl Holding Limited. Mr. Jilei Wang has the power to direct the disposition of those 120,000 Class A Ordinary Shares held by Zto Es Holding Limited. Zto Wjl Holding Limited is a British Virgin Islands company wholly owned by WJL Holding Limited, which in turn is beneficially owned by The WJL Family Trust, a trust established under the laws of Singapore and managed by Standard Chartered Trust (Singapore) Limited as trustee. Mr. Jilei Wang is the settlor of The WJL Family Trust and the beneficiaries of the trust are Mr. Jilei Wang and his family members. The registered address of Zto Wjl Holding Limited is Sea Meadow House, P.O. Box 116, Road Town, Tortola, British Virgin Islands.

(3) Includes (i) 35,635,000 Class A Ordinary Shares held by Zto Wjl Holding Limited, (ii) 5,200,000 restricted ADSs registered in the name of Morgan Stanley Bank Asia Limited, underlying 5,200,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, which Zto Wjl Holding Limited pledged to Morgan Stanley Bank Asia Limited, as lender under a loan agreement dated December 19, 2019, to secure Zto Wjl Holding Limited’s obligations under the loan agreement, and (iii) 1,226,499 Class A Ordinary Shares, in the form of ADSs, held by Zto Wjl Holding Limited, among which 974,236 are restricted ADSs.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

LIST OF EXHIBITS

[Exhibit 99.1 — Joint Filing Agreement \(incorporated by reference to Exhibit 99.1 to Schedule 13G/A filed on February 13, 2020 by the reporting persons with the Securities and Exchange Commission\)](#)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2024

Jilei Wang

/s/ Jilei Wang

Zto Wjl Holding Limited

By: /s /Jilei Wang

Name: Jilei Wang

Title: Director

[Signature Page to Schedule 13G/A]

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A ordinary shares, par value of \$0.0001 per share, of ZTO Express (Cayman) Inc., a Cayman Islands exempted company, and that this Agreement may be included as an exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 13, 2020.

Jilei Wang

/s/ Jilei Wang _____

Zto Wjl Holding Limited

By: /s/ Jilei Wang _____

Name: Jilei Wang

Title: Director

[Signature page to joint filing agreement to Schedule 13G/A]
