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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. Jianfa LAI and Zto Ljf Holding Limited, a company controlled by a trust of which Mr. Jianfa LAI as 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.*

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**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).

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1	Names of Reporting Persons Jianfa Lai	
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 65,219,041 ordinary shares. See Item 4.
	7	Sole Dispositive Power 33,598 ordinary shares. See Item 4.
	8	Shared Dispositive Power 65,219,041 ordinary shares. See Item 4.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 65,252,639 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) 8.0%. See Item 4.	
12	Type of Reporting Person IN	

1	Names of Reporting Persons Zto Ljf 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 65,219,041 ordinary shares. See Item 4.
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 65,219,041 ordinary shares. See Item 4.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 65,219,041 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) 8.0%. 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:**

Jianfa Lai  
Zto Ljf Holding Limited

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

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

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

**Item 2(c). Citizenship:**

Jianfa Lai — People's Republic of China  
Zto Ljf 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 <sup>(1)</sup>	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
Jianfa Lai	65,252,639 <sup>(2)</sup>	8.0%	0	65,219,041 <sup>(2)</sup>	33,598 <sup>(2)</sup>	65,219,041 <sup>(2)</sup>
Zto Ljf Holding Limited	65,219,041 <sup>(3)</sup>	8.0%	0	65,219,041 <sup>(3)</sup>	0	65,219,041 <sup>(3)</sup>

(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) 44,000,000 Class A Ordinary Shares held by Zto Ljf Holding Limited, among which, 37,250,000 Class A Ordinary Shares are recorded on the Cayman share register of the Issuer, and the remaining 6,750,000 Class A Ordinary Shares are recorded under the name of HKSCC Nominees Limited on the Hong Kong share register of the Issuer and are deposited into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, (ii) 6,000,000 American depositary shares (“ADSs”) registered in the name of Citibank, N.A., Singapore, underlying 6,000,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, which Zto Ljf Holding Limited pledged to Citibank, N.A., Singapore, as lender under a loan agreement dated December 6, 2019, to secure Zto Ljf Holding Limited’s obligations under the loan agreement, (iii) 10,000,000 ADSs held by Zto Ljf Holding Limited, underlying 10,000,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, pledged to Citibank, N.A., as counterparty under the share forward transaction pursuant to the Master Terms and Conditions for Prepaid Variable Share Forward Transactions dated June 6, 2022 and as amended by the Supplemental Confirmation dated June 8, 2023 and the Amended and Restated Supplemental Confirmation dated September 8, 2023 (and as may be further amended and supplemented from time to time, the “Forward Contract”), to secure Zto Ljf Holding Limited’s obligations under the Forward Contract, (iv) 5,219,041 Class A Ordinary Shares, in the form of ADSs, held by Zto Ljf Holding Limited, and (v) 33,598 Class A ordinary shares held by Zto Es Holding Limited. Mr. Jianfa Lai is the sole director of Zto Ljf Holding Limited. Mr. Jianfa Lai has the power to direct the sale of those 33,598 Class A ordinary shares held by Zto Es Holding Limited. Zto Ljf Holding Limited is a British Virgin Islands company wholly owned by LJFA Holding Limited, which in turn is beneficially owned by The LJF Family Trust, a trust established under the laws of Singapore and managed by Standard Chartered Trust (Singapore) Limited as trustee. Mr. Jianfa Lai is the settlor of the LJF Family Trust and the beneficiaries of the trust are Mr. Jianfa Lai and his family members. The registered address of Zto Ljf Holding Limited is Sea Meadow House, P.O. Box 116, Road Town, Tortola, British Virgin Islands.

(3) Includes (i) 44,000,000 Class A Ordinary Shares held by Zto Ljf Holding Limited, among which, 37,250,000 Class A Ordinary Shares are recorded on the Cayman share register of the Issuer, and the remaining 6,750,000 Class A Ordinary Shares are recorded under the name of HKSCC Nominees Limited on the Hong Kong share register of the Issuer and are deposited into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, (ii) 6,000,000 ADSs registered in the name of Citibank, N.A., Singapore, underlying 6,000,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, which Zto Ljf Holding Limited pledged to Citibank, N.A., Singapore, as lender under a loan agreement dated December 6, 2019, to secure Zto Ljf Holding Limited’s obligations under the loan agreement, (iii) 10,000,000 ADSs held by Zto Ljf Holding Limited, underlying 10,000,000 Class A Ordinary Shares held by JPMorgan Chase Bank, N.A., as depositary bank, pledged to Citibank, N.A., as counterparty under the share forward transaction pursuant to the Master Terms and Conditions for Prepaid Variable Share Forward Transactions dated June 6, 2022 and as amended by the Supplemental Confirmation dated June 8, 2023 and the Amended and Restated Supplemental Confirmation dated September 8, 2023 (and as may be further amended and supplemented from time to time, the “Forward Contract”), to secure Zto Ljf Holding Limited’s obligations under the Forward Contract, and (iv) 5,219,041 Class A Ordinary Shares, in the form of ADSs, held by Zto Ljf Holding Limited.

**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

**Jianfa Lai**

/s/ Jianfa Lai

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**Zto Ljf Holding Limited**

By: /s / Jianfa Lai

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Name: Jianfa Lai

Title: Director

*[Signature Page to Schedule 13G/A]*

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**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.

**Jianfa Lai**

/s/ Jianfa Lai

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**Zto Ljf Holding Limited**

By: /s/ Jianfa Lai

Name: Jianfa Lai

Title: Director

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

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