



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 April 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: ZTO Express (Cayman) Inc. (A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

Date Submitted: 05 May 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	WVR ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	02057	Description	Class A Ordinary Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		8,000,000,000	USD	0.0001	USD	800,000
Increase / decrease (-)					USD	
Balance at close of the month		8,000,000,000	USD	0.0001	USD	800,000

2. Type of shares	WVR ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Class B Ordinary Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		1,000,000,000	USD	0.0001	USD	100,000
Increase / decrease (-)					USD	
Balance at close of the month		1,000,000,000	USD	0.0001	USD	100,000

3. Type of shares	WVR ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Undesignated			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	1,000,000,000	USD	0.0001	USD	100,000
Increase / decrease (-)				USD	
Balance at close of the month	1,000,000,000	USD	0.0001	USD	100,000

Total authorised/registered share capital at the end of the month: USD 1,000,000

Remarks:

The voluntary conversion of ZTO Express (Cayman) Inc. (the "Company") to dual primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "Primary Conversion") became effective on May 1, 2023.

II. Movements in Issued Shares

1. Type of shares	WVR ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	02057	Description	Class A Ordinary Shares			
Balance at close of preceding month	608,011,904					
Increase / decrease (-)	3,005,635					
Balance at close of the month	611,017,539					

2. Type of shares	WVR ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Class B Ordinary Shares			
Balance at close of preceding month	206,100,000					
Increase / decrease (-)						
Balance at close of the month	206,100,000					

Remarks:

The Primary Conversion became effective on May 1, 2023.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Other class (Please specify)	Shares issuable to be listed on SEHK (Note 1)	Yes		
Other class (Please specify)	Class A Ordinary Shares						
Stock code of shares issuable (if listed on SEHK) (Note 1)	02057						
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2016 Share Incentive Plan	0		0	0		0	0
General Meeting approval date (if applicable) _____							

Total A (WVR ordinary shares Class A Ordinary Shares): _____

Total funds raised during the month from exercise of options: _____

Remarks:

The scheme limit of the 2016 Share Incentive Plan (the "2016 Plan") has been capped at 21,000,000 shares. Before the Primary Conversion, 3,000,000 Class A ordinary shares have been transferred to a trust for the benefit of the 2016 Plan for the vesting and exercise of share options and awards for the grants made or to be made pursuant to the 2016 Plan. No new shares of the Company will be issued pursuant to the 2016 Plan.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Other class (Please specify)	Shares issuable to be listed on SEHK (Note 1)	Yes	
Other class (Please specify)	Class A Ordinary Shares					
Stock code of shares issuable (if listed on SEHK) (Note 1)	02057					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Senior Notes Due 2027 (the "2027 Notes")	USD	1,000,000,000	0	1,000,000,000	0	32,041,936
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	USD	31.2091				
General Meeting approval date (if applicable)						

Total C (WVR ordinary shares Class A Ordinary Shares): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Other class (Please specify)	Shares issuable to be listed on SEHK (Note 1)	Yes	
Other class (Please specify)	Class A Ordinary Shares					
Stock code of shares issuable (if listed on SEHK) (Note 1)	02057					
Description	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month			
1). 2016 Share Incentive Plan - Restricted Share Units		5,635	0			

Total D (WVR ordinary shares Class A Ordinary Shares): _____ 5,635

Remarks:

Before the Primary Conversion, 5,635 Class A ordinary shares previously repurchased from the market were transferred to relevant awardees to satisfy vested restricted share units under the 2016 Plan.

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	WVR ordinary shares	Class of shares	Other class (Please specify)	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Other class (Please specify)	Class A Ordinary Shares					
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)	02057					
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify)					3,000,000	0
Transfer of repurchased shares to a trust for the benefit of 2016 Share Incentive Plan						

Total E (WVR ordinary shares Class A Ordinary Shares): 3,000,000

Remarks:

Before the Primary Conversion, 3,000,000 Class A ordinary shares previously repurchased from the market have been transferred to a trust for the benefit of the 2016 Plan.

Total increase / decrease (-) in WVR ordinary shares Class A Ordinary Shares during the month (i.e. Total of A to E) 3,005,635

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Songfei LI

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"