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JD.com, Inc.
京東集團股份有限公司

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

(Stock Code: 9618)

**SPIN-OFF AND SEPARATE LISTING OF
JD HEALTH INTERNATIONAL INC.
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

References are made to the announcements of the Company dated September 27, 2020, November 15, 2020, November 26, 2020, December 7, 2020 and December 8, 2020 (the “**Announcements**”) in relation to the spin-off and separate listing of the JD Health Shares on the Main Board of the Hong Kong Stock Exchange. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) on December 21, 2020, in respect of an aggregate of 57,285,000 JD Health Shares (the “**Over-allotment Shares**”), representing 15% of the number of JD Health Shares initially available under the Global Offering to cover over-allocations in the International Offering, if any. The Over-allotment Shares will be issued and allotted by JD Health at HK\$70.58 per share (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the final offer price under the Global Offering. The Over-allotment Shares have been used to facilitate the return of the JD Health Shares borrowed by Merrill Lynch International (the “**Stabilizing Manager**”) from JD Jiankang Limited (“**JD Jiankang**”, one of the controlling shareholders of JD Health) under the stock borrowing agreement entered into between the Stabilizing Manager and JD Jiankang (the “**Stock Borrowing Agreement**”), which were used to cover over-allocations in the International Offering. JD Health intends to apply the additional net proceeds for the same purposes as set out in the Prospectus. The Company, through its wholly-owned subsidiary, retains an indirect control of an aggregate of approximately 67.49% of the total issued share capital of JD Health International Inc. immediately after the full exercise of the Over-allotment Option.

The additional net proceeds of approximately HK\$3,982 million to be received by JD Health from the issue and allotment of the Over-allotment Shares, after deducting the underwriting fees and commissions and other estimated expenses in connection with the full exercise of the Over-allotment Option, will be used by JD Health for the purposes as set out in the section headed “Use of Proceeds” in the Prospectus.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on December 24, 2020.

By Order of the Board of Directors
JD.com, Inc.
Mr. Richard Qiangdong Liu
*Chairman of the Board of Directors
and Chief Executive Officer*

Hong Kong, December 21, 2020

As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Martin Chi Ping LAU as the director, Mr. Ming HUANG, Mr. Louis T. HSIEH, and Mr. Dingbo XU as the independent directors.