
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JD Health International Inc., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

JDH 京东健康

JD Health International Inc.

京东健康股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6618)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF RETIRING DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice of the annual general meeting of JD Health International Inc. to be held at 2:45 p.m. on Wednesday, June 23, 2021 at 4th Floor, Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC is set out on pages 14 to 18 of this circular.

A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> and the Company at <http://ir.jdhealth.com>. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 2:45 p.m. on Monday, June 21, 2021) or any adjournment thereof.

Completion and return of the proxy form shall not preclude any shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the proxy form shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

April 26, 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	4
2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES	4
3. RE-ELECTION OF RETIRING DIRECTORS	4
4. ANNUAL GENERAL MEETING	5
5. RESPONSIBILITY STATEMENT	6
6. RECOMMENDATION	6
APPENDIX I — EXPLANATORY STATEMENT	7
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	10
APPENDIX III — NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“ADSs”	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
“Annual General Meeting”	the annual general meeting of the Company to be held at 2:45 p.m. on Wednesday, June 23, 2021 at 4th Floor, Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC or any adjournment thereof, notice of which is set out in Appendix III to this circular
“Articles of Association”	the articles of association of the Company as amended and restated from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	JD Health International Inc., a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6618)
“Consolidated Affiliated Entities”	the entities the Group controls through the Contractual Arrangements, namely the Onshore Holdco and its respective subsidiaries
“Contractual Arrangement(s)”	the series of contractual arrangements entered into between, among others, the WFOE, the Onshore Holdco and the Registered Shareholders
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group” or “the Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JD.com”	JD.com, Inc., a company incorporated in the BVI on November 6, 2006 and subsequently redomiciled to the Cayman Islands on January 16, 2014 as an exempted company registered by way of continuation under the laws of the Cayman Islands and the shares of which are listed on the Main Board (stock code: 9618) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol “JD”

DEFINITIONS

“JD Group”	JD.com, Inc. (NASDAQ: JD; HKEX: 9618) and its subsidiaries and consolidated affiliated entities, excluding the Group
“Latest Practicable Date”	Tuesday, April 20, 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	December 8, 2020, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Onshore Holdco”	Suqian Jingdong Tianning Jiankang Technology Co., Ltd. (宿遷京東天寧健康科技有限公司), a company established in the PRC on June 10, 2019 and a Consolidated Affiliated Entity
“Prospectus”	the prospectus of the Company dated November 26, 2020
“Remuneration Committee”	the remuneration committee of the Company
“Registered Shareholders”	the registered shareholders of the Onshore Holdco, namely Richard Qiangdong Liu (劉強東), Yayun Li (李婭雲) and Pang Zhang (張雱)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) with nominal value of US\$0.0000005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“WFOE”	Beijing Jingdong Jiankang Co., Ltd. (北京京東健康有限公司), a company established in the PRC on June 6, 2019 and a wholly-owned subsidiary of the Company
“%”	per cent.

LETTER FROM THE BOARD



JD Health International Inc.
京东健康股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6618)

Executive Director:

Mr. Lijun Xin (辛利軍) (*Chief Executive Officer*)

Non-executive Directors:

Mr. Richard Qiangdong Liu (劉強東) (*Chairman*)

Mr. Lei Xu (徐雷)

Ms. Sandy Ran Xu (許冉)

Ms. Pang Zhang (張雱)

Mr. Qingqing Yi

Independent Non-executive Directors:

Mr. Xingyao Chen (陳興堯)

Ms. Ling Li (李玲)

Dr. Jiyu Zhang (張吉豫)

Registered Office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Headquarters in PRC:

8th Floor, Building C

No. 18 Kechuang 11 Street

Yizhuang Economic and Technological

Development Zone

Daxing District

Beijing101111

People's Republic of China

Principal Place of Business in Hong Kong:

Room 1901, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

April 26, 2021

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding the proposals for (i) granting of general mandates to the Directors to issue and repurchase Shares; (ii) the re-election of retiring Directors; and (iii) giving the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On November 23, 2020, ordinary resolutions were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandate will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to extend the number of Shares which can be allotted, issued and dealt with under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the “**Extension**”).

Based on 3,184,367,111 Shares in issue as at the Latest Practicable Date and assuming that there is no change to the number of Shares in issue prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorised to allot, issue and deal with up to a limit of 636,873,422 Shares under the Issue Mandate and to repurchase 318,436,711 Shares under the Repurchase Mandate.

If approved by the Shareholders at the Annual General Meeting, the Issue Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the revocation or variation of the Issue Mandate by an ordinary resolution of the Shareholders in general meeting.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate, the Issue Mandate and the Extension (together, the “**General Mandates**”) at the Annual General Meeting. With reference to these resolutions, the Directors currently have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 16.19 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Lijun Xin (辛利軍) (“**Mr. Xin**”), Mr. Lei Xu (徐雷) (“**Mr. Xu**”) and Ms. Sandy Ran Xu (許冉) (“**Ms. Xu**”) will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. On March 29, 2021, Ms. Yayun Li (李婭雲) (“**Ms. Li**”) has tendered her resignation as a non-executive Director and member of the Remuneration Committee; and Mr. Wenyi Huang (黃文藝) (“**Mr. Huang**”) has tendered his resignation as an independent non-executive Director and a member of the Audit Committee and the Nomination Committee, Ms. Pang Zhang (張雱) (“**Ms. Zhang**”) has been appointed as a non-executive Director and a member of the Remuneration Committee, and Dr. Jiyu Zhang (張吉豫) (“**Dr. Zhang**”) has been appointed as an independent non-executive Director and a member of the Audit Committee and Nomination Committee, with effect from March 29, 2021. Please refer to the announcement of the Company dated March 29, 2021. Accordingly, Ms. Zhang and Dr. Zhang will retire at the Annual General Meeting and, being eligible, will offer themselves for election as Directors at the Annual General Meeting.

The Nomination Committee assists the Board in the selection and nomination process for the above retiring Directors. The nomination took into account the Board’s composition as well as the various diversity aspects as set out in the Company’s board diversity policy.

Dr. Zhang, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have assessed the independence of Dr. Zhang and are satisfied that Dr. Zhang has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider her to be independent.

In considering and approving the re-election of the retiring Directors at the Annual General Meeting, the Nomination Committee and the Board have reviewed the overall contribution and service to the Company of the retiring Directors and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of Mr. Xin, Mr. Xu, Ms. Xu, Ms. Zhang and Dr. Zhang as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

The biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed, inter alia, to approve (i) the grant of General Mandates and (ii) the re-election of retiring Directors.

In accordance with the requirements of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A proxy form for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 2:45 p.m. on Monday, June 21, 2021 (Hong Kong Time)), or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that the proposals for (i) granting of the General Mandates to the Directors to issue and repurchase Shares and (ii) re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,
On behalf of the Board
JD Health International Inc.
Mr. Lijun Xin
Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHAREHOLDERS APPROVAL

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

2. SHARE CAPITAL

- As at the Latest Practicable Date, there were in issue a total of 3,184,367,111 Shares of nominal value of US\$0.0000005 each, all of which are fully paid.
- Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date the resolution granting the Repurchase Mandate is passed. Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the Annual General Meeting, there will be 3,184,367,111 Shares in issue, and exercise in full of the Repurchase Mandate would result in up to a maximum of 318,436,711 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 5(b) of the notice of the Annual General Meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited accounts for the year ended December 31, 2020 in the event the Repurchase Mandate was exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

5. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company or its subsidiaries.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands.
- (c) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.
- (d) If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Richard Qiangdong Liu (劉強東) (“**Mr. Liu**”) was interested in (i) 53,042,516 Shares and (ii) 2,149,253,732 Shares through JD Jiankang Limited and JD.com, Inc. under the SFO; Mr. Liu's interests in the Company, in aggregate, represents approximately 69.16% of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Liu's interests in the Company will be increased to approximately 76.84% of the issued Shares and such increase would give not rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

- (e) The Directors have no present intention to exercise the Repurchase Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued share capital of the Company as required under Rule 8.08 of the Listing Rules.
- (f) From the Listing Date to the Latest Practicable Date, the Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the calendar months during the period commencing from the Listing Date and up to and including the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
December (since the Listing Date)	198.50	92.60
2021		
January	176.90	131.20
February	174.90	137.20
March	150.70	99.00
April (up to and include the Latest Practicable Date)	117.50	105.40

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

(1) Mr. Lijun Xin (辛利軍)

Mr. Lijun Xin (“**Mr. Xin**”), aged 47, is an executive Director and the chief executive officer (the “**CEO**”) of the Group. Mr. Xin is responsible for the Company’s overall strategic planning and business direction.

Prior to his appointment as the chief executive officer of our Group in July 2019, Mr. Xin had been serving various positions within JD.com since October 2012. Mr. Xin was in charge of JD.com’s third-party platform covering multiple business categories including home furnishing and apparel, and was subsequently in charge of different business groups or departments of JD Retail, such as the Home Business Department of Home Lifestyle Business Group and the Lifestyle and Services Business Group.

Before joining JD.com in October 2012, Mr. Xin had worked as general manager at Beijing Baishitongchuang Trading Co., Ltd. (北京佰世同創商貿有限公司).

Mr. Xin received a bachelor’s degree of science in electrical engineering and automation from Shanghai Jiao Tong University (上海交通大學) in 1995 and an EMBA from China Europe International Business School (中歐國際工商學院) in August 2018.

Mr. Xin has entered into a service contract with the Company for an initial term of three years from the Listing Date or until the third annual general meeting of the Company since the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). According to the terms of the appointment letter, Mr. Xin is not entitled to receive any remuneration and benefits in his capacity as executive Director.

As at the Latest Practicable Date, Mr. Xin was interested in (i) 29,282,729 Shares and (ii) 9,552,238 Shares held by Novacare Investment Limited (Mr. Xin held 93.09% of Novacare Investment Limited) within the meaning of Part XV of the Securities and Futures Ordinance.

(2) Mr. Lei Xu (徐雷)

Mr. Lei Xu (“**Mr. Xu**”), aged 46, is a non-executive Director. Mr. Xu joined JD.com in 2009 and is serving as the chief executive officer of JD Retail of JD.com, responsible for the development, operation and strategy of JD.com retail business, both online and offline. Since joining JD Group in 2009, Mr. Xu has held several leadership roles within the sales and marketing divisions of JD Group’s retail business, including head of marketing and branding, head of JD Wireless, and head of JD Group’s marketing and platform operations. Under his leadership, JD Group successfully rebranded itself from 360buy to JD.com and launched its popular mascot, Joy. Mr. Xu was responsible for the launch of JD Plus, as well as JD Group’s Super Brand Day strategic marketing program. He also leads JD Group’s Kepler open platform, a key pillar of JD Group’s “Retail as a Service” strategy that leverages JD Group’s strengths in logistics, marketing, financial services, and other areas to help partners to expand their online businesses. Before joining JD.com, Mr. Xu held several senior management roles in marketing and operations at Lenovo, Allies and Belle E-Commerce. Mr. Xu currently serves as a director of Dada Nexus Limited, whose shares have been listed on the NASDAQ (ticker: DADA) since June 2020.

Mr. Xu received an EMBA from China Europe International Business School (中歐國際工商學院) in October 2013.

Mr. Xu has entered into an appointment letter with the Company for an initial period of three years from the date of the Prospectus or from the date of the Prospectus until the third annual general meeting of the Company since the Listing (whichever ends sooner) (subject to retirement as and when required under the Articles of Association). According to the terms of the appointment letter, Mr. Xu is not entitled to receive any remuneration and benefits in his capacity as non-executive Director.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Xu does not have any interest in the Shares.

(3) Ms. Sandy Ran Xu (許冉)

Ms. Sandy Ran Xu (“**Ms. Xu**”), aged 44, is a non-executive Director and a member of the Audit Committee. Ms. Xu joined JD.com in 2018 and has served as the chief financial officer of JD.com since June 2020. From July 2018 to May 2020, Ms. Xu oversaw group finance, accounting and tax functions in addition to serving as chief financial officer of JD Retail Business Group of JD Group, where she played a critical role in improving JD Retail’s financial and operational performance in 2019. Prior to joining JD.com, Ms. Xu was an audit partner and spent nearly 20 years with PricewaterhouseCoopers Zhong Tian LLP, Beijing office and PricewaterhouseCoopers LLP, San Jose office. Ms. Xu was a Certified Public Accountant in both China and the United States. Ms. Xu currently serves as a director (and member of the compensation committee and nominating and corporate governance committee) of Dada Nexus Limited, whose shares have been listed on the NASDAQ (ticker: DADA) since June 2020, and a director of Jingdong Digits Technology Holding Co., Ltd. (京東數字科技控股股份有限公司) since June 2020. Ms. Xu also serves as non-executive director of JD Logistics, Inc., which has submitted its listing application to the Stock Exchange, from September 2020.

Ms. Xu received her bachelor’s degree with a double major in information science and economics from Peking University (北京大學) in July 1998.

Ms. Xu has entered into an appointment letter with the Company for an initial period of three years from the date of the Prospectus or from the date of the Prospectus until the third annual general meeting of the Company since the Listing (whichever ends sooner) (subject to retirement as and when required under the Articles of Association). According to the terms of the appointment letter, Ms. Xu is not entitled to receive any remuneration and benefits in her capacity as non-executive Director.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Xu does not have any interest in the Shares.

(4) Ms. Pang Zhang (張雱)

Ms. Pang Zhang (“**Ms. Zhang**”), aged 32 is a non-executive Director and a member of the Remuneration Committee. Ms. Zhang joined the JD Group in July 2011 and has served as JD Group’s chief human resources officer since December 2020. She has significant experience in leadership development as well as organizational processes optimization, and has held multiple key roles within different departments in JD Group including JD Group’s CEO office, JD Retail and JD Digits business groups.

Ms. Zhang also holds directorships in various subsidiaries of JD Group and serves as non-executive director of JD Logistics, Inc., a company which has submitted an application for primary listing on the Stock Exchange.

Ms. Zhang received a bachelor’s degree of commerce in e-commerce from Central University of Finance and Economics (中央財經大學) in June 2011 and a Cornell-Tsinghua Finance MBA in June 2020.

Ms. Zhang has entered into an appointment letter with the Company for a term of three years commencing from March 29, 2021, subject to (i) retirement from office and re-election at the next general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Articles of Association. According to the terms of Ms. Zhang’s appointment, Ms. Zhang is not entitled to receive any remuneration and other benefits in her capacity as a non-executive Director.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Zhang does not have any interest in the Shares.

(5) Dr. Jiyu Zhang (張吉豫)

Dr. Jiyu Zhang (“**Dr. Zhang**”), aged 39, is an independent non-executive Director and a member of the Audit Committee and Nomination Committee. Dr. Zhang currently holds associate professorship and serves as the executive director of the Law and Technology Institute at Renmin University of China (中國人民大學). She is also a member of and currently holds various leadership positions in the Cyberspace Security Strategy and Law Committee of China Institute of Communications, Beijing Intellectual Property Law Research Association, China Cyber Information Law Society and Law and Policy Working Group of China Artificial Intelligence and Industry Alliance. Prior to that, Dr. Zhang held an assistant professorship and was a post-doctoral fellow in intellectual property law at the Renmin University of China Law School (中國人民大學法學院) from August 2014 to August 2017 and September 2011 to July 2014, respectively.

Dr. Zhang received a bachelor of science degree with a double major in mathematics and applied mathematics and a bachelor of science degree in computer science and technology from Peking university (北京大學) in 2004. She then received her Doctor of Science in computer architecture from Peking University in 2011.

Dr. Zhang has entered into an appointment letter with the Company for a term of three years commencing from March 29, 2021, subject to (i) retirement from office and re-election at the next general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Articles of Association. According to the terms of Dr. Zhang's appointment, Dr. Zhang is entitled to a director's fee of RMB250,000 per annum and certain equity-based compensation, and Dr. Zhang is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties in connection with the business of the Company. The director's fee was recommended by the Remuneration Committee with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Dr. Zhang does not have any interest in the Shares.

Save as disclosed herein, in relation to the re-election of the above-mentioned Directors, the Board is not aware of any material matter that needs to be brought to the attention of the Shareholders and the information of the Directors disclosed above comply with the requirements under Rule 13.51(2) of the Listing Rules in all material respects.

**JD Health International Inc.****京东健康股份有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6618)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of JD Health International Inc. (the “**Company**”) will be held at 2:45 p.m. on Wednesday, June 23, 2021 at 4th Floor, Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the People’s Republic of China, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors and the auditor of the Company for the year ended December 31, 2020.
2. To re-elect the following directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Lijun Xin (辛利軍) as an executive Director;
 - (ii) To re-elect Mr. Lei Xu (徐雷) as a non-executive Director;
 - (iii) To re-elect Ms. Sandy Ran Xu (許冉) as a non-executive Director;
 - (iv) To re-elect Ms. Pang Zhang (張雱) as a non-executive Director; and
 - (v) To re-elect Dr. Jiyu Zhang (張吉豫) as an independent non-executive Director.
3. To authorize the Board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2021.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
 - (a) “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the “**Shares**”), and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) or (ii) of this resolution 5(a) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of the issued share capital of the Company as at the date of passing this resolution and the approval shall be limited accordingly; and

- (iv) for the purpose of this resolution 5(a):
 - (1) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

- (2) “**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

(b) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-Backs and The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 5(b) during the Relevant Period shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing of this resolution 5(b), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
- (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- (c) “**THAT** conditional upon the passing of the resolutions 5(a) and 5(b), the general mandate referred to in the resolution 5(a) be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 5(b), provided that such extended amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board
JD Health International Inc.
Mr. Lijun Xin
Executive Director

Hong Kong, April 26, 2021

Notes:

- (i) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Articles of Association. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (ii) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 2:45 p.m. on Monday, June 21, 2021) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Friday, June 18, 2021 to Wednesday, June 23, 2021, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, June 17, 2021.

- (vi) In respect of the ordinary resolution 2 above, Mr. Lijun Xin (辛利軍), Mr. Lei Xu (徐雷), Ms. Sandy Ran Xu (許冉), Ms. Pang Zhang (張雱) and Dr. Jiyu Zhang (張吉豫) will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above retiring directors standing for re-election are set out in Appendix II to the circular to the shareholders of the Company dated April 26, 2021.
- (vii) In respect of the ordinary resolution 5(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of the ordinary resolution 5(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated April 26, 2021.
- (ix) References to time and dates in this notice are to Hong Kong time and dates.
- (x) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.