

**A. FURTHER INFORMATION ABOUT OUR GROUP****1. Incorporation**

Our Company was incorporated under the laws of the Cayman Islands on January 19, 2012 as an exempted company with limited liability. Upon our incorporation, our authorized share capital was US\$50,000 divided into 50,000 shares of a nominal value of US\$1.00.

Our registered office address is at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles of Association is set out in Appendix III to this document.

Our registered place of business in Hong Kong is at Room 1901, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on March 11, 2021 with the Registrar of Companies in Hong Kong. Mr. Chiu Ming King has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is Room 1901, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay, Hong Kong.

**2. Changes in share capital of our Company**

The following sets out the changes in our Company's issued share capital within the two years immediately preceding the date of this document:

- (a) On January 19, 2012, our Company issued one share of par value US\$1.00 to Offshore Incorporations (Cayman) Limited, which was subsequently transferred to Jingdong Technology Group Corporation on the same day;
- (b) On February 8, 2018, February 9, 2018 and March 7, 2018, our Company conducted share subdivisions and new share issuances, resulting in a total of 3,924,000,000 ordinary shares with par value of US\$0.000025 each being issued to Jingdong Technology Group Corporation;
- (c) On March 7, 2018, our Company issued 40,000,000 Series A Preference Shares with par value of US\$0.000025 each, to China Life Trustees Ltd. (中國人壽信託有限公司);
- (d) On March 7, 2018, our Company issued 40,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Jungle Parent Limited;
- (e) On March 7, 2018, our Company issued 28,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Skycus China Fund, L.P.;
- (f) On March 7, 2018, our Company issued 8,000,000 Series A Preference Shares with par value of US\$0.000025 each, to SCC Growth IV Holdco A, Ltd.;
- (g) On March 7, 2018, our Company issued 64,000,000 Series A Preference Shares with par value of US\$0.000025 each, to SCC Growth IV 2018-A, L.P.;
- (h) On March 7, 2018, our Company issued 40,000,000 Series A Preference Shares with par value of US\$0.000025 each, to China Merchants Logistics Synergy Limited Partnership;
- (i) On March 7, 2018, our Company issued 12,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Image Frame Investment (HK) Limited (意像架構投資(香港)有限公司);

- (j) On March 7, 2018, our Company issued 12,000,000 Series A Preference Shares with par value of US\$0.000025 each, to TPP Follow-on I Holding E Limited;
- (k) On March 7, 2018, our Company issued 20,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Qianshan Logistics L.P. (千山物流基金有限合夥);
- (l) On March 7, 2018, our Company issued 144,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Eastar Capital Fund, L.P.;
- (m) On March 7, 2018, our Company issued 144,000,000 Series A Preference Shares with par value of US\$0.000025 each, to HHJL Holdings Limited;
- (n) On March 7, 2018, our Company issued 352,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Jingdong E-Commerce (Express) LLC;
- (o) On May 11, 2018, our Company issued 12,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Jingdong E-Commerce (Express) LLC;
- (p) On July 9, 2018, our Company issued 40,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Shanghai Hudeyuezheng Enterprise Management Partnership (Limited Partnership) (上海滬德越貞企業管理合夥企業(有限合夥));
- (q) On September 12, 2018 our Company issued 28,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Jingdong E-Commerce (Express) LLC;
- (r) On October 3, 2018, our Company issued 20,000,000 Series A Preference Shares with par value of US\$0.000025 each, to EverestTai Capital LLC (永泰資本有限責任公司);
- (s) On August 24, 2020, our Company issued 8,467,879 ordinary shares with par value of US\$0.000025 each, to Ocean HHJ Holding Limited;
- (t) On August 24, 2020, our Company issued 3,658,776 Series A Preference Shares with par value of US\$0.000025 each, to Hidden Hill SPV II;
- (u) On August 24, 2020, our Company issued 19,208,571 Series A Preference Shares with par value of US\$0.000025 each, to CG Partners Opportunity Fund SP2;
- (v) On May 10, 2021, our Company issued (i) 203,221,646 Shares with par value of US\$0.000025 each to Jungle Den Limited, (ii) 4,890,000 Shares with par value of US\$0.000025 each to Jazz Dream Limited, and (iii) 315,000,000 Shares with par value of US\$0.000025 each to Perfect Match Limited; and
- (w) On May 11, 2021, our Company issued in aggregate 320,000,000 Series A Preference Shares with par value of US\$0.000025 each, to Generation Gamma HK Investment Limited, Generation Zeta Investment Fund I, L.P., Donghe Fund, L.P., The Day Limited, Yun Sheng Capital Cayman, East Gain Limited (宜嘉有限公司), Florie Lane Limited, Success Union Global Limited, Black River Investment Company Limited, Long Lighting Limited, Eastern Bell X Investment Limited (鐘鼎十期投資有限公司), CMBI Private Equity Series SPC on behalf of and for the account of Logistics Fund I SP, Dan Capital Emei Limited Partnership, Xingrun YiTeng LP, Sino-French (Midcap) Fund, SINO GLOW LIMITED, VJD Star Limited, Major Prime Group Limited, Speed Motion Global Limited, HS Capital Fund V LP, Green Galaxy LLC, RUBY PATH INVESTMENTS LIMITED, MT CCBT Capital Fund I, L.P. (茅台建信資本基金合夥企業), Spring Beauty Limited (泉美有限公司), DE Capital Limited, Cherrywood (HK) Limited, City High Project Company Limited, WOODBURY CAPITAL MANAGEMENT LIMITED, Vision Toll Limited, Chen Pengling, Oceanwide Sigma Limited, CAPITAL CHAMPION HOLDINGS LIMITED, Bright Empire Overseas Limited Eternity Rich Investments Limited and HESHUN INTERNATIONAL INVESTMENT LIMITED.

Save as disclosed above and in the section headed “—Resolutions of Our Shareholders Dated May 10, 2021” below, there has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

### 3. Changes in the share capital of members of our Group

The following sets out the changes in the share or registered capital of members of our Group within the two years immediately preceding the date of this document:

- On June 14, 2019, Guangxi Jingdong Shangyou Media Co., Ltd. (廣西京東尚佑傳媒有限公司) was incorporated with a registered capital of RMB2,000,000.
- On June 24, 2019, Suqian Jingdong Jixuan Trade Co., Ltd. (宿遷京東集選貿易有限公司) was incorporated with a registered capital of RMB10,000,000.
- On June 27, 2019, the registered capital of Tianjin Huihe Haihe Intelligent Logistics Enterprise Fund Partnership (Limited Partnership) (天津匯禾海河智能物流產業基金合夥企業(有限合夥)) was increased from RMB50,000,000 to RMB1,500,000,000.
- On June 27, 2019, the registered capital of Tianjin Huihe Haihe Investment Management Partnership (Limited Partnership) (天津匯禾海河投資管理合夥企業(有限合夥)) was increased from RMB15,000,000 to RMB20,000,000.
- On July 17, 2019, the registered capital of Rongchengxian Jingdong Cloud Technology Trade Co., Ltd. (容城縣京東雲科商貿有限公司) was increased from RMB500,000 to RMB30,000,000.
- On August 21, 2019, Qingdao Qianqing Information Services Co., Ltd. (青島乾清信息服務有限公司) was incorporated with a registered capital of RMB10,000,000.
- On September 26, 2019, Jiangsu Jingdong Cargo Airlines Co., Ltd. (江蘇京東貨運航空有限公司) was incorporated with a registered capital of RMB600,000,000.
- On November 18, 2019, Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) was incorporated with a registered capital of RMB5,000,000.
- On November 27, 2019, Guangdong Hongbang Tuoxian Logistics Technology Co., Ltd. (廣東弘邦拓先物流科技有限公司) was incorporated with a registered capital of RMB5,000,000.
- On November 29, 2019, Suqian Jingdong Bohai Enterprise Management Co., Ltd. (宿遷京東博海企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On November 29, 2019, Suqian Jingdong Keyue Enterprise Management Co., Ltd. (宿遷京東科越企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 13, 2019, Hunan Jingxi Logistics Technology Co., Ltd. (湖南京喜物流科技有限公司) was incorporated with a registered capital of RMB2,000,000.
- On December 16, 2019, Anhui Hongbang Tuoxian Logistics Co., Ltd. (安徽弘邦拓先物流有限公司) was incorporated with a registered capital of RMB5,000,000.
- On December 19, 2019, Sichuan Hongbang Tuoxian Logistics Technology Co., Ltd. (四川弘邦拓先物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 23, 2019, the registered capital of Suqian Jingdong Tonglian Logistics Co., Ltd. (宿遷京東通聯物流有限公司) was increased from RMB1,000,000 to RMB10,000,000.

- On January 9, 2020, Shanghai Zhongyou Logistics Technology Co., Ltd. (上海眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On January 10, 2020, Zhejiang Zhongyou Logistics Technology Co., Ltd. (浙江眾郵物流科技有限公司) was incorporated with a registered capital of RMB10,000,000.
- On January 13, 2020, Guangdong Jingdong Xingyou Logistics Co., Ltd. (廣東京東星佑物流有限公司) was incorporated with a registered capital of RMB60,000,000.
- On February 27, 2020, Jiangsu Zhongyou Logistics Technology Co., Ltd. (江蘇眾郵物流科技有限公司) was incorporated with a registered capital of RMB10,000,000.
- On March 10, 2020, Fujian Zhongyou Logistics Technology Co., Ltd. (福建眾郵物流科技有限公司) was incorporated with a registered capital of RMB10,000,000.
- On March 10, 2020, Beijing Zhongyou Logistics Technology Co., Ltd. (北京眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On March 17, 2020, Shanghai Yixiang Logistics Facilities Technology Co., Ltd. (上海易箱物流設備科技有限公司) was incorporated with a registered capital of RMB20,000,000.
- On April 21, 2020, Chongqing Zhongyou Logistics Technology Co., Ltd. (重慶眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On April 24, 2020, Hunan Zhongyou Logistics Technology Co., Ltd. (湖南眾郵物流科技有限公司) was incorporated with a registered capital of RMB2,000,000.
- On May 11, 2020, Shaanxi Jingdong Medical Supply Chain Management Co., Ltd. (陝西京東醫藥供應鏈管理有限公司) was incorporated with a registered capital of RMB50,000,000.
- On May 25, 2020, Sanya Jingdong Huanhai Supply Chain Technology Co., Ltd. (三亞京東環海供應鏈科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On June 17, 2020 Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) was incorporated with a registered capital of RMB100,000,000.
- On June 24, 2020, Shanxi Zhongyou Supply Chain Management Services Co., Ltd. (山西眾郵供應鏈管理服務有限公司) was incorporated with a registered capital of RMB1,000,000.
- On June 24, 2020, Inner Mongolia Zhongyou Logistics Technology Co., Ltd. (內蒙古眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On July 2, 2020, Shandong Tuoxian Logistics Co., Ltd. (山東拓先物流有限公司) was incorporated with a registered capital of RMB3,000,000.
- On July 10, 2020, Jingxiaofu Technology Service Co., Ltd. (京小服科技服務有限公司) was incorporated with a registered capital of RMB50,000,000.
- On July 21, 2020, Hebei Tuoxian Logistics Co., Ltd. (河北拓先物流有限公司) was incorporated with a registered capital of RMB3,000,000.
- On July 30, 2020, Tianjin Zhongyou Logistics Technology Co., Ltd. (天津眾郵物流科技有限公司) was incorporated with a registered capital of RMB5,000,000.

- On August 5, 2020, Hubei Zhongyou Logistics Technology Co., Ltd. (湖北眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On August 7, 2020, Jiangxi Hongbang Tuoxian Logistics Technology Co., Ltd (江西弘邦拓先物流科技有限公司) was incorporated with a registered capital of RMB2,000,000.
- On August 10, 2020, Henan Hongbang Tuoxian Logistics Co., Ltd. (河南弘邦拓先物流有限公司) was incorporated with a registered capital of RMB1,000,000.
- On August 13, 2020, the registered capital of Kuayue-Express Group Co., LTD. (跨越速運集團有限公司) was increased from RMB566,804,139.00 to RMB661,271,495.50.
- On August 24, 2020, Guizhou Zhongyou Logistics Co., Ltd. (貴州眾郵物流有限公司) was incorporated with a registered capital of RMB1,000,000.
- On August 27, 2020, Yunnan Zhongyou Logistics Technology Co., Ltd. (雲南眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On September 17, 2020, Hainan Zhongyou Logistics Technology Co., Ltd. (海南眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On October 28, 2020, Guangxi Zhongyou Logistics Co., Ltd. (廣西眾郵物流有限公司) was incorporated with a registered capital of RMB2,000,000.
- On November 12, 2020, Shaanxi Jingxi Express Co., Ltd. (陝西京喜快遞有限公司) was incorporated with a registered capital of RMB1,000,000.
- On November 16, 2020, Liaoning Zhongyou Logistics Technology Co., Ltd. (遼寧眾郵物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On August 10, 2020, Gansu Xunzan Trade Co., Ltd. (甘肅迅贊貿易有限公司) was incorporated with a registered capital of RMB1,000,000.
- On October 14, 2020, Jingdong Xingchen Leasing (Tianjin) Co., Ltd. (京東星辰租賃(天津)有限公司) was incorporated with a registered capital of RMB50,000,000.
- On October 19, 2020, Jingdong Xingchen No. 1 Leasing (Tianjin) Co., Ltd. (京東星辰一號租賃(天津)有限公司) was incorporated with a registered capital of RMB100,000.
- On October 19, 2020, Jingdong Xingchen No. 2 Leasing (Tianjin) Co., Ltd. (京東星辰二號租賃(天津)有限公司) was incorporated with a registered capital of RMB100,000.
- On October 20, 2020, Suqian Kunpeng (Jiangsu) Technology Co., Ltd. (京東鯤鵬(江蘇)科技有限公司) was incorporated with a registered capital of RMB20,000,000.
- On October 29, 2020, Suqian Jingdong Dewei Enterprise Management Co., Ltd. (宿遷京東德維企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On October 29, 2020, Suqian Jingdong Guanyue Enterprise Management Co., Ltd. (宿遷京東冠越企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On November 29, 2020, Suqian Jingdong Bohai Enterprise Management Co., Ltd. (宿遷京東博海企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On November 2, 2020, Suqian Jingdong Zhuofeng Enterprise Management Co., Ltd. (宿遷京東卓風企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On November 2, 2020, Suqian Jingdong Tuohong Enterprise Management Co., Ltd. (宿遷京東拓宏企業管理有限公司) was incorporated with a registered capital of RMB1,000,000.

- On November 3, 2020, Sichuan Jingdong Medical Supply Chain Co., Ltd. (四川京東醫藥供應鏈有限公司) was incorporated with a registered capital of RMB10,000,000.
- On November 30, 2020, Jilin Jingxi Logistics Technology Co., Ltd. (吉林京喜物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 15, 2020, Shanxi Jingxi Express Technology Co., Ltd. (山西京喜快遞科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 15, 2020, Guangxi Jingxi Supply Chain Co., Ltd. (廣西京喜供應鏈有限公司) was incorporated with a registered capital of RMB2,000,000.
- On December 15, 2020, Chongqing Jingxi Logistics Technology Co., Ltd. (重慶京喜物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 15, 2020, Ningxia Jingxi Express Co., Ltd. (寧夏京喜快遞有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 23, 2020, Beijing Jingxi Express Co., Ltd. (北京京喜快遞有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 24, 2020, Inner Mongolia Jingxi Supply Chain Management Co., Ltd. (內蒙古京喜供應鏈管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 30, 2020, Sichuan Jingxi Logistics Co., Ltd. (四川京喜物流有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 30, 2020, Lanzhou Jingxi Supply Chain Technology Co., Ltd. (蘭州京喜供應鏈科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 30, 2020, Heilongjiang Jingxi Logistics Technology Co., Ltd. (黑龍江京喜物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On December 30, 2020, Yunnan Jingxi Logistics Technology Co., Ltd. (雲南京喜物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On January 5, 2021, Shandong Jingxi Logistics Technology Co., Ltd. (山東京喜物流科技有限公司) was incorporated with a registered capital of RMB3,000,000.
- On January 5, 2021, Jiangxi Jingxi Logistics Technology Co., Ltd. (江西京喜物流科技有限公司) was incorporated with a registered capital of RMB2,000,000.
- On January 7, 2021, Hubei Jingxi Supply Chain Technology Co., Ltd. (湖北京喜供應鏈科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On January 8, 2021, Qinghai Jingxi Supply Chain Co., Ltd. (青海京喜供應鏈有限公司) was incorporated with a registered capital of RMB1,000,000.
- On January 11, 2021, Henan Jingxi Supply Chain Management Co., Ltd. (河南京喜供應鏈管理有限公司) was incorporated with a registered capital of RMB1,000,000.
- On January 12, 2021, Zhejiang Jingxi Supply Chain Technology Co., Ltd. (浙江京喜供應鏈科技有限公司) was incorporated with a registered capital of RMB10,000,000.
- On January 12, 2021, Tianjin Tonglian Supply Chain Management Co., Ltd. (天津通聯供應鏈管理有限公司) was incorporated with a registered capital of RMB10,000,000.
- On January 15, 2021, Tibet Jingxi Supply Chain Management Co., Ltd. (西藏京喜供應鏈管理有限公司) was incorporated with a registered capital of RMB1,000,000.

- On January 15, 2021, Hubei Jingdong Medical Supply Chain Co., Ltd. (湖北京東醫藥供應鏈有限公司) was incorporated with a registered capital of RMB10,000,000.
- On January 18, 2021, Fujian Jingxitong Logistics Co., Ltd. (福建京喜通物流有限公司) was incorporated with a registered capital of RMB10,000,000.
- On February 3, 2021, Hainan Jingxi Logistics Co., Ltd. (海南京喜物流有限公司) was incorporated with a registered capital of RMB1,000,000.
- On August 19, 2019, JD LOGISTICS VIETNAM COMPANY LIMITED was incorporated with a registered capital of VND5,000,000,000.
- On December 19, 2019, Jingdong Logistics Co., Ltd. was incorporated with a registered capital of THB10,000,000.
- On April 24, 2020, Jingdong Logistics (Netherlands) Holding B.V. was incorporated with a registered capital of EUR35,000.
- On May 7, 2020, Jingdong Logistics (Netherlands) B.V. was incorporated with a registered capital of EUR8,000.
- On September 30, 2020, JINGDONG RETAIL (NETHERLANDS) B.V. was incorporated with a registered capital of EUR360,000.
- On October 5, 2020, JINGDONG DEVELOPMENT DEUTSCHLAND GmbH was incorporated with a registered capital of EUR25,000.
- On November 27, 2020, Jingdong Logistics Investment Inc. was incorporated with a registered capital of US\$50,000.
- On December 17, 2020, Jingdong Logistics Investment (Hong Kong) Limited was incorporated with a registered capital of HK\$10,000.
- On March 12, 2021, the registered capital of Xi'an Jingdong Xuncheng Logistics Co., Ltd. (西安京東訊成物流有限公司) increased from RMB50,000,000 to RMB1,550,000,000.
- On April 27, 2021, the registered capital of Changcun Kuayue Logistics Co., Ltd. (長春市跨越物流有限公司) was increased from RMB5,000,000 to RMB40,000,000.
- On December 15, 2020, the registered capital of Nanjing Kuayue Express Co., Ltd. (南京跨越速運有限公司) was increased from RMB5,000,000 to RMB20,000,000.
- On August 17, 2020, Hangzhou Kuahang Logistics Co., Ltd. (杭州跨航物流有限公司) was incorporated with a registered capital of RMB5,000,000.
- On March 23, 2021, Guangzhou Kuahang Logistics Co., Ltd. (廣州跨航物流有限公司) was incorporated with a registered capital of RMB5,000,000.
- On March 11, 2021, Shenzhen Kuahang Logistics Co., Ltd. (深圳市跨航物流有限公司) was incorporated with a registered capital of RMB2,000,000.
- On February 26, 2021, Guangzhou Lingsu Logistics Co., Ltd. (廣州領速物流有限公司) was incorporated with a registered capital of RMB5,000,000.
- On April 2, 2021, Tianjin Kuayue Technology Co., Ltd. (天津跨越科技有限公司) was incorporated with a registered capital of RMB10,000,000.

- On April 8, 2021, Changchun Lingsu Logistics Co., Ltd. (長春市領速物流有限公司) was incorporated with a registered capital of RMB5,000,000.
- On February 23, 2021, Anhui Jingxi Logistics Co., Ltd. (安徽京喜物流有限公司) was incorporated with a registered capital of RMB20,000,000.
- On February 26, 2021, Hainan Jingdong Haitong Supply Chain Technology Co., Ltd. (海南京東海通供應鏈科技有限公司) was incorporated with a registered capital of RMB100,000,000.
- On March 19, 2021, the registered capital of Hainan Jingdong Haitong Supply Chain Technology Co., Ltd. (海南京東海通供應鏈科技有限公司) increased from RMB100,000,000 to RMB9,100,000,000.
- On March 2, 2021, Liaoning Jingxi Logistics Technology Co., Ltd. (遼寧京喜物流科技有限公司) was incorporated with a registered capital of RMB1,000,000.
- On April 6, 2021, Shaanxi Wujing Smart Supply Chain Technology Co., Ltd. (陝西武京智慧供應鏈科技有限公司) was incorporated with a registered capital of RMB30,000,000.
- On April 7, 2021, Jingdong Logistics Transportation Co., Ltd. (京東物流運輸有限公司) was incorporated with a registered capital of RMB50,000,000.
- On April 15, 2021, Beijing Jingdong Pharmaceutical Supply Chain Management Co., Ltd. (北京京東醫藥供應鏈管理有限公司) was incorporated with a registered capital of RMB10,000,000.
- On April 21, 2021, Jingdong International Middle East FZE was incorporated with a registered capital of United Arab Emirates Dirham 268,000.
- On April 27, 2021, Nanjing Jingling Supply Chain Logistics Co., Ltd. (南京鯨翎供應鏈物流有限公司) was incorporated with a registered capital of RMB1,000,000.
- On March 1, 2021, the registered share capital of Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) was increased from RMB100,000,000 to RMB1,500,000,000.

Save as disclosed above, there has been no alteration in the share capital of any member of our Group within the two years immediately preceding the date of this document.

#### **4. Resolutions of our Shareholders dated May 10, 2021**

Resolutions of our Shareholders were passed on May 10, 2021, pursuant to which, among others, conditional upon the conditions of the Global Offering (as set out in this document) being fulfilled:

- (a) the Memorandum and the Articles were approved and adopted effective conditional on and immediately prior to the Listing on the Listing Date;
- (b) the Global Offering, Listing and Over-allotment Option were approved, and our Directors were authorized to negotiate and agree the Offer Price and to allot and issue the Offer Shares (including pursuant to the Over-allotment Option);



- (c) a general mandate (the “**Sale Mandate**”) was granted to our Directors to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted, issued or dealt with, provided that the number of Shares so allotted, issued or dealt with or agreed to be allotted, issued or dealt with by our Directors, shall not exceed 20% of the total number of Shares in issue immediately following the completion of Global Offering;
- (d) a general mandate (the “**Repurchase Mandate**”) was granted to our Directors to repurchase our own Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following completion of the Global Offering;
- (e) the Sale Mandate was extended by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the total number of the Shares purchased by our Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of the Shares in issue immediately following completion of the Global Offering;
- (f) all of the authorized Preference Shares (including all the then existed issued and outstanding Preference Shares) be re-designated and re-classified into ordinary Shares of our Company each with effect from Listing Date; and
- (g) each of the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme was approved and adopted with effect from the Listing Date and our Directors were authorized to make such changes to each of the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme as may be required by the Stock Exchange and/or which they deem necessary and/or desirable and to grant options and/or awards thereunder (as applicable) and to allot, issue and deal with Shares pursuant thereto, and to take all such actions as they consider necessary and/or desirable to implement or give effect to each of the Post-IPO Share Option Scheme and Post-IPO Share Award Scheme.

Each of the general mandates referred to above will remain in effect until the earliest of:

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the memorandum and the articles of association of our Company; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

## 5. Explanatory statement on repurchase of our own securities

The following summarizes restrictions imposed by the Listing Rules on share repurchases by a company listed on the Stock Exchange and provides further information about the repurchase of our own securities.

***Shareholders' approval***

A listed company whose primary listing is on the Stock Exchange may only purchase its shares on the Stock Exchange, either directly or indirectly, if: (i) the shares proposed to be purchased are fully-paid up, and (ii) its shareholders have given a specific approval or general mandate by way of an ordinary resolution of shareholders.

***Size of mandate***

The exercise in full of the Repurchase Mandate, on the basis of 6,091,607,672 Shares in issue immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and excluding the share to be issued under the Pre-IPO ESOP, Post-IPO Share Option Scheme and Post-IPO Share Award Scheme), could accordingly result in up to approximately 609,160,767 Shares being repurchased by our Company.

The total number of shares which a listed company may repurchase on the Stock Exchange may not exceed 10% of the number of issued shares as at the date of the shareholder approval.

***Reasons for repurchases***

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

***Source of funds***

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands.

Our Company shall not purchase its own Shares 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 from time to time.

Any purchases by our Company may be made out of profits or out of an issue of new shares made for the purpose of the purchase or, if authorized by its Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital, and, in the case of any premium payable on the purchase out of profits or from sums standing to the credit of our share premium account or, if authorized by its Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital.

***Suspension of repurchase***

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (b) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the

company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

### ***Trading restrictions***

A listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

### ***Status of repurchased Shares***

The listing of all repurchased shares (whether through the Stock Exchange or otherwise) shall be automatically canceled and the relevant documents of title must be canceled and destroyed as soon as reasonably practicable.

### ***Close associates and core connected persons***

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event the Repurchase Mandate is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the Repurchase Mandate is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

### ***Takeover implications***

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our 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.

### ***General***

If the Repurchase Mandate were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

We have not made any repurchases of our Shares in the previous six months.

## **B. FURTHER INFORMATION ABOUT OUR BUSINESS**

### **1. Summary of material contracts**

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) an exclusive business cooperation agreement entered into between Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) and Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) dated January 25, 2021, pursuant to which Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) agreed to engage Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) as its exclusive provider of business support, technical and consulting services;
- (b) an exclusive option agreement entered into among Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司), Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) and Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲), dated January 25, 2021, pursuant to which Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) (for itself or its designated party) is granted an irrevocable and exclusive option to purchase all or part of the equity interest in and assets of Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request;
- (c) a loan agreement entered into among Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) and each of Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲), dated January 25, 2021, pursuant to which Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) agreed to provide loans in an aggregate amount of RMB1,000,000 to Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲), of which RMB450,000 to Richard Qiangdong Liu (劉強東), RMB250,000 to Pang Zhang (張雱) and RMB300,000 to Yayun Li (李姪雲), to be used exclusively to contribute to the registered capital of Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司);
- (d) a share pledge agreement entered into among Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司), Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) and Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) dated January 25, 2021, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to pledge all of their respective equity interests in Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) to Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) as a first priority charge;

- (e) a shareholder's rights entrustment agreement entered into among Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司), Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) and Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) on January 25, 2021, and an exclusive and irrevocable power of attorney executed by each of Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated January 25, 2021, whereby Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) will appoint Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) or its designated persons (including director(s) nominated by the board of directors of its offshore holding company, a liquidator or other successor exercising the rights of such director(s)) to exercise all of the rights as the registered shareholders of Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司);
- (f) an exclusive business cooperation agreement entered into between Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) and Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) dated January 25, 2021, pursuant to which Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) agreed to engage Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) as its exclusive provider of business support, technical and consulting services;
- (g) an exclusive option agreement entered into among Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司), Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司), Jian Cui (崔建) and Dingkai Yu (禹定凱), dated January 25, 2021, pursuant to which Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) (for itself or its designated party) is granted an irrevocable and exclusive option to purchase all or part of the equity interest in and assets of Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request;
- (h) a loan agreement entered into among Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) and each of Jian Cui (崔建) and Dingkai Yu (禹定凱), dated January 25, 2021, pursuant to which Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) agreed to provide loans in an aggregate amount of RMB5,000,000 to Jian Cui (崔建) and Dingkai Yu (禹定凱), of which RMB2,500,000 to Jian Cui (崔建) and RMB2,500,000 to Dingkai Yu (禹定凱), to be used exclusively to contribute to the registered capital of Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司);
- (i) a share pledge agreement entered into among Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司), each of Jian Cui (崔建) and Dingkai Yu (禹定凱) and Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) dated January 25, 2021, pursuant to which Jian Cui (崔建) and Dingkai Yu (禹定凱) agreed to pledge all of their respective equity interests in Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) to Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) as a first priority charge;
- (j) a shareholder's rights entrustment agreement entered into among Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司), Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) and each of Jian Cui (崔建) and

Dingkai Yu (禹定凱) on January 25, 2021, and an exclusive and irrevocable power of attorney executed by each of Jian Cui (崔建) and Dingkai Yu (禹定凱) dated January 25, 2021, whereby Jian Cui (崔建) and Dingkai Yu (禹定凱) will appoint Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司) or its designated persons (including director(s) nominated by the board of directors of its offshore holding company, a liquidator or other successor exercising the rights of such director(s)) to exercise all of the rights as the registered shareholders of Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司);

- (k) the Hong Kong Underwriting Agreement;
- (l) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, SVF II Cortex Subco (DE) LLC, Softbank Vision Fund II-2 L.P., Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C., Haitong International Capital Limited and Haitong International Securities Company Limited pursuant to which SVF II Cortex Subco (DE) LLC agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$600,000,000;
- (m) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, Evans Investments Pte. Ltd., Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which Evans Investments Pte. Ltd. agreed to subscribe for Shares at the Offer Price in the amount of HK\$1,046,250,000;
- (n) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, Aranda Investments Pte. Ltd., Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which Aranda Investments Pte. Ltd. agreed to subscribe for Shares at the Offer Price in the amount of HK\$658,750,000;
- (o) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, Internet Fund IIIA Pte Ltd., Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which Internet Fund IIIA Pte Ltd. agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$200,000,000;
- (p) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, China Structural Reform Fund Corporation Limited (中國國有企業結構調整基金股份有限公司), UBS AG Hong Kong Branch, Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which China Structural Reform Fund Corporation Limited (中國國有企業結構調整基金股份有限公司) agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$100,000,000;
- (q) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, China Chengtong Investment Company Limited, UBS AG Hong Kong Branch, Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which China Chengtong Investment Company Limited agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$60,000,000;

- (r) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, BSOF Parallel Master Fund L.P., Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C., Haitong International Capital Limited and Haitong International Securities Company Limited pursuant to which BSOF Parallel Master Fund L.P. agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$150,000,000.
- (s) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, Matthews International Capital Management, LLC (for its own account and as agent for and on behalf of each investor listed in Schedule 2 thereto), Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C., Haitong International Capital Limited and Haitong International Securities Company Limited pursuant to which Matthews International Capital Management, LLC (for its own account and as agent for and on behalf of each investor listed in Schedule 2 thereto) agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$100,000,000; and
- (t) a cornerstone investment agreement dated May 13, 2021 entered into between the Company, Oaktree Capital Management, L.P. (as the investment manager for and on behalf of the investors listed in Schedule 3 thereto), UBS AG Hong Kong Branch, Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited pursuant to which Oaktree Capital Management, L.P. (as the investment manager for and on behalf of the investors listed in Schedule 3 thereto) agreed to subscribe for Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$100,000,000.

## 2. Intellectual property rights

Save as disclosed below, as of the Latest Practicable Date, there were no other trademarks, service marks, patents, intellectual property rights, or industrial property rights which are or may be material in relation to our business.

### *Trademarks registered in China*

As at the Latest Practicable Date, we (including through JD Group) had registered the following trademarks in China which we consider to be or may be material to our business:

No.	Trademark	Registered Owner	Place of Registration	Class	Registered number	Registration date
1.	 清流计划	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	China	35	27598158	June 21, 2019
2.	 清流计划	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	China	39	27613988	November 28, 2018
3.	京东亚洲一号	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	China	9	16257541	March 28, 2016

*Trademarks registered in Hong Kong*

As at the Latest Practicable Date, we (including through JD Group) had registered the following trademarks in Hong Kong which we consider to be or may be material to our business:

No.	Trademark	Registered Owner	Place of Registration	Class	Registered number	Registration date
1.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	Hong Kong	39	302114766	November 5, 2012
2.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	Hong Kong	39	304261545	September 4, 2017

*Trademarks applications pending in China*

As at the Latest Practicable Date, we (including through JD Group) had applied for the registration of the following trademarks in China which we consider to be or may be material to our business:

No.	Trademark	Applicant	Class	Application number	Application date
1.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	46549670	May 22, 2020
2.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	47841643	July 6, 2020
3.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	47841706	July 6, 2020
4.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	47824706	July 6, 2020
5.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	48458203	July 28, 2020
6.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	48458217	July 28, 2020
7.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	48442451	July 28, 2020
8.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	48464278	July 28, 2020
9.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	12	49005863	August 18, 2020
10.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	37	49028486	August 18, 2020



No.	Trademark	Applicant	Class	Application number	Application date
11.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	49852353	September 18, 2020
12.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	49856233	September 18, 2020
13.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	48458198	July 28, 2020
14.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	48466359	July 28, 2020
15.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	48475701	July 28, 2020
16.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	48457911	July 28, 2020
17.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	12	49024201	August 18, 2020
18.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	37	49018162	August 18, 2020
19.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	41	49008831	August 18, 2020
20.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	49877019	September 18, 2020
21.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	49876755	September 18, 2020
22.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	50388561	October 13, 2020
23.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	12	50380030	October 13, 2020
24.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	50393862	October 13, 2020
25.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	50366240	October 13, 2020
26.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	50360951	October 13, 2020
27.		Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	9	47131627	June 10, 2020

No.	Trademark	Applicant	Class	Application number	Application date
28.	 清流计划	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	35	47143482	June 10, 2020
29.	 清流计划	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	39	47120478	June 10, 2020
30.	 清流计划	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	42	48748310	August 7, 2020
31.	京东云仓	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	53166315	January 21, 2021
32.	京东云仓	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	53176153	January 21, 2021
33.	京东云仓	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	53193434	January 21, 2021
34.	京东云仓	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	53169175	January 21, 2021
35.	京东服务+	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	53189007	January 21, 2021
36.	京东服务+	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	53169231	January 21, 2021
37.	京东服务+	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	37	53192282	January 21, 2021
38.	京东供应链	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	53164894	January 21, 2021
39.	京东供应链	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	53189059	January 21, 2021
40.	京东供应链	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	53182484	January 21, 2021
41.	京东快运	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	53170581	January 21, 2021
42.	京东快运	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	53189089	January 21, 2021
43.	京东快运	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	53174817	January 21, 2021
44.	 JDL 物流科技	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9	53168849	January 21, 2021

No.	Trademark	Applicant	Class	Application number	Application date
45.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	35	53189480	January 21, 2021
46.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	39	53189512	January 21, 2021
47.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	42	53189186	January 21, 2021

### Trademarks applications pending in Hong Kong

As at the Latest Practicable Date, we (including through JD Group) had applied for the registration of the following trademarks in Hong Kong which we consider to be or may be material to our business:

No.	Trademark	Applicant	Class	Application number	Application date
1.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9, 35, 39, 42	305484385	December 21, 2020
2.		Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	9, 12, 35, 39, 42	305450706	November 17, 2020

### Copyrights

As at the Latest Practicable Date, we had registered the following copyrights which we consider to be or may be material to our business:

No.	Copyright	Version	Registration number	Registration date
1.	Jingdong Warehousing System (京東倉儲系統)	V2.0	2020SR0094004	January 17, 2020
2.	Automated Flow Unmanned System (自動化全流程無人倉系統)	V5.0	2020SR0303936	April 2, 2020
3.	Unmanned Warehouse System (無人倉系統)	V1.0	2020SR0076018	January 15, 2020
4.	Jingdong Cloud Logistics Tianxuan Transport Management System (京東雲物流天璿運配管理系統)	V3.0	2019SR1155410	November 14, 2019
5.	JDWCS System	V1.0	2019SR0989506	September 24, 2019
6.	Jingdong Smart Campus Management System (京東智能園區管理系統)	V1.0	2020SR0918684	August 12, 2020
7.	Cloud Commodity Logistics Emergency Security Management System (雲物資物流應急保障管理系統)	V1.0	2020SR0739801	July 8, 2020
8.	Jingdong Qinglong Tengfei System (京東青龍騰飛系統)	V2.0	2020SR0076151	January 15, 2020
9.	Jingdong Big-ticket Item Service Integration System (京東大件服務一體化系統)	V2.0	2020SR0076118	January 15, 2020
10.	Qinglong Logistics Delivery System (青龍物流配送系統)	V1.0	2019SR1423840	December 25, 2019
11.	Jingdong Cloud Warehouse Moving Management System (京東雲倉移動管理系統)	V2.1.0	2020SR0431901	May 11, 2020

*Patents*

As at the Latest Practicable Date, we (including through JD Group) had applied for the registration of the following patents in the PRC which we consider to be or may be material to our business:

No.	Patent	Applicant	Application Number	Application date
1.	Robot, Robot control system, control method, device and medium (機器人、機器人控制系統、控制方法、控制裝置及介質)	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	201611044147.6	November 23, 2016
2.	Logistics information system's data management method and device (物流信息系統中的資訊處理方法和裝置)	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	201611119230.5	December 8, 2016
3.	Method, device, electronic equipment and readable medium for determining orders' delivery times (確定訂單的配送時間的方法、裝置、電子設備和可讀介質)	Beijing Jingbangda Trade Co., Ltd. (北京京邦達貿易有限公司); Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	202010076046.7	January 23, 2020
4.	Automated Guided Vehicle, route planning method and device (自動導引車、路徑規劃方法與裝置)	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	201610892495.2	October 12, 2016
5.	Method and device for improving storage efficiency (提高倉儲出庫效率的方法和裝置)	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	201710934498.2	October 10, 2017
6.	Robot carrier dispatch method and device (機器人搬運車的調度方法和調度裝置)	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	201710068223.5	February 8, 2017
7.	Goods transfer system, method and device (貨物傳輸系統、方法和裝置)	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	201711382477.0	December 20, 2017
8.	Robot control method and device using Cartesian coordinates (直角坐標機器人的控制方法及系統)	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	201710030718.9	January 16, 2017
9.	Object storage device, pallet system and object storage method (物品存放裝置、碼垛系統及物品存儲方法)	Tianjin Jingdong Shentuo Robot Technology Co., Ltd. (天津京東深拓機器人科技有限公司)	201711455335.2	December 28, 2017
10.	Block chain-based signature return method, device, equipment and readable storage medium (基於區塊鏈的簽單返還方法、裝置、設備和可讀存儲介質)	Beijing Jingbangda Trade Co., Ltd. (北京京邦達貿易有限公司); Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	201911322241.7	December 20, 2019

No.	Patent	Applicant	Application Number	Application date
11.	Map matching method and system (地圖匹配方法和系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201710012176.2	January 9, 2017
12.	Method and device for displaying driving route history based on electronic maps (基於電子地圖的歷史行車軌跡顯示方法和裝置)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201611021946.1	November 17, 2016
13.	Logistics transfer station vehicle and its internal method and system for the transfer of goods (物流傳站車及其內部貨物調動方法、系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201710902099.8	September 29, 2017
14.	System, device and method for self-service locker and self-service locker replenishment (用於自提櫃補貨的系統、自提櫃系統、裝置及方法)	Tianjin Jingdong Shentuo Robot Technology Co., Ltd. (天津京東深拓機器人科技有限公司)	201710063919.9	February 3, 2017
15.	Transmission system and method (一種傳輸系統及方法)	Tianjin Jingdong Shentuo Robot Technology Co., Ltd. (天津京東深拓機器人科技有限公司)	201710878343.1	September 26, 2017
16.	Unmanned aerial vehicle (“UAV”) flight control method, device and UAV (無人機飛行控制方法、裝置及無人機)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201610909051.5	October 19, 2016
17.	Object picking system and method (物品抓取系統和方法)	Tianjin Jingdong Shentuo Robot Technology Co., Ltd. (天津京東深拓機器人科技有限公司)	201611204338.4	December 22, 2016
18.	Method and device for constructing warehouse maps (倉庫地圖構建方法和裝置)	Tianjin Jingdong Shentuo Robot Technology Co., Ltd. (天津京東深拓機器人科技有限公司)	201710012179.6	January 9, 2017
19.	Sorting system and method (分揀系統和分揀方法)	Beijing Jingdong Zhenshi Information Technology Co., Ltd. (北京京東振世信息技術有限公司)	201710881676.X	September 26, 2017
20.	Automated guided vehicle, method and device to automatically adjust rudder angle of automated guided vehicle’s wheel system (自動引導車輪系舵角自動調整方法、裝置和自動引導車)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201610937562.8	October 25, 2016
21.	UAV, UAV control method and system (無人機的控制方法及控制系統和無人機系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201610173715.6	March 24, 2016

No.	Patent	Applicant	Application Number	Application date
22.	Shelf unit, shelf and goods sorting system and goods sorting method (貨架單元、貨架、貨物分揀系統和貨物分揀方法)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201610818531.0	September 13, 2016
23.	Movable device's control method and system (可移動裝置的控制方法及系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201611204337.X	December 22, 2016
24.	Self-service lockers' advertising machine's control system and method (自提櫃廣告機控制系統和方法)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201510015922.4	January 13, 2015
25.	Self-service storage lockers distribution method, device and system (自助存儲式自提櫃的分配方法、分配裝置及分配系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201510337907.1	June 17, 2015
26.	Method, device and system for guiding UAVs to land (用於引導無人機降落的方法、裝置和系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201610632597.0	August 4, 2016
27.	Self-service locker and its control system and method (自提櫃控制系統、自提櫃控制方法、及自提櫃)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201410588920.X	October 28, 2014
28.	Real-time inventory device and method (一種用於即時盤點的裝置及方法)	Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201210504447.3	November 30, 2012
29.	Quick order review system (一種快速訂單複核系統)	Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司); Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201410818229.6	December 24, 2014
30.	Method and device for providing cargo transportation routes (提供貨物運送軌跡的方法和裝置)	Beijing Century Trade Co., Ltd. (北京京東世紀貿易有限公司)	201210406497.8	October 23, 2012

**Domain names**

As at the Latest Practicable Date, we (including through JD Group) owned the following domain names which we consider to be or may be material to our business:

No.	Domain name	Registered owner	Expiry date
1.	jdl.cn	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	May 12, 2023
2.	zhongyouex.com	Guangdong Hongbang Tuoxian Logistics Technology Co., Ltd. (廣東弘邦拓先物流科技有限公司)	December 12, 2021
3.	wuliujie.com	Beijing Jingdong Qianshi Technology Co., Ltd. (北京京東乾石科技有限公司)	July 20, 2021
4.	jclps.cn	Beijing Jingdong 360 Du E-commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司)	November 23, 2021

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS****1. Particulars of Directors' service contracts and appointment letters****Executive Directors**

Our executive Director entered into a service contract with our Company on May 12, 2021. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months' written notice.

The executive Director is not entitled to receive any remuneration in his capacity as executive Director under his service contract (save for certain share-based compensation from time to time).

**Non-executive Directors**

Each of our non-executive Directors entered into an appointment letter with our Company on May 12, 2021. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months' written notice.

The non-executive Directors are not entitled to receive any remuneration and benefits in their capacities as non-executive Directors under their respective appointment letters (save for certain share-based compensation from time to time).

**Independent non-executive Directors**

Each of our independent non-executive Directors entered into an appointment letter with our Company on May 12, 2021. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months' written notice.

The annual director's fees of our independent non-executive Directors payable by us under their respective appointment letters is RMB250,000 in cash and the equivalent of RMB250,000 of options and/or awards under the rules of the share option scheme or share award scheme adopted by the Company from time to time and subject to the applicable vesting conditions.

## 2. Remuneration of Directors

- (a) Save as disclosed in this document, none of our Directors has or is proposed to have a service contract with any member of our Group other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).
- (b) The aggregate amount of remuneration paid and benefits in kind granted to our Directors by our Group in respect of the year ended December 31, 2020 was approximately RMB140.5 million.
- (c) Under the arrangements currently in force, we estimate that the aggregate remuneration (excluding any discretionary bonus which may be paid) payable to, and benefits in kind receivable by, our Directors by any member of our Group in respect of the year ending December 31, 2021 is approximately RMB7 million.

## 3. Disclosure of interests

### *Interests and short positions of our Directors in the share capital of our Company or our associated corporations following completion of the Global Offering*

Immediately following completion of the Global Offering (without taking into account of, as applicable, (i) any change to the share capital of JD.com since the Latest Practicable Date up until completion of the Global Offering; and (iii) any dealings in the securities of JD.com by the Directors since the Latest Practicable Date up until completion of the Global Offering), the interests or short positions of our Directors and chief executives in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the ‘Model Code for Securities Transactions by Directors of Listed Issuers’ contained in the Listing Rules, to be notified to our Company and the Stock Exchange are set out below:

#### Interest in our Company

<u>Name of director</u>	<u>Nature of interest</u>	<u>Number of Shares</u>	<u>Approximate percentage of interest in our Company immediately after the Global Offering<sup>(1)</sup></u>
Yui Yu (余睿) . . . . .	Beneficial owner <sup>(2)</sup>	5,900,000	0.10%
Yanlei Chen (陳岩磊) . . . . .	Beneficial owner <sup>(2)</sup>	2,200,000	0.04%
Jun Fan (樊軍) . . . . .	Beneficial owner <sup>(2)</sup>	1,800,000	0.03%
Richard Qiangdong Liu (劉強東) . . . . .	Interest in controlled corporation <sup>(3)</sup> ; Beneficial owner <sup>(2)</sup>	4,023,186,705	66.04%
Sandy Ran Xu (許冉) . . . . .	Beneficial owner <sup>(2)</sup>	100,000	0.00%
Pang Zhang (張雱) . . . . .	Beneficial owner <sup>(2)</sup>	200,000	0.00%

#### *Notes:*

- (1) The calculation is based on the total number of 6,091,607,672 Shares in issue immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised and excluding the shares to be issued under the Pre-IPO ESOP, Post-IPO Share Option Scheme and Post-IPO Share Award Scheme).
- (2) The beneficial ownership of the directors listed here are pursuant to the exercise of options granted to them under the Pre-IPO ESOP, subject to the conditions (including vesting conditions) of those options.
- (3) Jingdong Technology Group Corporation, which holds 3,924,000,000 Shares, is wholly-owned by JD.com. As of the Latest Practicable Date, Mr. Liu is interested in approximately 76.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings, further details of which are set out in the section headed “Relationship with our Controlling Shareholders”.



Interest in our associated corporations

Except as specifically noted, the following table sets forth the directors' or chief executives' beneficial ownership of JD.com's Class A ordinary shares and Class B ordinary shares as of the Latest Practicable Date.

The calculations in the table below are based on 3,115,532,493 ordinary shares of JD.com outstanding as of Latest Practicable Date, comprising of (i) 2,672,586,010 Class A ordinary shares, excluding the 14,261,340 Class A ordinary shares issued to JD.com's depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under JD.com's share incentive plan, and (ii) 442,946,483 Class B ordinary shares.

Beneficial ownership is determined in accordance with the rules and regulations of the U.S. SEC. In computing the number of shares beneficially owned by a person and the percentage ownership and voting power percentage of that person, JD.com has included shares and associate votes that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security. These shares and associated votes, however, are not included in the computation of the percentage ownership of any other person. Ordinary shares held by a shareholder are determined in accordance with JD.com's register of members.

	Ordinary Shares Beneficially Owned**				
	Class A Ordinary Shares	Class B Ordinary Shares	Total Ordinary Shares	% of Beneficial Ownership	% of Aggregate Voting Power†
<b>Directors and Executive Officers:</b>					
Richard Qiangdong Liu (劉強東) <sup>(1)</sup> . . . . .	15,600,000 <sup>(1)</sup>	421,507,423 <sup>(1)</sup>	437,107,423 <sup>(1)</sup>	14.0 <sup>(1)</sup>	76.9 <sup>(2)(3)</sup>
Sandy Ran Xu (許冉) . . . . .	*	—	*	*	*
Pang Zhang (張濤) . . . . .	*	—	*	*	*

*Notes:*

† For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all of the Class A ordinary shares and Class B ordinary shares as a single class. Each holder of Class A ordinary shares is entitled to one vote per share and each holder of the Class B ordinary shares is entitled to 20 votes per share on all matters submitted to them for a vote. JD.com's Class A ordinary shares and Class B ordinary shares vote together as a single class on all matters submitted to a vote of JD Shareholders and other matters as may otherwise be required by law. Each Class B ordinary share is convertible at any time by the holder thereof into one Class A ordinary share.

\* Less than 1% of JD.com's total outstanding shares.

\*\* Beneficial ownership information disclosed herein represents direct and indirect holdings of entities owned, controlled or otherwise affiliated with the applicable holder as determined in accordance with the rules and regulations of the U.S. SEC.

- (1) Represents (i) 421,507,423 Class B ordinary shares directly held by Max Smart Limited, and (ii) 15,600,000 Class A ordinary shares Mr. Liu had the right to acquire upon exercise of vested options. Max Smart Limited is a British Virgin Islands company beneficially owned by Mr. Richard Qiangdong Liu (劉強東) through a trust and of which Mr. Richard Qiangdong Liu (劉強東) is the sole director, as described in footnote (2) below. The ordinary shares beneficially owned by Mr. Liu do not include 21,439,060 Class B ordinary shares held by Fortune Rising Holdings Limited, a British Virgin Islands company, as described in footnote (2) below.
- (2) The aggregate voting power includes the voting power with respect to the 21,439,060 Class B ordinary shares held by Fortune Rising Holdings Limited. Mr. Richard Qiangdong Liu (劉強東) is the sole shareholder and the sole director of Fortune Rising Holdings Limited and he may be deemed to beneficially own the voting power with respect to all of the ordinary shares held by Fortune Rising Holdings Limited in accordance with the rules and regulations of the U.S. SEC, notwithstanding the facts described in note (3) below.
- (3) Fortune Rising Holdings Limited holds the 21,439,060 Class B ordinary shares for the purpose of transferring such shares to the plan participants under JD.com's share incentive plan, and administers the awards and acts according to JD.com's instruction. Fortune Rising Holdings Limited exercises the voting power with respect to these shares according to JD.com's instruction. Fortune Rising Holdings Limited is a company incorporated in the British Virgin Islands. Mr. Richard Qiangdong Liu (劉強東) is the sole shareholder and the sole director of Fortune Rising Holdings Limited.

The following table lists out the directors' or chief executives' interests in the other associated corporations:

<u>Associated corporation</u>	<u>Name of director</u>	<u>Nature of interest</u>	<u>Number of shares / underlying shares</u>	<u>Interest in associated corporation</u>
JD Health International Inc.	Richard Qiangdong Liu (劉強東)	Interest in controlled corporation; Beneficial owner	2,202,296,248 <sup>(1)</sup>	69.16%
JD.com	Yui Yu (余睿)	Beneficial owner	1,311,930 <sup>(2)</sup>	0.04%
JD.com	Yanlei Chen (陳岩磊)	Beneficial owner	166,850 <sup>(3)</sup>	0.01%
JD.com	Jun Fan (樊軍)	Beneficial owner	97,590 <sup>(4)</sup>	0.00%
JD Health International Inc.	Sandy Ran Xu (許冉)	Beneficial owner	100,000 <sup>(5)</sup>	0.00%
JD Health International Inc.	Pang Zhang (張雱)	Beneficial owner	100,000 <sup>(5)</sup>	0.00%

*Notes:*

- (1) These interests comprise of (i) 2,149,253,732 shares of JD Health International Inc. directly held by JD Jiankang Limited which is wholly-owned by JD.com, and (ii) 53,042,516 underlying shares of JD Health International Inc. in respect of the options granted to Mr. Liu. As of the Latest Practicable Date, Mr. Liu is interested in approximately 76.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings—further details of which are set out in the section headed “Relationship with our Controlling Shareholders”.
- (2) These interests comprise of Mr. Yu's entitlement to receive shares in JD.com pursuant to options and restricted share units under the share incentive plan of JD.com.
- (3) These interests comprise of Mr. Chen's entitlement to receive shares in JD.com pursuant to options and restricted share units under the share incentive plan of JD.com.
- (4) These interests comprise of Mr. Fan's entitlement to receive shares in JD.com pursuant to options under the share incentive plan of JD.com.
- (5) These interests comprise of Ms. Xu and Ms. Zhang's entitlement to receive shares in JD Health International Inc. pursuant to awards under the share award scheme of JD Health International Inc.

***Interests and short positions disclosable under Divisions 2 and 3 of Part XV of the SFO***

For information, so far as is known to our Directors or chief executive, of each person, other than our Director or chief executive, who immediately following completion of the Global Offering will have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, is, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group, see “Substantial shareholders”.

Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the Global Offering, be interested, directly or indirectly, in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such capital.

**D. SHARE INCENTIVE PLAN**

**1. Pre-IPO ESOP**

**Summary**

The following is a summary of the principal terms of the share incentive plan, or the Pre-IPO ESOP of the Company as approved and adopted by the Board on March 31, 2018, as amended from time to time. The terms of the Pre-IPO ESOP are not subject to the provisions of Chapter 17 of the

Listing Rules as the Pre-IPO ESOP does not involve the grant of options by our Company to subscribe for new Shares upon our Listing.

**(a) Purpose**

The purpose of the Pre-IPO ESOP is to promote the success and enhance the value of the Company by linking the personal interests of the members of the Board, employees and consultants to those of the Company's shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Shareholders. The Pre-IPO ESOP is further intended to provide flexibility to the Company in its ability to motivate, attract and retain the services of its recipients upon whose judgment, interest and special effort the successful conduct of the Company's operation is largely dependent.

**(b) Who may join**

Persons eligible to participate in the Pre-IPO ESOP include employees, consultants and all members of the Board, as determined by a committee authorized by the Board (the "**Committee**"). The Committee may, from time to time, select from among all eligible individuals (the "**Participants**") to whom awards in the form of options ("**Options**"), restricted share awards ("**Restricted Shares**") and restricted share units ("**RSUs**") (collectively "**Awards**") shall be granted and will determine the nature and amount of each Award. No individual shall have any automatic right to be granted an Award pursuant to the Pre-IPO ESOP.

**(c) Maximum number of Shares**

The maximum aggregate number of underlying shares which may be issued pursuant to all Awards under the Pre-IPO ESOP is 598,847,916 Shares that are reserved under the Pre-IPO ESOP.

In the event that the total number of Shares which have been reserved for under the Pre-IPO ESOP but have not been granted or are otherwise available for future grants under the Pre-IPO ESOP, as a percentage of the then total equity securities of the Company on a fully diluted basis (the "**Ungranted Awards Percentage**") is less than five percent (5%) (the "**Triggering Event**"), the number of Shares which may be issued under the Pre-IPO ESOP shall be increased by an amount equal to one percent (1%) of the then total equity securities of the Company on a fully diluted basis, immediately and in any event no later than the end of the year when the Triggering Event occurs and/or on January 1st for each year following the year in which the Triggering Event occurs, until the Ungranted Awards Percentage is equal to or higher than five percent (5%). For the avoidance of doubt, the foregoing increase of Shares of the Company shall not occur more than once a year.

**(d) Administration**

The Pre-IPO ESOP shall be administered by the Board as a Committee or one or more members of the Board delegated by the Board as a Committee who has the authority to grant or amend Awards to Participants.

Subject to any specific designation in the Pre-IPO ESOP, the Committee has the exclusive power, authority and discretion to:

- (i) designate Participants to receive Awards;

- (ii) determine the type or types of Awards to be granted to each Participant;
- (iii) determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (iv) determine the terms and conditions of any Award granted pursuant to the Pre-IPO ESOP, including, without limitation, the exercise price, grant price, or purchase price, any restrictions or limitations on the Award, any schedule for lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Committee in its sole discretion determines;
- (v) determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise price of an Award may be paid in, cash, Shares, other Awards or other property, or an Award may be canceled, forfeited or surrendered;
- (vi) prescribe the form of each Award Agreement (as defined below), which need not be identical for each Participant;
- (vii) decide all other matters that must be determined in connection with an Award;
- (viii) establish, adopt or revise any rules and regulations as it may deem necessary or advisable to administer the Pre-IPO ESOP;
- (ix) interpret the terms of, and any matter arising pursuant to, the Pre-IPO ESOP or any Award Agreement; and
- (x) make all other decisions and determinations that may be required pursuant to the Pre-IPO ESOP or as the Committee deems necessary or advisable to administer the Pre-IPO ESOP.

**(e) Grant of Awards**

The Committee is authorized to grant Awards to Participants in accordance with the terms of the Pre-IPO ESOP. Awards granted will be evidenced by an agreement (“**Award Agreement**”) between the Company and the Participant. The Award Agreement shall include such additional provisions as may be specified by the Committee. The Committee can determine the terms and conditions of the Award, including the grant or purchase price of Awards.

**(f) Terms of the Pre-IPO Share Option Plans**

The Pre-IPO ESOP commenced on March 31, 2018 (the “**Effective Date**”) and will expire on March 31, 2028. Upon expiry of the Pre-IPO ESOP, no Award may be granted pursuant to the Pre-IPO ESOP; any Awards that are outstanding shall remain in force according to the terms of the Pre-IPO ESOP and the applicable Award Agreement.

**(g) Options**

- (i) Exercise of option

The Committee shall determine the time or times at which an Option may be exercised in whole or in part, including exercise prior to vesting; provided that the term of any Option granted under the Pre-IPO ESOP shall not exceed ten years, subject to a shareholder approval of extension of the exercise period for an option beyond ten years from the date of the grant. The Committee shall also determine conditions, if any, that must be satisfied before all or part of an Option may be exercised.

(ii) Exercise price

The exercise price per Share subject to an Option shall be determined by the Committee and set forth in the Award Agreement which may be a fixed or variable price related to the fair market value of the Shares.

The exercise price per Share subject to an Option may be amended or adjusted in the absolute discretion of the Committee, the determination of which shall be final, binding and conclusive. For the avoidance of doubt, to the extent not prohibited by applicable laws, rules and regulations, a downward adjustment of the exercise prices of Options mentioned in the preceding sentence shall be effective without the approval of the Company's shareholders or the approval of the affected Participants.

(iii) Forfeiture

Except as otherwise determined by the Committee at the time of the grant of the Award or thereafter, upon termination of employment or service, Options that at that time have not vested shall be forfeited in accordance with the Award Agreement; provided, however, the Committee may (a) provide in any Option Award Agreement that forfeiture conditions relating to Options will be waived in whole or in part in the event of terminations resulting from specified causes, and (b) in other cases waive in whole or in part forfeiture conditions relating to Options.

(iv) Expiration of incentive share options

An incentive share Option ("**Incentive Share Option**") under the Pre-IPO ESOP may not be exercised to any extent by anyone after the first to occur of the following events (i) ten (10) years from the date it is granted, unless an earlier time is set in the Award Agreement; (ii) six (6) months after the Participant's termination of employment or service; and (iii) one (1) year after the date of the Participant's termination of employment or service on account of disability or death. Upon the Participant's disability or death, any Incentive Share Options exercisable at the Participant's disability or death may be exercised by the Participant's legal representative or representatives, by the person or persons entitled to do so pursuant to the Participant's last will and testament, or, if the Participant fails to make testamentary disposition of such Incentive Share Option or dies intestate, by the person or persons entitled to receive the Incentive Share Option pursuant to the applicable laws of descent and distribution.

**(h) RSUs**

(i) Performance objectives and other terms

The Committee, in its discretion, may set performance objectives or other vesting criteria which, depending on the extent to which they are met, will determine the number or value of RSUs that will be paid out to the Participants.

(ii) Form and timing of payment of RSUs

At the time of grant, the Committee shall specify the date or dates on which the RSUs shall become fully vested and nonforfeitable. Upon vesting, the Committee, in its sole discretion, may pay RSUs in the form of cash, in Shares or in a combination thereof.

(iii) Forfeiture and repurchase

Except as otherwise determined by the Committee at the time of the grant of the Award or thereafter, upon termination of employment or service during the applicable restriction period, RSUs that are at that time unvested shall be forfeited or repurchased in accordance with the Award Agreement; provided, however, the Committee may (a) provide in any RSU Award Agreement that restrictions or forfeiture and repurchase conditions relating to RSUs will be waived in whole or in part in the event of terminations resulting from specified causes, and (b) in other cases waive in whole or in part restrictions or forfeiture and repurchase conditions relating to RSUs.

**(i) *Limits on Transfer***

Unless otherwise provided in the Pre-IPO ESOP, by applicable law, by the Committee and by the Award Agreement, as the same may be amended, all Awards are non-transferable and will not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge; Awards will be exercised only by the Participant; and amounts payable or shares issuable pursuant to an Award will be delivered only to (or for the account of), and in the case of the Shares registered in the name of, the Participant.

**(j) *Adjustments***

In the event of any share dividend, share split, combination or exchange of Shares, amalgamation, arrangement or consolidation, spin-off, recapitalization or other distribution (other than normal cash dividends) of Company assets to its shareholders, or any other change affecting the Shares or the price of a Share, the Committee shall make such proportionate adjustments, if any, to reflect such change with respect to (a) the aggregate number and type of shares that may be issued under the Pre-IPO ESOP, (including, without limitation, adjustments of the limitations in paragraph 1(c) in this section); (b) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and (c) the grant or exercise price per share for any outstanding Awards under the Pre-IPO ESOP.

**(k) *Amendment, Modification and Termination***

With the approval of the Board, at any time and from time to time, the Committee may terminate, cancel or modify the Pre-IPO ESOP.

Except with respect to amendments made pursuant to the above, no termination, amendment or modification of the Pre-IPO ESOP shall adversely affect in any material way any Award previously granted pursuant to the Pre-IPO ESOP without the prior written consent of the Participant.

**Outstanding Options granted**

The grants of Options under the Pre-IPO ESOP to the grantees as set out below has been approved by the Board. The aggregate number of underlying Shares pursuant to the outstanding Options granted under the Pre-IPO ESOP is 280,989,655 Shares. As of the date of this document, (i) 203,221,646 Shares have been issued to Jungle Den Limited, which is wholly-owned by The Core Trust Company Limited, the trustee holding the shares on trust for the benefit of the participants of the Pre-IPO ESOP; and (ii) 4,890,000 Shares have been issued to Jazz Dream Limited, which is wholly-owned by The Core Trust Company Limited, the trustee holding the shares on trust for the benefit of

the participants of the Pre-IPO ESOP. Immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and excluding Shares to be issued under the Pre-IPO ESOP), the aggregate number of underlying Shares underlying all Options granted represents approximately 4.61% of the issued Shares immediately following the completion of the Global Offering. Assuming full vesting and exercise of all Options granted under the Pre-IPO ESOP, the shareholding of our Shareholders immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and excluding shares to be issued under the Post-IPO Share Option Scheme and Post-IPO Share Award Scheme) will be diluted by approximately 1.18%. As our Group incurred losses for the year ended December 31, 2020, the dilutive potential ordinary shares, namely the share options, were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive. Accordingly, diluted loss per share for the year ended December 31, 2020 was the same as basic loss per share for the corresponding period.

As of the Latest Practicable Date, our Company has granted Options to 4,710 participants under the Pre-IPO ESOP, including Directors, senior management, other connected persons of the Company, and other employees of the Group and JD Group and its associates (as applicable). The Company will not grant further Options under the Pre-IPO ESOP after the Listing. No consideration was payable by the grantees for the grant of the Options under the Pre-IPO ESOP.

The table below shows the details of the outstanding Options granted to the Directors, senior management, other connected persons of the Company, and grantees who have been granted options to subscribe for 700,000 shares or above under the Pre-IPO ESOP as of the Latest Practicable Date:

Name	Role	Address	Number of Shares underlying Options outstanding	Exercise price (per Share)	Date of Grant	Vesting Period <sup>(2)</sup>	Approximate percentage of issued Shares immediately after completion of Global Offering <sup>(1)</sup>
<i>Directors</i>							
Yui Yu (余睿)	Executive Director and chief executive officer	Room 8-3-2902, Block 3 Dahuangzhuangxi Road, Beijing, People's Republic of China	5,900,000	US\$0.01	April 1, 2019 to March 1, 2021	5 years and 10 months from date of grant to 6 years from date of grant	0.10%
Yanlei Chen (陳岩磊)	Executive Director	Room 606, Block 3, Taiheshijingyuan, Jiachuang 2nd Road, Beijing, People's Republic of China	2,200,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.04%
Jun Fan (樊軍)	Executive Director	Room 1703, Block 8 Wenhuyuan West Road, Beijing, People's Republic of China	1,800,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.03%
Richard Qiangdong Liu (劉強東)	Chairman, Non-executive Director	Room 902, Unit 2, Building 3, Courtyard 3, Sanyang North Street Beijing, People's Republic of China	99,186,705	US\$0.01	October 15, 2020	6 years from date of grant	1.63%
Sandy Ran Xu (許冉)	Non-executive Director	Unit 3, Block 6 Nanlang Jiayuan Beijing People's Republic of China	100,000	US\$0.01	April 1, 2021	4 years from date of grant	0.00%

Name	Role	Address	Number of Shares underlying Options outstanding	Exercise price (per Share)	Date of Grant	Vesting Period <sup>(2)</sup>	Approximate percentage of issued Shares immediately after completion of Global Offering <sup>(1)</sup>
Pang Zhang (張雱)	Non-executive Director	No. 3, 15 Ronghuazhong Street, Beijing, People's Republic of China	200,000	US\$0.01	January 1, 2020 to April 1, 2021	4 years from date of grant to 6 years from date of grant	0.00%
<b>Senior management</b>							
Yue Ma (馬越)	Chief financial officer	1506, Building 4, Taiyangyuan, Beijing, People's Republic of China	792,625	US\$0.01	April 1, 2019 to April 1, 2021	3 years and 6 months from date of grant to 6 years from date of grant	0.01%
<b>Other connected persons of the Company</b>							
Jianwen Liao (廖建文)	Director in the last 12 months	3110 Burlington Ave Lisle, IL, 60532-4562, USA	1,000,000	US\$0.01	April 1, 2018 to January 1, 2020	6 years from date of grant	0.02%
Wei Tang (唐偉)	Director of a subsidiary	21-12-02 Jinmao Yishu, Sanhaizi East Road, Yizhuang Economic Development Zone, Daxing District, Beijing, People's Republic of China	2,600,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.04%
Zhongzheng Shen (申中正)	Director of a subsidiary	No. 26, Siping Road, Kuiwen District, Weifang City, Shandong Province, People's Republic of China	410,000	US\$0.01	April 1, 2018 to April 1, 2021	5 years and 9 months from date of grant to 6 years from date of grant	0.01%
<b>Other grantees beneficially interested in 700,000 shares or above</b>							
Tian He (何田)	Vice president	No. 1006, Building 2, No. 710, Section 1, East Second Ring Road, Yuhua District, Changsha, People's Republic of China	2,242,000	US\$0.01	April 1, 2021	9 months from date of grant to 6 years from date of grant	0.04%
Bing Fu (傅兵)	Vice president	No. 33, Gate 3, Building 1, No. 6, Baiguang Road, Xicheng District, Beijing, People's Republic of China	1,883,335	US\$0.01	April 1, 2018 to April 1, 2019	6 years from date of grant	0.03%
Shunyi Cheng (程順義)	Vice president	Room 1701, Unit 2, Building 11, Courtyard 7, Sihai Road, Yinghai Town, Daxing District, Beijing, People's Republic of China	1,800,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.03%
Jianqiang Yu (于建強)	Vice president	No. 701, Gate 2, Building 16, Shangdi Jiayuan, Haidian District, Beijing, People's Republic of China	1,800,000	US\$0.01	October 1, 2019 to April 1, 2020	6 years from date of grant	0.03%
Lei Xu (徐雷)	Senior executive vice president	No. 304, Building 12, No. 1, Xiangheyuan Street, Dongcheng District, Beijing, People's Republic of China	1,700,000	US\$0.01	April 1, 2018 to April 1, 2021	4 years from date of grant to 6 years from date of grant	0.03%



Name	Role	Address	Number of Shares underlying Options outstanding	Exercise price (per Share)	Date of Grant	Vesting Period <sup>(2)</sup>	Approximate percentage of issued Shares immediately after completion of Global Offering <sup>(1)</sup>
Qiang Wang (王強)	Vice president	No. 1, Kefa Road, Science and Technology Park, Nanshan District, Shenzhen, Guangdong Province, People's Republic of China	1,680,000	US\$0.01	October 1, 2020	6 years from date of grant	0.03%
Jun Xiao (肖軍)	Vice president	No. 017, Group 11, Lifu Neighborhood Committee, Heqing Town, Lengshuijiang City, Hunan Province, People's Republic of China	1,666,665	US\$0.01	April 1, 2018	5 years from date of grant	0.03%
Wei Hu (胡偉)	Vice president	No. 204, 2nd Floor, Unit 2, Building 13, No. 18, Shuangcheng 3rd Road, Chenghua District, Chengdu, People's Republic of China	1,600,000	US\$0.01	April 1, 2018 to April 1, 2019	6 years from date of grant	0.03%
Xing Huang (黃星)	Vice president	Room 1607, No. 20, Lane 118, Zhengtong Road, Yangpu District, Shanghai, People's Republic of China	1,600,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.03%
Shangshang Ji (季尚尚)	Vice president	No. 2102, Unit 4, Building 2, No. 2, Shuangying Road, Chaoyang District, Beijing, People's Republic of China	1,400,000	US\$0.01	April 1, 2018 to April 1, 2019	6 years from date of grant	0.02%
Lei Yang (楊磊)	Senior chief officer	Room 102, No. 15, Lane 930, Huicheng South Road, Jiading Industrial Zone, Jiading District, Shanghai, People's Republic of China	1,400,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.02%
Yaodong Jiang (薑耀東)	Vice president	No. 155, Xiaodian Village, Jinzhan Township, Chaoyang District, Beijing, People's Republic of China	1,250,000	US\$0.01	April 1, 2018 to October 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.02%
Yunfeng Shi (時雲峰)	Vice president	No. 7 Huaming Avenue, Huaming Street, Dongli District, Tianjin, People's Republic of China	1,130,000	US\$0.01	April 1, 2018 to April 1, 2021	4 years from date of grant to 6 years from date of grant	0.02%
Qi Kong (孔旗)	Senior chief officer	Room E, 15th Floor, No. 129, Changning Road, Jing'an District, Shanghai, People's Republic of China	1,080,000	US\$0.01	October 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.02%
Shengqiang Chen (陳生強)	Senior executive vice president	No. 3, No. 15, Ronghua Middle Street, Yizhuang, Daxing District, Beijing, People's Republic of China	1,000,000	US\$0.01	April 1, 2018 to January 1, 2020	6 years from date of grant	0.02%

Name	Role	Address	Number of Shares underlying Options outstanding	Exercise price (per Share)	Date of Grant	Vesting Period <sup>(2)</sup>	Approximate percentage of issued Shares immediately after completion of Global Offering <sup>(1)</sup>
Guangle Ren (任廣樂)	Senior chief officer	No. 95, Group 13, Beijing Road, Angao Town, Wolong District, Nanyang City, Henan Province, People's Republic of China	1,000,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.02%
Yayun Li (李嫻雲)	Senior executive vice president	Building 10, District 2, Sunshine Upper East, District 2, No. 6, Dongsihuan North Road, Chaoyang District, Beijing, People's Republic of China	950,000	US\$0.01	April 1, 2018 to January 1, 2020	6 years from date of grant	0.02%
Yan Cheng (程岩)	Senior chief officer	No. 2, Row 11, Zhongxiang Bungalow, District 15, Heping Street, Chaoyang District, Beijing, People's Republic of China	950,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years from date of grant to 6 years from date of grant	0.02%
Binbin Fan (範彬彬)	Senior chief officer	Room 601, Unit 4, Building 12, Nanli C District, Yizhuang Guiyuan, Daxing District, Beijing, People's Republic of China	950,000	US\$0.01	April 1, 2018 to April 1, 2021	5 years and 9 months from date of grant to 6 years from date of grant	0.02%
Guiyu Sun (孫桂宇)	Senior chief officer	Room 501, Building 25, Shanghai Salon, Yizhuang, Daxing District, Beijing, People's Republic of China	900,000	US\$0.01	April 1, 2018 to April 1, 2020	2 years and 11 months from date of grant to 5 years and 9 months from date of grant	0.01%
Xin Wang (王鑫)	Senior chief officer	No. 1501, Unit 3, Building 1, No. 45, Yaziqiao Road, Xicheng District, Beijing, People's Republic of China	889,000	US\$0.01	April 1, 2021	5 years and 6 months from date of grant	0.01%
Bin Li (李斌)	Senior chief officer	No. 212501, No. 2006, Xiyuan Avenue, High-tech Zone, Chengdu, Sichuan Province, People's Republic of China	851,000	US\$0.01	April 1, 2018 to April 1, 2021	4 years from date of grant to 6 years from date of grant	0.01%
Ming Zhang (張明)	Senior chief officer	Room 1603, Unit 3, Building 8, Yichengjingyuan, Tongzhou District, Beijing, People's Republic of China	830,000	US\$0.01	April 1, 2018 to April 1, 2021	5 years and 9 months from date of grant to 6 years from date of grant	0.01%
Lihong Zhang (張利紅)	Senior chief officer	03A, Building 7, Wanmei Garden, Haicheng Road, Xixiang, Baoan District, Shenzhen, Guangdong, People's Republic of China	820,000	US\$0.01	April 1, 2018 to April 1, 2021	5 years and 9 months from date of grant to 6 years from date of grant	0.01%

Name	Role	Address	Number of Shares underlying Options outstanding	Exercise price (per Share)	Date of Grant	Vesting Period <sup>(2)</sup>	Approximate percentage of issued Shares immediately after completion of Global Offering <sup>(1)</sup>
Xiaosong Wang (王笑松)	Senior vice president	Room 2-5A, Building 5, Junfeng Lishe Garden, No. 43, Longzhu 7th Road, Nanshan District, Shenzhen, Guangdong, People's Republic of China	800,000	US\$0.01	April 1, 2018	7 years from date of grant	0.01%
Xiaobing Yan (闫小兵)	Senior vice president	No. 62, District 2, Rose Garden Villa, Shahe Town, Changping District, Beijing, People's Republic of China	800,000	US\$0.01	April 1, 2018	6 years from date of grant	0.01%
Bowen Zhou	Vice president	No. 6 Yard, Lize West Street, Chaoyang District, Beijing, People's Republic of China	800,000	US\$0.01	April 1, 2018 to January 1, 2020	6 years from date of grant	0.01%
Feng Gao (高峰)	Chief officer	6-702, Building 1, Zuoanyiyuan, Longtan Street, Dongcheng District, Beijing, People's Republic of China	800,000	US\$0.01	October 1, 2019 to April 1, 2020	5 years and 6 months from date of grant to 5 years and 9 months from date of grant	0.01%
YeLei Qiao (乔叶雷)	Chief officer	No. 103, Gate 3, Building 2, Qingzhuyuan, Thirteenth Avenue, Binhai New District, Tianjin, People's Republic of China	760,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.01%
Chen Lin (林琛)	Vice president	Room 506, Building 10, Area B, Lincoln Park, Yizhuang, Daxing District, Beijing, People's Republic of China	700,000	US\$0.01	April 1, 2018 to April 1, 2020	5 years and 9 months from date of grant to 6 years from date of grant	0.01%
<b>Subtotal:</b>	<b>40 grantees</b>		<b>150,221,330</b>				<b>2.47%</b>

*Notes:*

- (1) Assuming the Over-allotment Option is not exercised and no Shares are issued under the Pre-IPO ESOP, Post-IPO Share Option Scheme and Post-IPO Share Award Scheme.
- (2) The exercise period of the Options granted under the Pre-IPO ESOP shall commence from the date on which the relevant Options become vested and end on the 10th anniversary of the grant date, subject to the terms of the Pre-IPO ESOP and the Option award agreement signed by the grantee.

The table below shows the details of the outstanding Options granted to the remaining 4,670 grantees, who are not Directors, senior management, connected persons of the Company, or other grantees who have been granted options to subscribe for 700,000 shares of the Company or above, under Pre-IPO ESOP as of the Latest Practicable Date:

<b>Range of Shares underlying outstanding options under the Pre-IPO ESOP</b>	<b>Total number of grantees</b>	<b>Total number of Shares underlying Options outstanding</b>	<b>Exercise price (per Share)</b>	<b>Date of Grant</b>	<b>Vesting Period<sup>(2)</sup></b>	<b>Approximate percentage of issued Shares immediately after completion of Global Offering<sup>(1)</sup></b>
Over 100,000 Shares	291	58,392,545	US\$0.01	April 1, 2018 to April 1, 2021	9 months to 6 years from date of grant	0.96%
20,000 Shares to 99,999 Shares	1,286	53,491,165	US\$0.01	April 1, 2018 to April 1, 2021	9 months from date of grant to 7 years and 3 months from date of grant	0.88%
0 Shares to 19,999 Shares	3,093	18,884,615	US\$0.01	April 1, 2018 to April 1, 2021	9 months from date of grant to 6 years from date of grant	0.31%
<b>Subtotal:</b>	<b>4,670</b>	<b>130,768,325</b>				<b>2.15%</b>

*Notes:*

- (1) Assuming the Over-allotment Option is not exercised and excluding the share to be issued under the Pre-IPO ESOP, Post-IPO Share Option Scheme and Post-IPO Share Award Scheme.
- (2) The exercise period of the Options granted under the Pre-IPO ESOP shall commence from the date on which the relevant Options become vested and end on the 10th anniversary of the grant date, subject to the terms of the Pre-IPO ESOP and the Option award agreement signed by the grantee.

## 2. Post-IPO Share Option Scheme

The following is a summary of the principal terms of the Post-IPO Share Option Scheme conditionally adopted by our Shareholders by written resolution of the Shareholders dated May 10, 2021. The terms of the Post-IPO Share Option Scheme will be governed by Chapter 17 of the Listing Rules.

### (a) Purpose of the Post-IPO Share Option Scheme

The purpose of the Post-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and Shareholders as a whole. The Post-IPO Share Option Scheme will provide our Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to selected participants.

### (b) Selected participants to the Post-IPO Share Option Scheme

Any individual, being an employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options. However, no individual who is resident in a place where the grant, acceptance or exercise of

options pursuant to the Post-IPO Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options.

*(c) Maximum number of Shares*

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other schemes is 609,160,767 Shares, being no more than 10% of the Shares in issue on the Listing Date (the “**Option Scheme Mandate Limit**”) (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option and the shares to be issued under the Pre-IPO ESOP and grants under the Post-IPO Share Award Scheme). Options which have lapsed in accordance with the terms of the rules of the Post-IPO Share Option Scheme (or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of the Company at any time (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time (the “**Option Scheme Limit**”). No options may be granted under any schemes of our Company (or its subsidiaries) if this will result in the Option Scheme Limit being exceeded.

The Option Scheme Mandate Limit may be refreshed at any time by obtaining prior approval of our Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the refreshed Option Scheme Mandate Limit cannot exceed 10% of the Shares in issue as at the date of such approval. Options previously granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company (and to which provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, canceled or lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the refreshed Option Scheme Mandate Limit.

Our Company may also grant options in excess of the Option Scheme Mandate Limit, provided such grant is to specifically identified selected participant and is first approved by Shareholders in general meeting.

*(d) Maximum entitlement of a grantee*

Unless approved by our Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of the Company to each selected participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue (the “**Individual Limit**”). Any further grant of options to a selected participant which would result in the aggregate number of Shares issued and to be issued upon exercise of all options granted and to be granted to such selected participant (including exercised, canceled and outstanding options) in the 12 month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of our Shareholders (with such selected participant and his associates abstaining from voting).

*(e) Performance target*

The Post-IPO Share Option Scheme does not set out any specific performance targets that must be achieved before the options may be exercised. However, the Board or its delegate(s) may at their sole discretion specify, as part of the terms and conditions of any option, such performance conditions that must be satisfied before the option can be exercised.

*(f) Subscription price*

The amount payable for each Share to be subscribed for under an option (“**Subscription Price**”) in the event of the option being exercised shall be determined by the Board or its delegate(s) but shall be not less than the greater of:

- (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share on the date of grant.

*(g) Rights are personal to grantee*

An option is personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest in favor of or enter into any agreement with any other person over or in relation to any option, except for the transmission of an option on the death of the grantee to his personal representative(s) on the terms of the Post-IPO Share Option Scheme.

*(h) Options granted to directors or substantial shareholders of the Company*

Each grant of options to any director, chief executive or substantial shareholder of our Company (or any of their respective associates) must first be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of options). Where any grant of options to a substantial shareholder or an independent non-executive Director of our Company (or any of their respective associates) would result in the number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, canceled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million (or such other higher amount as may from time to time be specified by the Stock Exchange),

such further grant of options must also be first approved by the Shareholders (voting by way of poll) in a general meeting. In obtaining the approval, our Company shall send a circular to the Shareholders in accordance with and containing such information as is required under the Listing Rules. All connected

persons of our Company shall abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

**(i) Grant offer letter and notification of grant of options**

An offer shall be made to selected participants by a letter which specifies the terms on which the option is to be granted. Such terms may include any minimum period(s) for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part, and may include at the discretion of the Board or its delegate(s) such other terms either on a case basis or generally.

An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favor of our Company of RMB1.00 by way of consideration for the grant thereof, which must be received by the Company within 20 business days from the date on which the offer letter is delivered to the grantee.

Any offer may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares or a multiple thereof. To the extent that the offer is not accepted within 20 business days from the date on which the letter containing the offer is delivered to that selected participant, it shall be deemed to have been irrevocably declined.

**(j) Restriction of grant of options**

No offer shall be made and no option shall be granted to any selected participant in circumstances prohibited by the Listing Rules or at a time when the selected participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. No offer shall be made and no option shall be granted to any selected participant where such person is in possession of any unpublished inside information in relation to our Company until such inside information has been published in an announcement in accordance with the Listing Rules. Furthermore, no offer shall be made and no option shall be granted:

- (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

Such period will also cover any period of delay in the publication of any results announcement.

**(k) Time of exercise of an option**

An option may, subject to the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Board or its delegate(s) may from time to time determine stating that the option is thereby exercised and the number of Shares in respect of which it is exercised.

**(l) Cancellation of options**

Any breaches of the rules of the Post-IPO Share Option Scheme by a grantee may result in the options granted to such grantee being canceled by the Company. Any options granted but not exercised may be canceled if the grantee so agrees. Issuance of new options to the same grantee may only be made if there are unissued options available under the Post-IPO Share Option Scheme (excluding the canceled options) and in compliance with the terms of the Post-IPO Share Option Scheme.

**(m) Lapse of option**

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the period within which an option may be exercised, which is to be determined and notified by the Board or its delegate(s) to each grantee at the time of making an offer, and shall not expire later than ten years from the date of grant (the “**Option Period**”);
- (ii) the expiry of any of the periods for exercising the option as referred to in paragraphs (p), (q) and (r) below; and
- (iii) the date on which the grantee commits a breach of the rules of the Post-IPO Share Option Scheme.

**(n) Voting and dividend rights**

No dividends shall be payable and no voting rights shall be exercisable in relation to any options or Shares that are the subject of options that have not been exercised.

**(o) Effects of alterations in the capital structure of the company**

In the event of an alteration in the capital structure of the Company whilst any option remains exercisable by way of capitalization of profits or reserves, rights issue, subdivision or consolidation of shares, or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party), such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares comprised in each option so far as unexercised; and/or
- (ii) the Subscription Price; and/or
- (iii) the method of exercise of the option,

or any combination thereof, as the auditors or a financial adviser engaged by our Company for such purpose shall, at the request of the Company, certify in writing, either generally or as regards any particular grantee, to be in their opinion fair and reasonable, provided always that any such adjustments should give each grantee the same proportion of the equity capital of our Company as that to which that grantee was previously entitled prior to such adjustments, and no adjustments shall be made which will enable a Share to be issued at less than its nominal value. The capacity of the auditors or financial adviser (as the case may be) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on our Company and the grantees. The costs of the auditors or financial advisor (as the case may be) shall be borne by our Company.



**(p) *Retirement, death or permanent physical or mental disability of an selected participant***

If a grantee ceases to be selected participant by reason of (i) death of the grantee, (ii) termination of the grantee's employment or contractual engagement with the Group or its affiliate by reason of his/her permanent physical or mental disablement, (iii) retirement of the grantee, the vested option may be exercised within the Option Period, or such other period as the Board or its delegate(s) may decide in their sole discretion.

In the case of death of a grantee, the vested option may be exercised within that period by the personal representatives of the grantee. In the case where a grantee no longer has any legal capacity to exercise the vested option, the vested option may be exercised within that period by the persons charged with the duty of representing the grantee under the relevant laws in Hong Kong. If the vested option is not exercised within the time mentioned above, the option shall lapse.

If a grantee, being an employee whose employment is terminated by the Group or its affiliate (as applicable) by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, the grantee having been convicted of any criminal offense involving his integrity or honesty, or the grantee conducts, among others, activities that cause damage to our Group, or causes damages to our Group's interest or reputation, the option shall immediately lapse, regardless whether the option has vested or not, any earnings from selling of the exercised options shall be owned by the Company and the Company have the right to request the grantee to refund the Company.

If a grantee is declared bankrupt or becomes insolvent or makes any arrangements or composition with his creditors generally, the option shall immediately lapse.

If a grantee being an employee ceases to be selected participant due to termination of his or her employment or contractual engagement with the Group by reason of redundancy, the vested option may be exercised within three months of such cessation or within the Option Period, whichever is the shorter, or such other period as the Board or its delegate(s) may decide in their sole discretion.

If a grantee ceases to be selected participant other than in any of the circumstances described above, or if a grantee ceases to be an employee or consultant of the Group, unless otherwise provided in the vested option agreement, a grantee may exercise his or her vested option within three months of such cessation or within the Option Period, whichever is the shorter, or such other period as the Board or its delegate(s) may decide in their sole discretion.

**(q) *Rights on takeover and schemes of compromise or arrangement***

If a general offer by way of takeover is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), and the offer becomes or is declared unconditional in all respects, the grantee shall be entitled to exercise the option (to the extent not already exercised) at any time within one month (or such other period as the Board or its delegate(s) may decide in their sole discretion) after the date on which the offer becomes or is declared unconditional. If the option is not exercised within the time specified, the option shall lapse.

If a compromise or arrangement between the Company and its members or creditors is proposed, our Company shall give notice to the grantee on the same date as it despatches the notice to each member or creditor of the Company summoning the meeting to consider such a compromise or

arrangement, and thereupon the grantee (or his personal representatives) may until the expiry of the period commencing with such date and ending with earlier of the date two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the court exercise any of his options (to the extent not already exercised) whether in full or in part, but the exercise of an option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective, and upon such compromise or arrangement becoming effective, all options shall lapse except insofar as previously exercised under the Post-IPO Share Option Scheme. Our Company may require the grantee to transfer or otherwise deal with the Shares issued as a result of the exercise of options in these circumstances so as to place the grantee in the same position, as nearly as possible, as would have been the case had such Shares been subject to such compromise or arrangement. If the option is not exercised within the time specified, the option shall lapse.

**(r) *Rights on a voluntary winding up***

In the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall on the same date as or soon after it dispatches such notice to each member of our Company give notice thereof to all grantees (together with a notice of the existence of the provisions of this sub-paragraph) and thereupon, each grantee (or his personal representatives) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid. If the option is not exercised within the time specified, the option shall lapse.

**(s) *Ranking of shares***

The Shares to be allotted and issued upon the exercise of an option shall be identical to the then existing issued shares of the Company and subject to all the provisions of the memorandum and articles of association of the Company for the time being in force and will rank *pari passu* with the other fully paid Shares in issue on the date the name of the grantee is registered on the register of members of the Company or if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, save that the grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the Shareholders on the register on a date prior to such registration.

**(t) *Duration***

The Post-IPO Share Option Scheme shall be valid and effective for the period of ten years commencing on the Listing Date (after which, no further options shall be offered or granted under the Post-IPO Share Option Scheme), but in all other respects the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Post-IPO Share Option Scheme.

**(u) *Alteration of the Post-IPO Share Option Scheme***

The Board or its delegate(s) may subject to the rules of the Post-IPO Share Option Scheme amend any of the provisions of the Post-IPO Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the Post-IPO Share Option Scheme, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any grantee at that date).

Those specific provisions of the Post-IPO Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of selected participants, and no changes to the authority of the administrator of the Post-IPO Share Option Scheme in relation to any alteration of the terms of the Post-IPO Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms of the Post-IPO Share Option Scheme which are of a material nature, or any change to the terms and conditions of options granted, must also, to be effective, be approved by the Shareholders in general meeting and the Stock Exchange, except where the alterations take effect automatically under the existing terms of the Post-IPO Share Option Scheme. The options and the Post-IPO Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules. Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the Post-IPO Share Option Scheme must be approved by Shareholders in general meeting.

Notwithstanding any provisions to the contrary in the Post-IPO Share Option Scheme, if on the relevant date of exercise there are restrictions or conditions imposed by the relevant laws and regulations to which the grantee is subject and the grantee has not obtained approval, exemption or waiver from the relevant regulatory authorities for the subscription of and dealing in the Shares, the grantee may sell the options to such transferee, subject to the approval by the Board or its delegate(s), which shall not unreasonably withhold or delay such approval. In the event that the options are transferred to a connected person of our Company, no Shares shall be allotted and issued upon the exercise of the options by a connected person of our Company unless the Board or its delegate(s) is satisfied that the allotment and issue of Shares will not trigger any breach of the Listing Rules, the Articles of Association, the Cayman Companies Law or the Takeovers Code.

**(v) *Termination***

The Shareholders by ordinary resolution in general meeting or the Board or its delegate(s) may at any time resolve to terminate the operation of the Post-IPO Share Option Scheme prior to the expiry of the Post-IPO Share Option Scheme and in such event no further options will be offered or granted but the provisions of the Post-IPO Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Post-IPO Share Option Scheme. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Post-IPO Share Option Scheme and remain unexercised and unexpired immediately prior to the termination of the operation of the Post-IPO Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the Post-IPO Share Option Scheme.

Details of the options granted, including options exercised or outstanding, under the Post-IPO Share Option Scheme shall be disclosed in the circular to the Shareholders seeking approval of the new scheme established after the termination of the Post-IPO Share Option Scheme.

### 3. Post-IPO Share Award Scheme

The following is a summary of the principal terms of the Post-IPO Share Award Scheme conditionally adopted by written resolution of the Shareholders dated May 10, 2021. The Post-IPO Share Award Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules. The Company may appoint one or more trustees (“**Trustee(s)**”) to administer the Post-IPO Share Award Scheme with respect to the grant of any award by the Board or its delegate(s) (an “**Award**”) which may vest in the form of Shares (“**Award Shares**”) or the actual selling price of the Award Shares in cash in accordance with the Post-IPO Share Award Scheme.

#### (a) *Eligible Persons to the Post-IPO Share Award Scheme*

Any individual, being an employee, director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate (an “**Eligible Person**” and, collectively “**Eligible Persons**”) who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group is eligible to receive an Award. However, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Post-IPO Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Post-IPO Share Award Scheme.

#### (b) *Purpose of the Post-IPO Share Award Scheme*

The purpose of the Post-IPO Share Award Scheme is to align the interests of Eligible Persons’ with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

#### (c) *Awards*

An Award gives a selected participant a conditional right, when the Award Shares vest, to obtain the Award Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the selected participant to receive the Award in Shares, the cash equivalent from the sale of the Award Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted (the “**Grant Date**”) to the date the Award vests (the “**Vesting Date**”). For the avoidance of doubt, the Board or its delegate(s) at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the selected participant even though the Award Shares have not yet vested.

#### (d) *Grant of Award*

##### (i) Making the grant

The Board or the committee of the Board or person(s) to which the Board has delegated its authority may, from time to time, at their absolute discretion, grant an Award to a selected participant (in the case of the Board’s delegate(s), to any selected participant other than a Director or an officer of the Company) by way of an award letter (“**Award Letter**”). The Award Letter will specify the Grant

Date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the Vesting Date and such other details as the Board or its delegate(s) may consider necessary.

Each grant of an Award to any Director or the chairman of the board of the Company shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed recipient of an Award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Shares to connected persons of the Company.

(ii) Restrictions on grants and timing of grants

The Board and its delegate(s) may not grant any Award Shares to any selected participant in any of the following circumstances:

- (A) where any requisite approval from any applicable regulatory authorities has not been granted;
- (B) where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Post-IPO Share Award Scheme, unless the Board or its delegate(s) determines otherwise;
- (C) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
- (D) where such grant of Award would result in a breach of the Post-IPO Share Award Scheme Limit (as defined below) or would otherwise cause the Company to issue Shares in excess of the permitted amount in the mandate approved by the Shareholders;
- (E) where an Award is to be satisfied by way of issue of new Shares to the Trustee, in any circumstances that cause the total Shares issued or allotted to connected persons to be in excess of the amount permitted in the mandate approved by the Shareholders;
- (F) where any Director of the Company is in possession of unpublished inside information in relation to the Company or where dealings by Directors of the Company are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations, from time to time;
- (G) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (H) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

(e) *Maximum Number of Shares to be Granted*

The aggregate number of Shares underlying all grants made pursuant to the Post-IPO Share Award Scheme (excluding Award Shares which have been forfeited in accordance with the Post-IPO Share Award Scheme) will not exceed 609,160,767 Shares without Shareholders' approval (the "**Post-IPO Share Award Scheme Limit**") subject to an annual limit of 3% of the total number of issued Shares at the relevant time.

**(f) *Scheme Mandate***

To the extent that the Post-IPO Share Award Scheme Limit is subsequently increased by way of alteration of the Post-IPO Share Award Scheme and the Company is required to issue and allot new shares to satisfy any Awards in excess of any amount previously approved by the Shareholders, the Company shall at a general meeting propose, and the Shareholders shall consider and, if thought fit, pass an ordinary resolution approving a mandate specifying:

- (i) the maximum number of new Shares that may be issued for this purpose; and
- (ii) that the Board has the power to issue, allot, procure the transfer of and otherwise deal with the Shares in connection with the Post-IPO Share Award Scheme.

The mandate will remain in effect during the period from the passing of the ordinary resolution granting the mandate until the variation or revocation of such mandate by an ordinary resolution of the Shareholders in a general meeting.

**(g) *Rights attached to the Award***

Save that the Board or its delegate(s) at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the selected participants even though the Award Shares have not yet vested, the selected participant only has a contingent interest in the Award Shares underlying an Award unless and until such Award Shares are actually transferred to the selected participant, nor does he/she have any rights to any related income until the Award Shares vest.

Neither the selected participant nor a Trustee may exercise any voting rights in respect of any Award Shares that have not yet vested.

**(h) *Rights attached to the Shares***

Any Award Shares transferred to a selected participant in respect of any Awards will be subject to all the provisions of the Memorandum and the Articles and will form a single class with the fully paid Shares in issue on the relevant date.

**(i) *Issue of Shares and/or transfer of funds to the Trustee***

The Company shall, as soon as reasonably practicable and no later than 30 business days from the Grant Date, (i) issue and allot Shares to the Trustee for the purposes of satisfying the grant of Awards and/or (ii) transfer to the Trustee the necessary funds and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price, so as to satisfy the Awards.

**(j) *Assignment of Awards***

Unless express written consent is obtained from the Board or the committee of the Board or person(s) to which the Board has delegated its authorities, any Award Shares granted under the Post-IPO Share Award Scheme but not yet vested are personal to the selected participants to whom they are granted and cannot be assigned or transferred. A selected participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any other person over or in relation to any Award, or enter into any agreement to do so.

**(k) Vesting of Awards**

The Board or its delegate(s) may from time to time while the Post-IPO Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested.

Within a reasonable time period as agreed between the Trustee and the Board or its delegate(s) from time to time prior to any Vesting Date, the Board or its delegate(s) will send a vesting notice to the relevant selected participant and instruct the Trustee the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the selected participant. Subject to the receipt of the vesting notice and notification from the Board or its delegate(s), the Trustee will transfer and release the relevant Award in the manner as determined by the Board or its delegate(s).

If, in the absolute discretion of the Board or its delegate(s), it is not practicable for the selected participant to receive the Award in Shares, solely due to legal or regulatory restrictions with respect to the selected participant's ability to receive the Award in Shares or the Trustee's ability to give effect to any such transfer to the selected participant, the Board or its delegate(s) will direct and procure the Trustee to sell, on-market at the prevailing market price, the number of Award Shares so vested in respect of the selected participant and pay the selected participant the proceeds arising from such sale based on the actual selling price of such Award Shares in cash as set out in the vesting notice.

If there is an event of change in control of the Company by way of a merger, a privatization of the Company by way of a scheme or by way of an offer, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall at their sole discretion determine whether the Vesting Dates of any Awards will be accelerated to an earlier date.

**(l) Consolidation, subdivision, bonus issue and other distribution**

In the event the Company undertakes a subdivision or consolidation of the Shares, corresponding changes will be made to the number of outstanding Award Shares that have been granted provided that the adjustments shall be made in such manner as the Board or its delegate(s) determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Post-IPO Share Award Scheme for the selected participants. All fractional shares (if any) arising out of such consolidation or subdivision in respect of the Award Shares of a selected participant shall be deemed as returned shares and shall not be transferred to the relevant selected participant on the relevant Vesting Date. The Trustee shall hold returned shares to be applied towards future Awards in accordance with the provisions of the Post-IPO Share Award Scheme rules for the purpose of the Post-IPO Share Award Scheme.

In the event of an issue of Shares by the Company credited as fully paid to the holders of the Shares by way of capitalization of profits or reserves (including share premium account), the Shares attributable to any Award Shares held by the Trustee shall be deemed to be an accretion to such Award Shares and shall be held by the Trustee as if they were Award Shares purchased by the Trustee hereunder and all the provisions hereof in relation to the original Award Shares shall apply to such additional Shares.

In the event of any non-cash distribution or other events not referred to above by reason of which the Board or its delegate(s) considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding Award Shares of each selected

participant as the Board or its delegate(s) shall consider as fair and reasonable, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Post-IPO Share Award Scheme for the selected participants. The Company shall provide such funds, or such directions on application of the returned shares or returned trust funds, as may be required to enable the Trustee to purchase Shares on-market at the prevailing market price to satisfy the additional Award.

In the event the Company undertakes an open offer of new securities, the Trustee shall not subscribe for any new Shares. In the event of a rights issue, the Trustee shall seek instructions from the Company on the steps or actions to be taken in relation to the nil-paid rights allotted to it.

***(m) Cessation of employment and other events***

If a selected participant ceases to be an Eligible Person by reason of retirement of the selected participant, or if a selected participant ceases to be an employee or consultant of the Group, any unvested Award Shares and related income not yet vested shall immediately lapse and be forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant ceases to be an Eligible Person by reason of (i) death of the selected participant, (ii) termination of the selected participant's employment or contractual engagement with the Group or an affiliate by reason of his/her permanent physical or mental disablement, (iii) termination of the selected participant's employment or contractual engagement with the Group by reason of redundancy, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant, being an employee whose employment is terminated by the Group or an affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, the selected participant having been convicted of any criminal offense involving his or her integrity or honesty, or if the selected participant conducts, among others, activities that cause damage to our Group, or causes damages to our Group's interest or reputation, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, any vested Award Shares shall be canceled, any earnings from selling of the Share Awards shall be owned by the Company and the Company have the right to request the Selected Participant to refund the Company, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his or her creditors generally, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant ceases to be an Eligible Person for reasons other than those stated this paragraph, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

***(n) Alteration of the Post-IPO Share Award Scheme***

The Post-IPO Share Award Scheme may be altered in any respect (save for the Post-IPO Share Award Scheme Limit) by a resolution of the Board or its delegate(s) provided that no such alteration



shall operate to affect adversely any subsisting rights of any selected participant unless otherwise provided for in the rules of the Post-IPO Share Award Scheme, except:

- (i) with the consent in writing of selected participants amounting to three-fourths in nominal value of all Award Shares granted by not yet vested on that date; or
- (ii) with the sanction of a special resolution that is passed at a meeting of the selected participants amounting to three-fourths in nominal value of all Award Shares granted by not yet vested on that date.

**(o) Termination**

The Post-IPO Share Award Scheme shall terminate on the earlier of:

- (i) the end of the period of ten years commencing on the Listing Date except in respect of any non-vested Award Shares granted hereunder prior to the expiration of the Post-IPO Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Post-IPO Share Award Scheme; and
- (ii) such date of early termination as determined by the Board or its delegate(s) provided that such termination shall not affect any subsisting rights of any selected participant under the rules of the Post-IPO Share Award Scheme, provided further that for the avoidance of doubt, the change in the subsisting rights of a selected participant in this paragraph refers solely to any change in the rights in respect of the Award Shares already granted to a selected participant.

**(p) Administration of the Post-IPO Share Award Scheme**

The Board has the power to administer the Post-IPO Share Award Scheme in accordance with the rules of the Post-IPO Share Award Scheme and, where applicable, the Trust deed, including the power to construe and interpret the rules of the Post-IPO Share Award Scheme and the terms of the Awards granted under the Post-IPO Share Award Scheme. The Board may delegate the authority to administer the Post-IPO Share Award Scheme to a committee of the Board or other person(s) as deemed appropriate at the sole discretion of the Board. The Board or its delegate(s) may also appoint one or more independent third party contractors to assist in the administration of the Post-IPO Share Award Scheme as they think fit.

**(q) Grant of Shares under the Post-IPO Share Award Scheme**

As of the date of this document, no Shares had been granted or agreed to be granted under the Post-IPO Share Award Scheme.

As of the date of this document, 315,000,000 have been issued to Perfect Match Limited, which is wholly owned by The Core Trust Company Limited, the trustee holding the shares on trust for the benefit of the participants of the Post-IPO Share Award Scheme.

An application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares which may be issued pursuant to the Post-IPO Share Award Scheme.

**E. OTHER INFORMATION****1. Estate duty**

Our Directors have been advised that no material liability for estate duty is likely to fall upon any member of our Group.

**2. Litigation**

No member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company's results of operations or financial condition.

**3. Joint Sponsors**

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors will receive an aggregate of US\$1.5 million for acting as the sponsor for the Listing.

**4. Consent of experts**

This document contains statements made by the following experts:

<u>Name</u>	<u>Qualification</u>
Merrill Lynch (Asia Pacific) Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Goldman Sachs (Asia) L.L.C.	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities as defined under the SFO
Haitong International Capital Limited	A licensed corporation under the SFO for type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Shihui Partners	Legal adviser to Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal adviser to Company as to Cayman Islands law
Deloitte Touche Tohmatsu	Certified public accountants
China Insights Industry Consultancy Limited	Industry consultant

As at the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Each of the experts named above have given and have not withdrawn their respective written consent to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

**5. Binding effect**

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**6. Bilingual document**

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**7. Preliminary expenses**

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

**8. Disclaimers**

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
- (i) there are no commissions (but not including commission to sub-underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company; and
  - (ii) there are no commissions, discounts, brokerages or other special terms granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in the part headed “—Other information—Consent of experts” received any such payment or benefit.
- (b) Save as disclosed in this document:
- (i) there are no founder, management or deferred shares in our Company or any member of our Group;
  - (ii) we do not have any promoter and no cash, securities or other benefit has been paid, allotted or given within the two years immediately preceding the date of this document, or are proposed to be paid, allotted or given to any promoters;
  - (iii) none of the Directors or the experts named in the part headed “—Other information—Consent of experts” above has any interest, direct or indirect, in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
  - (iv) there are no bank overdrafts or other similar indebtedness by our Company or any member of our Group;
  - (v) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;
  - (vi) there are no outstanding debentures of our Company or any member of our Group;

- (vii) there are no other stock exchange on which any part of the equity or debt securities of our Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought;
- (viii) no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option; and
- (ix) there are no contracts or arrangements subsisting at the date of this document in which a Director is materially interested or which is significant in relation to the business of our Group.