
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings.

“3C”	computer, communication, and consumer electronics
“ADSs”	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted by special resolutions passed on May 10, 2021 with effect from the Listing Date, a summary of which is set out in “Summary of the constitution of our Company and Cayman Islands company law” in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audited Financial Statements”	the audited combined financial statements of our Company for the three years ended December 31, 2020, as included in the section headed “Accountants’ report” in Appendix I to this document
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

DEFINITIONS

“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Class A ordinary share(s)”	Class A ordinary shares in the share capital of JD.com with par value of US\$0.00002 each, conferring a holder of a Class A ordinary share to one vote per share on any resolution tabled at JD.com’s general meeting
“Class B ordinary share(s)”	Class B ordinary shares in the share capital of JD.com with par value of US\$0.00002 each, conferring weighted voting rights in JD.com such that a holder of a Class B ordinary share is entitled to 20 votes per share on any resolution tabled at JD.com’s general meeting
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	JD Logistics, Inc. (京东物流股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on January 19, 2012
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely the Onshore Holdco, Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司) and their respective subsidiaries. For further details of these entities, see the section headed “History, Reorganization and Corporate Structure” in this document
“Contractual Arrangement(s)”	the series of contractual arrangements entered into, among others, (i) between the WFOE, the Onshore Holdco and the Registered Shareholders, and (ii) between Jian Cui (崔建), Dingkai Yu (禹定凱), 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), as detailed in the section headed “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Jingdong Technology Group Corporation, JD.com, Mr. Richard Qiangdong Liu (劉強東), Max Smart Limited and Fortune Rising Holdings Limited
“Core Funds”	JD Logistics Properties Core Fund, L.P. and JD Logistics Properties Core Fund II, L.P.
“CSRC”	China Securities Regulatory Commission
“Dada Group”	Dada Nexus Limited and its subsidiaries
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“FDC”	front distribution center

DEFINITIONS

“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Governmental Authority(ies)”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time, including where the context otherwise requires, any companies and businesses transferred to our Group as part of the Reorganization (as the case may be)
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 18,274,900 Shares being initially offered for subscription in the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this document and the Green Application Form, as further described in the section headed “Structure of the Global Offering—The Hong Kong Public Offering”

DEFINITIONS

“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting—Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated May 14, 2021, relating to the Hong Kong Public Offering, entered into by our Company, the Joint Sponsors, the Joint Representatives and the Hong Kong Underwriters, as further described in the section headed “Underwriting—Underwriting arrangements and expenses—The Hong Kong Public Offering—The Hong Kong Underwriting Agreement”
“IFRS(s)”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“independent third party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules
“INFORMS”	The Institute for Operations Research and the Management Sciences
“International Offer Shares”	the 590,885,900 Shares being initially offered for subscription under the International Offering together, where relevant, with any additional Shares that may be sold pursuant to any exercise of the Over-allotment Option (subject to reallocation as described in the section headed “Structure of the Global Offering”)
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering

DEFINITIONS

“International Underwriting Agreement”	the international underwriting agreement, expected to be entered into on or about May 21, 2021, relating to the International Offering, expected to be entered into by, among others, our Company, the Joint Representatives and the International Underwriters, as further described in the section headed “Underwriting—International Offering”
“JD.com”	JD.com, Inc., one of our Controlling Shareholders, a company incorporated in the BVI on November 6, 2006 and subsequently redomiciled to the Cayman Islands on January 16, 2014 as an exempted company registered by way of continuation under the laws of the Cayman Islands and the shares of which are listed on the Main Board (stock code: 9618) under Chapter 19C of the Listing Rules and the ADSs of which are listed on NASDAQ under the symbol “JD”
“JD Group”	JD.com and its subsidiaries and consolidated affiliated entities, excluding our Group upon the Reorganization and including our Group prior to the Reorganization
“JD Share(s)”	Class A ordinary shares and Class B ordinary shares in the share capital of JD.com
“JD Shareholder(s)”	holder(s) of JD Shares and ADSs
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering” of this document
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering” of this document
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering” of this document
“Joint Sponsors”	the Joint Sponsors of the listing of the Shares on the Main Board of the Hong Kong Stock Exchange, being Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited
“Joint Representatives”	Merrill Lynch (Asia Pacific) Limited, Goldman Sachs (Asia) L.L.C., Haitong International Securities Company Limited and UBS AG Hong Kong Branch
“Kuayue Express”	Kuayue-Express Group Co., LTD.
“Latest Practicable Date”	May 8, 2021, being the latest practicable date for ascertaining certain information in this document before its publication

DEFINITIONS

“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about May 28, 2021, on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Major Subsidiaries”	our subsidiaries and consolidated affiliated entities as identified in “History, Reorganization and Corporate Structure—Major Subsidiaries and Operating Entities”
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted by special resolutions passed on May 10, 2021, with effect from the Listing Date
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NPC”	National People’s Congress (全國人民代表大會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering—Pricing of the Global Offering”

DEFINITIONS

“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be sold by our Company pursuant to the exercise of the Over-allotment Option
“OMS”	order management system
“Onshore Holdco”	Xi’an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司), a Consolidated Affiliated Entity
“Onshore Holdcos”	Onshore Holdco and Guangdong Jingxi Logistics Technology Co., Ltd. (廣東京喜物流科技有限公司), both Consolidated Affiliated Entities
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Representatives on behalf of the International Underwriters for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 91,374,100 additional Shares (representing in aggregate 15% of the initial Offer Shares) to the International Underwriters to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering—The International Offering—Over-allotment Option”
“PRC Legal Adviser”	Shihui Partners, our legal adviser on PRC law
“Pre-IPO ESOP”	the pre-IPO employee share incentive plan approved and adopted by our Company on March 31, 2018, the principal terms of which are set out in the section headed “Statutory and General Information—Share Incentive Plan—Pre-IPO ESOP” in Appendix IV to this document
“Pre-IPO Investment(s)”	the investments in our Company undertaken by the Pre-IPO Investors pursuant to the Series A Share Subscription Agreement, as applicable, prior to this initial public offering, the details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Pre-IPO Investor(s)”	the Series A Preference Shareholders, further details of which are set out in the section headed “History, Reorganization and Corporate Structure”

DEFINITIONS

“Pre-IPO Shareholders’ Agreement”	the shareholder agreement dated March 7, 2018 between, among others, our Company, Jingdong Technology Group Corporation, Ocean HHJ Holding Limited and Pre-IPO Investors, as amended from time to time
“Preference Shares”	Series A Preference Shares
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about May 21, 2021 and in any event no later than May 27, 2021, on which the Offer Price is to be fixed for the purposes of the Global Offering
“Principal Share Registrar”	Maples Fund Services (Cayman) Limited
“Post-IPO Share Award Scheme”	the post-IPO share award scheme conditionally approved and adopted by our Company on May 10, 2021, the principal terms of which are set out in the section headed “Statutory and General Information—Share Incentive Plan—Post-IPO Share Award Scheme” in Appendix IV to this document
“Post-IPO Share Option Scheme”	the post-IPO share option scheme conditionally approved and adopted by our Company on May 10, 2021, the principal terms of which are set out in the section headed “Statutory and General Information—Share Incentive Plan—Post-IPO Share Option Scheme” in Appendix IV to this document
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Registered Shareholders”	the registered shareholders of the Onshore Holdco, namely Richard Qiangdong Liu (劉強東), Yayun Li (李姪雲) and Pang Zhang (張雱)
“Reorganization”	the corporate restructuring of the Group in preparation for the Listing, as described in the section headed “History, Reorganization and Corporate Structure—Reorganization”
“RDC”	regional distribution center
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act

DEFINITIONS

“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation (國家稅務總局)
“Series A Preference Shares”	the series A preference shares of our Company with par value of US\$0.000025 each, of which 1,026,867,347 Series A preference shares are currently in issue as of the Latest Practicable Date and held by the Series A Preference Shareholders, each having the rights and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
“Series A Preference Shareholders”	China Life Trustees Ltd. (中國人壽信託有限公司), Jungle Parent Limited, Skycus China Fund, L.P., SCC Growth IV Holdco A, Ltd., SCC Growth IV 2018-A, L.P., China Merchants Logistics Synergy Limited Partnership, Image Frame Investment (HK) Limited (意像架構投資(香港)有限公司), TPP Follow-on I Holding E Limited, Qianshan Logistics L.P. (千山物流基金有限合夥), Eastar Capital Fund, L.P., HHJL Holdings Limited, Shanghai Hudayuezhen Enterprise Management Partnership (Limited Partnership) (上海滬德越貞企業管理合夥企業(有限合夥)), EverestTai Capital LLC (永泰資本有限責任公司), Hidden Hill SPV II, CG Partners Opportunity Fund SP2, Jingdong E-Commerce (Express) LLC and other holders of Series A Preference Shares from time to time
“Series A Share Subscription Agreement”	the Series A Preference Shares subscription agreements by and among the Company and certain of the Series A Preference Shareholders (or their affiliates), as applicable, dated as of February 14, 2018 and August 12, 2020, as amended from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital our Company with par value of US\$0.000025 each
“Shareholder(s)”	holder(s) of our Share(s)
“SKU”	stock keeping unit
“Spin-off”	the separate listing of our Shares on the Main Board, which is expected to be effected by way of the Global Offering
“Stabilizing Manager”	Merrill Lynch (Asia Pacific) Limited, through its affiliates
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“TMS”	transportation management system
“Track Record Period”	the three years ended December 31, 2018, 2019 and 2020
“U.S. SEC”	the Securities and Exchange Commission of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “U.S.” or “US”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US cents” or “US¢”	One hundredth of one US dollar
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“WFOE”	Xi’an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司), a company established in the PRC on May 18, 2017 and an indirectly wholly-owned subsidiary of our Company

DEFINITIONS

“WFOEs”	WFOE and Jingdong Logistics Supply Chain Co., Ltd. (京東物流供應鏈有限公司), both indirectly wholly-owned subsidiaries of our Company
“WMS”	warehouse management system
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider, www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of PRC entities (including schools), PRC laws or regulations, and PRC Governmental Authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.