



JD Logistics, Inc.

京东物流股份有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2618)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of JD Logistics, Inc. (the “**Company**”) will be held at Building A, No. 18 Kechuang 11 Street, Yizhuang, Economic and Technological Development Zone, Daxing District, Beijing, People’s Republic of China, on Friday, May 13, 2022 at 10 a.m. for the following purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circulars of the Company dated April 25, 2022):

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated March 25, 2022 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into by the Company as issuer and Jingdong Technology Group Corporation as subscriber in relation to the subscription of 261,400,000 new Shares (the “**Subscription Shares**”) at the subscription price of HK\$20.71 per Share (corresponding to US\$2.65) and the transactions contemplated therein be and are hereby approved;
- (b) conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company at, before or after the passing of this resolution; and
- (c) any one director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such director of the Company, desirable or expedient to give effect to the Subscription Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the

Subscription Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Subscription Agreement and all documents ancillary or incidental thereto as are, in the opinion of such director of the Company, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution”;

2. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT

the re-election of Dr. Xiande Zhao (趙先德) as independent non-executive director of the Company be and is hereby confirmed and approved”; and

3. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT

the re-election of Mr. Yang Zhang (張揚) as independent non-executive director of the Company be and is hereby confirmed and approved.”

By order of the Board
JD Logistics, Inc.
Mr. Yui Yu
Executive Director

Hong Kong, April 25, 2022

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Headquarters:

10th Floor, Building B
No. 18 Kechuang 11 Street
Yizhuang Economic and Technological Development Zone
Daxing District, Beijing
People’s Republic of China

Room 302, 3rd Floor
Zhiheng Building,
E-Commerce Industrial Park,
Suyu District, Suqian,
People’s Republic of China

Principal place of business in Hong Kong:

Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay,
Hong Kong

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Articles of Association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint any number of proxies (who must be individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Register of Members in respect of the relevant joint holding.
- (4) In order to be valid, the proxy form together with a power of attorney or other authority, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, May 10, 2022 to Friday, May 13, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 6, 2022.

As at the date of this notice, the Board comprises Mr. Yui Yu as executive Director, Mr. Richard Qiangdong Liu as non-executive Director, and Ms. Nora Gu Yi Wu, Ms. Carol Yun Yau Li, Mr. Liming Wang, Dr. Xiande Zhao and Mr. Yang Zhang as independent non-executive Directors.