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**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 (the “EGM”) of JD Logistics Inc. (the “**Company**”) will be held at 10:00 a.m. on Thursday, July 21, 2022 at Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the People’s Republic of China, for the purposes of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

#### **“THAT**

1. (a) the equity transfer agreement (the “**Founding Vendors Agreement**”) dated March 11, 2022 entered into by Suqian Jingdong Zhuofeng Enterprise Management Co., Ltd. (the “**Purchaser**”) and Mr. Cui Weixing and Ms. Xue Xia (the “**Founding Vendors**”) in relation to the acquisition of an aggregate of 41,755,308 shares of Ningbo Meishan Baoshui Area Deppon Investment Holding Company Limited (“**Deppon Holdco**”) held by the Founding Vendors (representing approximately 44.48% of the equity interest of the Deppon Holdco as at the date of the Founding Vendors Agreement), (b) the equity transfer agreement (the “**Management Vendors Agreement**”) dated March 11, 2022 entered into by the Purchaser and the six individual vendors, who are or were directors, supervisors or senior management of members of the Deppon Holdco and/or Deppon Logistics Co., Ltd. (a company listed on The Shanghai Stock Exchange, stock code: 603056) and its subsidiaries, including Mr. Cui Weigang and Mr. Xu Enjun (the “**Management Vendors**”) in relation to the acquisition of an aggregate of 5,811,902 shares of the Deppon Holdco held by the Management Vendors (representing approximately 6.19% of the equity interest of the Deppon Holdco as at the date of the Management Vendors Agreement), and (c) all of the equity transfer agreements (the “**Minority Vendors Agreements**”, together with the Founding Vendors Agreement and the Management Vendors Agreement, “**the Agreements**”) dated March 11, 2022 entered into by the Purchaser and a total of 153 minority shareholders of the Deppon Holdco (the “**Minority Vendors**”) in relation to the acquisition of an aggregate of 46,295,323 shares of the Deppon Holdco held by the Minority Vendors (representing approximately 49.32% of the equity interest of the Deppon Holdco as at the date of the Minority Vendors Agreements) and the proposed transactions and other matters contemplated under the Agreements including but not limited to the mandatory general offer (the “**Offer**”) for all the issued, unrestricted and tradable shares in the issued share capital of Deppon (the “**Deppon Shares**”) other than the issued and unrestricted Deppon Shares

held by the Deppon Holdco to be made by the Company pursuant to the laws and regulations of the PRC and the option agreement dated March 11, 2022 entered into by Mr. Cui Weixing and the Purchaser entered into an option agreement in relation to the 43,009,184 Deppon Shares pledged to the Purchaser and the proposed transaction contemplated thereunder, be and are hereby confirmed, approved and ratified; and

2. any one of the directors of the Company be and is hereby authorized to do all such acts and things incidental to the Agreements and the relevant ancillary agreements as he/she considers necessary, desirable, or expedient in connection with the implementation of or giving effect to the Agreements, the relevant ancillary agreements and the transactions contemplated thereunder (including but not limited to the Offer).

For and on behalf of the Board  
**JD Logistics, Inc.**  
**Mr. Yui Yu**  
*Executive Director*

Hong Kong, June 30, 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 notarially 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 Monday, July 18, 2022 to Thursday, July 21, 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, July 15, 2022.

*As at the date of this announcement, 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.*