



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)

Proxy Form for use at the Extraordinary General Meeting to be held on July 21, 2022

I/We ^(Note 1) _____ of _____ being the registered holder(s) of _____ ordinary share(s) ^(Note 2) of US\$0.000025 each in the share capital of **JD Logistics, Inc.** (the “**Company**”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(Note 3) _____ of _____ as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the “**Meeting**”) (and at any adjournment thereof) to 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 Thursday, July 21, 2022 at 10:00 a.m. and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(note 4).

ORDINARY RESOLUTIONS ^(Note 6)		For ^(Note 4)	Against ^(Note 4)
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.		
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).		

Dated _____ 2022

Shareholder’s Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. The description of the Resolutions is by way of summary only. The full text appears in the notice of the Meeting.
7. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
8. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
9. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his/her name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
11. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.