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JDH 京东健康

JD Health International Inc.

京东健康股份有限公司

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

(Stock Code: 6618)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of JD Health International Inc. (the “**Company**”) will be held at 10:00 a.m. on Friday, December 23, 2022 at Block C, Building 2, Jingdong Headquarters, No. 20 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. the agreement dated October 21, 2022 entered into between the Company and JD.com, Inc. for the provision of technology and traffic support services (the “**2023 Technology and Traffic Support Services Framework Agreement**”) and the transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated December 8, 2022 (the “**Circular**”), be and is hereby confirmed, approved and ratified, and any one director of the Company (the “**Director**”) be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the 2023 Technology and Traffic Support Services Framework Agreement and the transactions contemplated thereunder;
2. the agreement dated October 21, 2022 entered into between the Company and JD.com, Inc. for the provision of healthcare products and services (the “**2023 JD Sales Framework Agreement**”), the transaction contemplated and the annual caps for the three years ending December 31, 2025 provided thereunder, details of which are more particularly described in the Circular, be and is hereby confirmed, approved and ratified, and any one Director be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the 2023 JD Sales Framework Agreement and the transactions contemplated thereunder;

3. the agreement dated October 21, 2022 entered into between the Company and JD.com, Inc. for the provision of certain marketing services (the “**2023 Marketing Services Framework Agreement**”), the transaction contemplated and the annual caps for the three years ending December 31, 2025 provided thereunder, details of which are more particularly described in the Circular, be and is hereby confirmed, approved and ratified, and any one Director be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the 2023 Marketing Services Framework Agreement and the transactions contemplated thereunder;
4. the agreement dated October 21, 2022 entered into between the Company and JD.com, Inc. for the provision of integrated supply chain solutions and logistics services (the “**2023 Supply Chain Solutions and Logistics Services Framework Agreement**”), the transaction contemplated and the annual caps for the three years ending December 31, 2025 provided thereunder, details of which are more particularly described in the Circular, be and is hereby confirmed, approved and ratified, and any one Director be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the transactions contemplated thereunder.”

By order of the Board
JD Health International Inc.
Mr. Enlin Jin
Executive Director

Hong Kong, December 8, 2022

Notes

- (1) Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him/her. 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) In the case of joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.

- (4) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. on Wednesday, December 21, 2022) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (5) The transfer books and register of members of the Company will be closed from Tuesday, December 20, 2022 to Friday, December 23, 2022, both days inclusive, to determine the entitlement of shareholders to attend and vote at the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, December 19, 2022.
- (6) References to time and dates in this notice are to Hong Kong time and dates.
- (7) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

As of the date of this announcement, the Board comprises Mr. Enlin Jin as the executive Director, Mr. Richard Qiangdong Liu and Mr. Qingqing Yi as non-executive Directors, and Mr. Xingyao Chen, Ms. Ling Li, Dr. Jiyu Zhang and Mr. Ying Wu as independent non-executive Directors.