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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)

GRANT OF SHARE AWARDS

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The Board announces that on April 1, 2023, the Company granted 1,088,270 Award Shares involving 1,088,270 new Shares, representing approximately 0.03% of the total issued Shares as at the date of this announcement, to the Grantees under the Post-IPO Share Award Scheme.

The details of the Grant are as follows:

Date of grant:	April 1, 2023
Consideration for the grant of Award Shares:	Nil
Number of Award Shares granted:	1,088,270
Market price of the Shares on the date of the Grant:	HK\$58.40 per Share ^(Note)
Vesting period:	(i) 183,770 Award Shares will be vested over three months to 3.25 years from the date of Grant; and (ii) 904,500 Award Shares will be vested over one to four years from the date of Grant.

The vesting period for the grant of 27,565 Award Shares is shorter than 12 months because they are “make-whole” share awards to new employees of the Group to replace the share awards they forfeited when leaving the previous employers.

Note: as the date of Grant is a non-trading day, this amount is the closing price on March 31, 2023, being the trading day immediately preceding the date of Grant.

Each of the Award Shares represents a contingent right to receive one Share on the date the Award Share vests.

The above Grant would not result in the options and awards granted and to be granted to each individual grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% of the Shares in issue.

None of the Grant will be subject to approval by the Shareholders, and none of the Grantees is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or an associate (as defined in the Listing Rules) of any of them.

There is no performance target attached to the Grant.

Clawback mechanism

Where the following events as specified in the rules of the Post-IPO Share Award Scheme arises, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, any vested Award Shares shall be canceled, any earnings from selling of the Award Shares shall be owned by the Company and the Company have the right to request the Grantee to refund the Company, unless the Board or its delegate(s) determines otherwise at their absolute discretion:

- (a) the Grantee, being an employee whose employment is terminated by the Group or an affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice,
- (b) the Grantee having been convicted of any criminal offense involving his or her integrity or honesty, or
- (c) the Grantee conducts, among others, activities that cause damage to the Group, or causes damages to the Group's interest or reputation.

Reasons for and Benefits of the Grant

The Grant is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the Grantee to make contributions to the long-term growth and profits of the Group.

1,088,270 Shares may be allotted and issued to the trustee, which shall hold such Shares on trust for the Grantees. Such new Shares will then be transferred to the Grantees at no cost upon satisfaction of the abovementioned vesting conditions. Accordingly, no funds will be raised from the issue of the new Shares. The Stock Exchange has previously granted its approval of the listing of, and permission to deal in, new Shares which may be issued pursuant to the vesting of Award Shares which may be granted pursuant to the Post-IPO Share Award Scheme on December 7, 2020.

The new Shares to be allotted and issued by the Company to satisfy the Grant represent approximately 0.03% of the total issued Shares of the Company as at the date of this announcement. The new Shares, when issued and allotted, shall rank pari passu among themselves and with the fully paid Shares in issue. The trustee shall not exercise any voting rights and powers in respect of any Shares held under the trust.

The aggregate number of Shares underlying all grants made pursuant to the Post-IPO Share Award Scheme (excluding Award Shares which have been forfeited in accordance with the Post-IPO Share Award Scheme) will not exceed 312,708,211 Shares without Shareholders' approval subject to an annual limit of 3% of the total number of issued Shares at the relevant time. As of the date of this announcement, 254,980,821 Award Shares are available for future grant under the aforementioned scheme mandate limit.

The Post-IPO Share Award Scheme was adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 to the extent required by the transitional arrangements for the existing share schemes.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Award Shares”	award shares, each representing a contingent right to receive one Share, which is awarded under the Post-IPO Share Award Scheme
“Board”	the board of Directors
“Company”	JD Health International Inc. (京东健康股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on November 30, 2018, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6618)
“Directors”	the directors of the Company
“Grant”	1,088,270 Award Shares to be granted to the Grantees in accordance with the Post-IPO Share Award Scheme
“Grantees”	the employees of the Group who were granted Award Shares in accordance with the Post-IPO Share Award Scheme
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollar, the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Post-IPO Share Award Scheme”	the post-IPO share award scheme adopted by the Company on November 23, 2020
“Shareholders”	holder(s) of Shares in the Company
“Shares”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0000005 each
“US\$”	U.S. dollars, the lawful currency of the United States of America

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

Hong Kong, April 2, 2023

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.