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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 11:00 a.m. on Friday, November 24, 2023 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. (i) the framework agreement dated July 2, 2023 (the “**Existing Factoring Services Framework Agreement**”) entered into between the Company and Jingdong Technology Holding Co., Ltd. (京东科技控股股份有限公司) (“**JD Technology**”) in relation to the provision of factoring services by JD Technology to the Company and its subsidiaries and consolidated affiliated entities (the “**Group**”), the proposed revised annual cap for the year ending December 31, 2023 and the transactions contemplated under the Existing Factoring Services Framework Agreement, details of which are more particularly described in the circular of the Company dated November 9, 2023 (the “**Circular**”), be and are hereby confirmed, approved and ratified; and (ii) any director of the Company (the “**Director**”) be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the Existing Factoring Services Framework Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors);
2. (i) the framework agreement dated September 1, 2023 (the “**2024 Factoring Services Framework Agreement**”) entered into between the Company and JD Technology, in relation to the provision of factoring services by JD Technology to the Group and the transactions contemplated thereunder (including the annual caps), details of which are more particularly described in the Circular, be and are hereby confirmed, approved and ratified; and (ii) any Director be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 Factoring Services Framework Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors);

3. (i) the framework agreement dated September 1, 2023 (the “**2024 Supply Chain Solutions and Logistics Services Framework Agreement**”) entered into between the Company and JD.com, Inc. (“**JD.com**”) in relation to the provision of integrated supply chain solutions and other logistics services by the Group to JD.com, its subsidiaries and consolidated affiliated entities (excluding the Group, the “**JD Group**”) and its associates and the transactions contemplated thereunder (including the annual caps), details of which are more particularly described in the Circular, be and are hereby confirmed, approved and ratified; and (ii) any Director be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 Supply Chain Solutions and Logistics Services Framework Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors); and
4. (i) the framework agreement dated September 1, 2023 (the “**2024 Shared Services Framework Agreement**”) entered into between the Company and JD.com in relation to the provision of certain back-office and administrative support services and technology support related services by JD Group and its associates to the Group and the transactions contemplated thereunder (including the annual caps), details of which are more particularly described in the Circular, be and are hereby confirmed, approved and ratified; and (ii) any Director be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the 2024 Shared Services Framework Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors).”

By order of the Board
JD Logistics, Inc.
Mr. Wei Hu
Executive Director

Hong Kong, November 9, 2023

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 Third Amended and Restated Memorandum and Articles of Association of the Company, 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 11:00 a.m. on Wednesday, November 22, 2023) 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, November 21, 2023 to Friday, November 24, 2023, 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 no later than 4:30 p.m. on Monday, November 20, 2023.
- (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 notice, the Board comprises Mr. Wei Hu as executive Director, Mr. Richard Qiangdong Liu as non-executive Director, and Ms. Nora Gu Yi Wu, Ms. Jennifer Ngar-Wing Yu, Mr. Liming Wang, Dr. Xiande Zhao and Mr. Yang Zhang as independent non-executive Directors.