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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JD Logistics, Inc., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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JD Logistics, Inc.
京东物流股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2618)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

**(3) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice of the Annual General Meeting of JD Logistics, Inc. to be held at 11:00 a.m. on Friday, June 21, 2024 at Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC is set out on pages 21 to 25 of this circular.

A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> and the Company at <https://ir.jdl.com>. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 11:00 a.m. on Wednesday, June 19, 2024) or any adjournment thereof. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meetings.

Completion and return of the proxy form shall not preclude any Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the proxy form shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

April 26, 2024

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“ADSs”	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, June 21, 2024, Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC or any adjournment thereof, notice of which is set out in Appendix IV to this circular
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“China” or “the PRC”	the People’s Republic of China
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company” or “JD Logistics”	JD Logistics, Inc. (京东物流股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on January 19, 2012, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2618)
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group” or “the Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“JD.com”	JD.com, Inc., one of the controlling shareholders of the Company, a company incorporated in the British Virgin Islands on November 6, 2006 and subsequently redomiciled to the Cayman Islands on January 16, 2014 as an exempted company registered by way of continuation under the laws of the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock codes: 9618 (HKD counter) and 89618 (RMB counter)) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol “JD” and, where the context requires, includes its consolidated subsidiaries and consolidated entities from time to time
“JD Group”	JD.com, its subsidiaries and consolidated affiliated entities, excluding the Group
“Latest Practicable Date”	Friday, April 19, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	May 28, 2021, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company adopted by special resolution passed on June 21, 2023 and currently in force
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company
“Post-IPO Share Award Scheme”	the post-IPO share award scheme adopted by the Company on May 10, 2021
“Pre-IPO ESOP”	the pre-IPO employee share incentive plan adopted by the Company on March 31, 2018
“Prospectus”	the prospectus of the Company dated May 17, 2021
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) with nominal value of US\$0.000025 each in the share capital of the Company (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meetings)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary or subsidiaries”	has the same meaning as ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules (which will come into effect on June 11, 2024)
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



JD Logistics, Inc.
京东物流股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2618)

Executive Director:

Wei Hu (胡偉) (*Chief Executive Officer*)

Non-executive Director:

Richard Qiangdong Liu (劉強東) (*Chairman*)

Independent Non-executive Directors:

Nora Gu Yi Wu (顧宜)

Jennifer Ngar-Wing Yu (余雅穎)

Liming Wang (王利明)

Xiande Zhao (趙先德)

Yang Zhang (張揚)

Registered Office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Headquarters:

8th Floor, Building B

No. 20 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

April 26, 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

**(3) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details of (i) the proposed granting of general mandates to the Directors to issue and repurchase Shares; (ii) the proposed re-election of retiring Directors; (iii) the proposed adoption of the New Memorandum and Articles of Association; and (iv) giving the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On June 21, 2023, ordinary resolutions were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares) not exceeding in aggregate 20% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to extend the Issue Mandate by adding to the Issue Mandate those Shares repurchased by the Company under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the resolution for the grant of the Issue Mandate (the “**Extension Mandate**”).

Based on 6,619,181,772 Shares in issue as at the Latest Practicable Date and assuming that there is no change to the number of Shares in issue prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorised to allot, issue and deal (including any sale or transfer of treasury Shares) with up to a limit of 1,323,836,354 Shares under the Issue Mandate and to repurchase up to a limit of 661,918,177 Shares under the Repurchase Mandate.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (together, the “**General Mandates**”) at the Annual General Meeting. With reference to these resolutions, the Directors currently have no present intention to issue any new Shares (including the sale or transfer of treasury Shares) or to repurchase any Shares pursuant to the relevant mandates.

Subject to the approval of Shareholders, the Company may only use the General Mandates for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury Shares come into effect.

If approved by the Shareholders at the Annual General Meeting, the General Mandates will continue to be in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolutions referred to herein; or (ii) the revocation or variation of the General Mandates by ordinary resolution(s) of the Shareholders in general meeting.

The explanatory statement required by the Listing Rules to be sent to all Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting. On June 26, 2023, Mr. Wei Hu (胡偉) (“**Mr. Hu**”) has been appointed as an executive Director with effect from June 26, 2023. Please refer to the announcement of the Company dated June 26, 2023. Accordingly, Mr. Hu will retire at the Annual General Meeting and, being eligible, will offer himself for re-election as an executive Director at the Annual General Meeting.

In accordance with Article 16.19 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. Accordingly, Ms. Nora Gu Yi Wu (顧宜) (“**Ms. Wu**”) and Dr. Xiande Zhao (趙先德) (“**Dr. Zhao**”) will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee assists the Board in the selection and nomination process for the above retiring Directors. The nomination was made in accordance with the Company’s nomination policy and took into account the Board’s composition as well as the various diversity aspects as set out in the Company’s board diversity policy

Ms. Wu and Dr. Zhao, being independent non-executive Directors eligible for re-election at the Annual General Meeting, have made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have assessed the independence of Ms. Wu and Dr. Zhao and are satisfied that Ms. Wu and Dr. Zhao have the required character, integrity and experience to continue fulfilling the role of independent non-executive Directors and consider them to be independent.

In considering and approving the re-election of the retiring Directors at the Annual General Meeting, the Nomination Committee and the Board have reviewed the overall contribution and service to the Company of the retiring Directors and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of Mr. Hu, Ms. Wu and Dr. Zhao as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

The biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated March 6, 2024, the Board proposed to amend certain provisions of its Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association to (i) update and bring the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from December 31, 2023); and (ii) make other consequential and housekeeping amendments.

LETTER FROM THE BOARD

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. The full particulars of the proposed amendments to the Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association are set out in Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid.

The Company has been advised by its respective legal advisers that the proposed adoption of the New Memorandum and Articles of Association conforms to the requirements under the Listing Rules and is not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

5. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix IV to this circular. At the Annual General Meeting, resolutions will be proposed, inter alia, to approve (i) the grant of the General Mandates; (ii) the re-election of the retiring Directors; and (iii) the adoption of the New Memorandum and Articles of Association.

In accordance with the requirements of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, June 17, 2024.

(i) Appointment of proxy by registered Shareholders

A proxy form for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it 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 in accordance with the instructions printed thereon as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 11:00 a.m. on Wednesday, June 19, 2024 (Hong Kong Time)), or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

(ii) Appointment of proxy by non-registered Shareholders

Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Email: hkinfo@computershare.com.hk

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposals for (i) granting of the General Mandates to the Directors to issue and repurchase Shares; (ii) re-electing the retiring Directors; and (iii) adopting the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,
On behalf of the Board
JD Logistics, Inc.
Mr. Wei Hu
Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

*This explanatory statement (the “**Explanatory Statement**”) contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

1. SHAREHOLDERS APPROVAL

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction. The Company’s sole listing is on the Stock Exchange.

2. SHARE CAPITAL

- As at the Latest Practicable Date, there were in issue a total of 6,619,181,772 Shares of nominal value of US\$0.000025 each, all of which are fully paid and there were no treasury Shares.
- Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue (excluding any treasury Shares) on the date the resolution granting the Repurchase Mandate is passed. Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the Annual General Meeting, there will be 6,619,181,772 Shares in issue, and exercise in full of the Repurchase Mandate would result in up to a maximum of 661,918,177 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 5(b) of the notice of the Annual General Meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited accounts for the year ended December 31, 2023 in the event that the Repurchase Mandate was exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

5. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company or its subsidiaries.
- (b) The Directors, so far as the same may be applicable, will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands.
- (c) The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

- (d) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.
- (e) If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Richard Qiangdong Liu (劉強東) (“**Mr. Liu**”) was interested in (i) 99,186,705 Shares and (ii) 4,192,271,100 Shares through Jingdong Technology Group Corporation and JD.com under the SFO; Mr. Liu's interests in the Company, in aggregate, represents approximately 64.83% of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Liu's interests in the Company will be increased to approximately 72.04% of the issued Shares and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

- (f) The Directors have no present intention to exercise the Repurchase Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued share capital of the Company as required under Rule 8.08 of the Listing Rules.
- (g) During the six months preceding the Latest Practicable Date, the Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise).
- (h) The Directors confirm that, to the best of their knowledge and belief, neither the Explanatory Statement nor the Repurchase Mandate has unusual features.

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	14.22	11.84
May	13.64	11.74
June	13.68	11.98
July	13.48	11.58
August	13.46	10.10
September	11.08	9.42
October	9.95	8.77
November	10.34	9.01
December	9.81	8.89
2024		
January	9.82	6.71
February	8.00	6.61
March	8.68	7.27
April (up to and include the Latest Practicable Date)	8.20	7.46

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

(1) Wei Hu (胡偉)

Mr. Wei Hu (胡偉) (“**Mr. Hu**”), aged 41, is an executive Director and the chief executive officer of the Group. Mr. Hu is responsible for the Company’s overall strategic planning and business direction.

Mr. Hu joined JD Group in January 2010 and served as JINGDONG Property, Inc.’s chief executive officer between April 2019 and June 2023. Mr. Hu has extensive experience in operations and management in the logistics industry. He has held multiple positions within JD Group and the Group, including the Group’s general manager for Northern China region between December 2017 and March 2019, the general manager of southwest region at the logistics division of JD Group between May 2015 and November 2017, and the director of human resources at the logistics division of JD Group between January 2010 and April 2015. Mr. Hu has been a director of China Logistics Property Holdings Co., Ltd. (the “**CNLP**”) between February 2022 and August 2023 and was CNLP’s chairperson, executive director and chief executive officer between February and July 2022. Further, Mr. Hu was a non-executive director at ESR Group Limited (HKEX: 1821) from February 2021 to June 2023. Prior to joining JD Group, Mr. Hu served as manager of human resources at Chengdu Renrenle Commercial Co., Ltd. from November 2006 to January 2010. Mr. Hu received his bachelor’s degree in land resources management education from Sichuan Agricultural University in June 2005, and received his master’s degree in business administration from China Europe International Business School in November 2022.

Mr. Hu has entered into a service contract with the Company for an initial term of three years commencing from June 26, 2023 and subject to (i) retirement from office and re-election at the annual general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Memorandum and Articles of Association and the Corporate Governance Code contained in Appendix C1 of the Listing Rules. According to the terms of Mr. Hu’s appointment, Mr. Hu is not entitled to receive any remuneration in his capacity as executive Director under his service contract (save for certain share-based compensation from time to time).

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Hu was interested in 5,385,073 Shares, which includes his entitlement to receive up to 600,001 Shares pursuant to the exercise of options granted to him under the Pre-IPO ESOP, subject to the conditions (including vesting conditions) of those options; and up to 3,063,941 Shares pursuant to the vesting of the awards granted to him under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards. Save as disclosed above, Mr. Hu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

(2) Ms. Nora Gu Yi Wu (顧宜)

Ms. Nora Gu Yi Wu (顧宜) (“**Ms. Wu**”), aged 66, is an independent non-executive Director, the chairperson of the Audit Committee and a member of the Remuneration Committee. Ms. Wu currently serves as a trustee for the University of San Francisco and is an independent board member of Meditrina, Inc..

Ms. Wu retired from PricewaterhouseCoopers (“**PwC**”) in July 2016. Before her retirement, she served as the Vice Chairwoman and Global Human Capital Leader for PwC International Ltd. Prior to this global leadership role, she also served as a PwC Global Board member for PwC International Ltd. from 2013 to 2014.

In 2016, Ms. Wu was named onto the *Financial Times* UPstanding Leader's List of the Top 100 Ethnic-Minority Executives in the U.S. and U.K.

Ms. Wu received her bachelor of science in business administration with a major in accounting from the University of San Francisco in 1988. In 2018, she completed a year-long fellowship program with Stanford University's Distinguished Careers Institute.

Ms. Wu has signed a letter of appointment with the Company for an initial period of three years from the date of the Prospectus or from the date of the Prospectus until the third annual general meeting of the Company since the Listing (whichever ends sooner) (subject to retirement as and when required under the Memorandum and Articles of Association). According to the terms of Ms. Wu's appointment, Ms. Wu is entitled to a director's fee of RMB340,906 per annum and the equivalent of RMB250,000 of options and/or awards under the rules of the share option scheme or share award scheme adopted by the Company from time to time and subject to the applicable vesting conditions, and Ms. Wu is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties in connection with the business of the Company. The director's fee was recommended by the Remuneration Committee with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Wu was interested in 21,859 Shares, which includes her entitlement to receive up to 7,287 Shares pursuant to the vesting of the awards granted to her under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards. Save as disclosed above, Ms. Wu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

(3) Dr. Xiande Zhao (趙先德)

Dr. Xiande Zhao (趙先德) (“**Dr. Zhao**”), aged 62, is an independent non-executive Director and a member of the Audit Committee and the Remuneration Committee. Dr. Zhao is the professor of operations and supply chain management at China Europe International Business School (“**CEIBS**”). He is also the associate dean of CEIBS (Shenzhen Campus) and director of CEIBS-ZKH Center of Innovations in Supply Chain and Services.

From August 1990 to December 2012, Dr. Zhao has held various academic and administrative positions at Hampton University in the United States, City University of Hong Kong, Chinese University of Hong Kong and South China University of Technology in China. Dr. Zhao was ranked as one of the most influential researchers in operational supply chain management in Asia, he has published more than 200 articles in top journals and five books. His recent research interests include digital supply chain integration and innovations, business model innovations, and supply chain finance. In addition, he has been listed as one of the most cited Chinese scholars in business, management and accounting by Elsevier for many years. He has also won many top academic awards in China and abroad. In 2020, he was awarded the Fellowship of Decision Science Institute (DSI).

Dr. Zhao also held several positions in professional organizations including the founding president and permanent honorary president of Association for Supply Chain and Operations Management (ASCOM), and founding president of International Society for Information and Management Science (IMS). He also served as the president of the Asia Pacific Institute of Decision Sciences (APDSI). He is also a co-editor-in-chief, associate editor, area editor, and senior editor of several major international journals including the Journal of Operations Management, Production and Operations Management, and the Journal of Supply Chain Management.

Dr. Zhao obtained his bachelor's degree in chemistry from Nankai University (南開大學) in June 1982 and obtained his master's degree in chemistry from the University of Utah in June 1985. He also obtained his master of business administration in June 1987 and PhD in business administration from the University of Utah in June 1990.

Dr. Zhao has entered into an appointment letter with the Company for a term of three years commencing from April 7, 2022 subject to (i) retirement from office and re-election at the next general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Memorandum and Articles of Association and the Corporate Governance Code contained in Appendix C1 of the Listing Rules. According to the terms of Dr. Zhao's appointment, Dr. Zhao is entitled to an annual director's fee of RMB340,906 in cash and the equivalent of RMB250,000 of options and/or awards under the rules of the share option scheme or share award scheme adopted by the Company from time to time and subject to the applicable vesting conditions, and Dr. Zhao is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties in connection with the business of the Company. The director's fee was recommended by the Remuneration Committee with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Dr. Zhao was interested in 44,432 Shares, which includes his entitlement to receive up to 14,812 Shares pursuant to the vesting of the awards granted to him under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards. Save as disclosed above, Dr. Zhao did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, in relation to the re-election of the above-mentioned Directors, the Board is not aware of any material matter that needs to be brought to the attention of the Shareholders and the information of the Directors above comply with the requirements under Rule 13.51(2) of the Listing Rules in all material respects.

The following are the proposed amendments to the Memorandum and Articles of Association, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New Memorandum and Articles of Association.

All capitalised terms in the proposed amendments to the Memorandum and Articles of Association contained in this Appendix are terms defined in the Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Memorandum and Articles of Association.

Article	Provisions in the New Memorandum and Articles of Association	Remarks
New Articles of Association		
2.2	<p><u>“Corporate Communication(s)” shall have the meaning given to it in the Listing Rules.</u></p> <p><u>“transfer office” shall mean the place where the principal register is situated for the time being.</u></p>	
4.8	<p>The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u></p>	
6.3	<p>A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein <u>provided in Article 30.1.</u></p>	

Article	Provisions in the New Memorandum and Articles of Association	Remarks
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	Existing Article 6.5 is being deleted. It follows that, existing Articles 6.6 to 6.13 are being renumbered as new Articles 6.5 to 6.12, respectively.
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10 6.9, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	Revision of the article reference due to the renumbering of articles as set out above.
14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith (<u>including by electronic means</u>)) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	

Article	Provisions in the New Memorandum and Articles of Association	Remarks
30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by making it available using electronic means by, including transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p> <p>(d) <u>by making it available on the Company's Website and/or the Exchange's website in compliance with the requirements of the Listing Rules, where such notice or document constitutes Corporate Communication;</u> <u>or</u></p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	

Article	Provisions in the New Memorandum and Articles of Association	Remarks
30.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.	Existing Article 30.4 is being deleted.

Article	Provisions in the New Memorandum and Articles of Association	Remarks
30.4	<p>Any notice or document, <u>including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being made available on the Company's Website and/or the Exchange's website shall be deemed to be served on the day the notice first appears on the Company's Website and/or the Exchange's website, or such later time as may be prescribed by the Listing Rules; and</u></p> <p>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	Existing Article 30.5 to be amended and renumbered as new Articles 30.4

Article	Provisions in the New Memorandum and Articles of Association	Remarks
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	Existing Articles 30.6 to 30.8 are being deleted. It follows that, existing Articles 30.9 to 30.12 are being renumbered as new Articles 30.5 to 30.8, respectively.
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	



JD Logistics, Inc.

京东物流股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2618)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of JD Logistics, Inc. (the “**Company**”) will be held at 11:00 a.m. on Friday, June 21, 2024 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 following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors and the independent auditor of the Company for the year ended December 31, 2023.
2. To re-elect the following directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Wei Hu (胡偉) as an executive Director;
 - (ii) To re-elect Ms. Nora Gu Yi Wu (顧宜) as an independent non-executive Director; and
 - (iii) To re-elect Dr. Xiande Zhao (趙先德) as an independent non-executive Director.
3. To authorise the Board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2024.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
 - (a) “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale or transfer of shares out of treasury that are held as treasury shares) (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited coming into effect on June 11, 2024) in the capital of the Company (the “**Shares**”), and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise, and including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) or (ii) of this resolution 5(a) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of the issued Shares (excluding any shares that are held as treasury shares) as at the date of passing this resolution and the approval shall be limited accordingly; and

- (iv) for the purpose of this resolution 5(a):
 - (1) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

- (2) “**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

(b) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-Backs and The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 5(b) during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding any shares that are held as treasury shares) as at the date of passing of this resolution 5(b), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (c) “**THAT** conditional upon the passing of the resolutions 5(a) and 5(b), the general mandate referred to in the resolution 5(a) be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (including any sale or transfer of shares out of treasury that are held as treasury shares) by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 5(b), provided that such extended amount shall not exceed 10% of the total number of the issued Shares (excluding any shares that are held as treasury shares) as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the fourth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing third amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

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

Hong Kong, April 26, 2024

Notes:

- (i) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Articles of Association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (ii) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend, and on a poll, 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. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Company’s general meetings.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, 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 Annual General Meeting 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.

- (iv) 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 Annual General Meeting (i.e. at or before 11:00 a.m. on Wednesday, June 19, 2024) 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 Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 17, 2024.
- (vi) In respect of the ordinary resolution 2 above, Mr. Wei Hu (胡偉), Ms. Nora Gu Yi Wu (顧宜) and Dr. Xiande Zhao (趙先德) will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above retiring Directors standing for re-election are set out in Appendix II to the circular to the shareholders of the Company dated April 26, 2024.
- (vii) In respect of the ordinary resolution 5(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of the ordinary resolution 5(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated April 26, 2024.
- (ix) References to time and dates in this notice are to Hong Kong time and dates.
- (x) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.