

The information set out in this Appendix does not form part of the accountants' report on the historical financial information of the Group for the three years ended December 31, 2017, 2018 and 2019 and six months ended June 30, 2020 (the "Accountants' Report") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set out in Appendix I to this prospectus, and is included herein for information purposes only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set out in Appendix I to this prospectus.

#### A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED COMBINED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company prepared in accordance with Rule 4.29 of the Listing Rules is set out below to illustrate the effect of the Global Offering on the audited combined tangible assets less liabilities of the Group attributable to owners of the Company as of June 30, 2020, as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the combined net tangible assets of the Group, had the Global Offering been completed as of June 30, 2020 or at any future dates.

The following unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company is prepared based on the audited combined tangible assets less liabilities of the Group attributable to owners of the Company as of June 30, 2020 as derived from the Accountants' Report of the Group, as set out in Appendix I to this prospectus, and adjusted as described below.

	Audited combined tangible assets less liabilities of the Group attributable to owners of the Company as of June 30, 2020 RMB'000 (Note 1)	Estimated net proceeds from Global Offering RMB'000 (Note 2)	Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 RMB'000	Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 per Share RMB (Note 3)	Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 per Share HK\$ (Note 4)
Based on an Offer Price of					
HK\$62.80 per Offer Share . . . . .	(5,831,926)	19,908,567	14,076,641	5.56	6.57
Based on an Offer Price of					
HK\$70.58 per Offer Share . . . . .	(5,831,926)	22,384,523	16,552,597	6.54	7.73

*Notes:*

- The audited combined tangible assets less liabilities of the Group attributable to owners of the Company as of June 30, 2020 is derived from the Accountants' Report set out in Appendix I to this prospectus, which is based on the audited combined net liabilities of the Group attributable to owners of the Company as of June 30, 2020 of RMB(5,831,926,000) with adjustments for intangible assets attributable to owners of the Company of RMB740,000.
- The estimated net proceeds from the Global Offering are based on 381,900,000 Offer Shares to be issued at the Offer Price of HK\$62.80 and HK\$70.58 per Offer Share, being the low-end and the high-end of the indicative range of the Offer Price, respectively, after deduction of the estimated listing expenses and share issue costs (including underwriting fees and other related expenses) expected to be incurred by the Group subsequent to June 30, 2020 and does not take into account conversion of convertible preferred shares of the Company, allotment and issuance of any Offer Shares upon the exercise of the Over-allotment Option and the Shares to be issued pursuant to the Pre-IPO ESOP. For the purpose of calculating the estimated net proceeds from the Global Offering, the translation of Hong Kong dollars into Renminbi was made at the exchange rate of HK\$1.00 to RMB0.8461 as disclosed in the Exchange Rate Conversion section of the Prospectus. No representation is made that Hong Kong dollars have been, would have been or may be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.

3. The unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as at June 30, 2020 per Share is calculated based on 2,531,153,732 Shares, being the number of Shares expected to be in issue immediately following the completion of the Global Offering without taking into account conversion of convertible preferred shares of the Company, allotment and issuance of any Offer Shares upon the exercise of the Over-allotment Option and the Shares to be issued pursuant to the Pre-IPO ESOP.
4. The unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company per Share is converted from RMB into Hong Kong dollars at the rate of HK\$1.00 to RMB0.8461 as disclosed in the Exchange Rate Conversion section of the Prospectus. No representation is made that the RMB have been, would have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at any other rates or at all.
5. No adjustment has been made to the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 to reflect any operating result or other transactions of the Group entered into subsequent to June 30, 2020. In particular, the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as shown on the table above have not been adjusted to illustrate the effect of the issuance of Series B Preference Shares in August 2020 (the "Issuance") and the conversion of Series A Preferred Shares and Series B Preferred Shares into Shares upon the completion of the Global Offering (the "Conversion").

As of June 30, 2020, the carrying amount of 372,552,238 Series A Preferred Shares of the Group was RMB13,609 million and recognized as financial liabilities. The Series A Preferred Shares shall automatically be converted without the payment of any additional consideration into ordinary shares upon the completion of the Global Offering and based on initial conversion ratio of 1:1.

In August 2020, the Company issued 130,319,819 Series B Preference Shares for a cash consideration of USD914 million (equivalent to RMB6,314 million). The Series B Preferred Shares shall automatically be converted without the payment of any additional consideration into ordinary shares upon the completion of the Global Offering and based on initial conversion ratio of 1:1.

Had the Issuance and the Conversion been assumed to take place as at June 30, 2020, the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as at June 30, 2020 per Share is calculated based on 3,034,025,789 Shares and the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company would be adjusted as described below.

	<b>Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 RMB'000</b>	<b>Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 per Share RMB</b>	<b>Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of June 30, 2020 per Share HK\$</b>
Based on an Offer Price of HK\$62.80 per Offer Share . . . . .	34,000,261	11.21	13.24
Based on an Offer Price of HK\$70.58 per Offer Share . . . . .	36,476,217	12.02	14.21

For the purpose of calculating the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company per Share, the translation of Hong Kong dollars into Renminbi or Renminbi into Hong Kong dollars was made at the exchange rate of HK\$1.00 to RMB0.8461 as disclosed in the Exchange Rate Conversion section of the Prospectus. No representation is made that Hong Kong dollars have been, would have been or may be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.

**B. REPORTING ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.*

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the Directors of JD Health International Inc.**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of JD Health International Inc. (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted combined net tangible assets as at June 30, 2020 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated November 26, 2020 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Global Offering on the Group's financial position as at June 30, 2020 as if the Global Offering had taken place at June 30, 2020. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for each of the three years ended December 31, 2017, 2018, 2019 and the six months ended June 30, 2020, on which an accountants' report set out in Appendix I to the Prospectus has been published.

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality

control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at June 30, 2020 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Hong Kong  
November 26, 2020