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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 21, 2024

References are made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of annual general meeting (the “**AGM**”) of JD Logistics, Inc. (the “**Company**”) both dated April 26, 2024. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on June 21, 2024, all proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares was 6,622,181,772 Shares. The trustees of the share schemes of the Company held in aggregate 407,992,329 unvested shares awarded, and was required to abstain from voting on all the Resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the holder to attend and vote on the Resolutions at the AGM was 6,214,189,443 Shares. Save as disclosed, no Shareholders were required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed by the Company as the scrutineer for the purpose of vote-taking at the AGM.

The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
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.	4,766,273,111 (99.978%)	1,034,299 (0.022%)
2.	(i) To re-elect Mr. Wei Hu (胡偉) as an executive Director.	4,767,252,711 (99.999%)	54,699 (0.001%)
	(ii) To re-elect Ms. Nora Gu Yi Wu (顧宜) as an independent non-executive Director.	4,765,310,014 (99.958%)	1,997,396 (0.042%)
	(iii) To re-elect Dr. Xiande Zhao (趙先德) as an independent non-executive Director.	4,766,959,414 (99.993%)	347,996 (0.007%)
3.	To authorise the Board to fix the remuneration of the Directors.	4,767,052,490 (99.995%)	254,920 (0.005%)
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next AGM and to authorise the Board to fix their remuneration for the year ending December 31, 2024.	4,755,147,329 (99.745%)	12,160,081 (0.255%)
5(a).	To grant a general mandate to the Directors to allot, issue and deal with ordinary shares of the Company (including any sale or transfer of shares out of treasury that are held as treasury shares) (Ordinary Resolution No. 5(a) of the AGM Notice).	4,436,109,680 (93.053%)	331,197,730 (6.947%)
5(b).	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5(b) of the AGM Notice).	4,765,915,311 (99.971%)	1,392,099 (0.029%)
5(c).	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company (Ordinary Resolution No. 5(c) of the AGM Notice).	4,449,738,795 (93.339%)	317,568,615 (6.661%)

SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
6.	To approve and adopt the fourth amended and restated memorandum and articles of association of the Company 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 the AGM, and to authorise any one of the Directors to do all things necessary to implement the adoption of the fourth amended and restated memorandum and articles of association of the Company.	4,767,252,711 (99.999%)	54,699 (0.001%)

Note: The full text of each of the Resolutions was set out in the AGM Notice.

* All percentages are rounded to 3 decimal places.

As more than 50% of the votes were cast in favour of each of the above Resolutions numbered 1 to 5, these Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As more than 75% of the votes were cast in favour of the above Resolution numbered 6, this Resolution was duly passed as a special resolution of the Company at the AGM.

The Directors, namely, Mr. Wei Hu, Ms. Jennifer Ngar-Wing Yu and Dr. Xiande Zhao attended the AGM. Mr. Richard Qiangdong Liu, Ms. Nora Gu Yi Wu, Mr. Liming Wang and Mr. Yang Zhang were unable to attend the AGM due to their other business commitments.

ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The fourth amended and restated memorandum and articles of association of the Company has been approved by the Shareholders by way of a special resolution at the AGM and has become effective on June 21, 2024. The full text of the fourth amended and restated memorandum and articles of association of the Company will be published on the websites of the Stock Exchange and the Company.

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

Hong Kong, June 21, 2024

As of the date of this announcement, 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.