

**Further Information About Us*****Our Incorporation***

We were incorporated in the BVI on November 6, 2006 and subsequently redomiciled to the Cayman Islands on January 16, 2014 as an exempted company under the laws of the Cayman Islands. We have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance with an address at Room 1901, 19th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. CHIU, Ming King (趙明璟) has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As we are incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles of Association are subject to the relevant laws and regulations of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and of the Memorandum and Articles of Association is set out in “Summary of our Constitution and Cayman Companies Law” in Appendix III.

***Changes in Our Share Capital***

As at the Latest Practicable Date, we had an authorized share capital of US\$2,000,000 divided into 99,000,000,000 Class A ordinary shares of a nominal or par value of US\$0.00002 each and 1,000,000,000 Class B ordinary shares of a nominal or par value of US\$0.00002, and our issued share capital was 2,526,000,652 Class A ordinary shares and 450,881,081 Class B ordinary shares.

The following tables set out the changes in the share capital of our Company during the periods presented in this document:

	<b>Fiscal year ended December 31, 2017</b>		
	<b>Class A ordinary share</b>	<b>Class B ordinary share</b>	<b>Shareholders' Equity</b>
			<b>(US\$)</b>
Balance as at January 1, 2017 .....	2,467,134,904	471,573,995	58,774
Class A ordinary shares converted from Class B ordinary shares in relation to share-based awards .....	<u>10,211,686</u>	<u>(10,211,686)</u>	<u>—</u>
Balance as at December 31, 2017 .....	<u>2,477,346,590</u>	<u>461,362,309</u>	<u>58,774</u>
	<b>Fiscal year ended December 31, 2018</b>		
	<b>Class A ordinary share</b>	<b>Class B ordinary share</b>	<b>Shareholders' Equity</b>
			<b>(US\$)</b>
Balance as at January 1, 2018 .....	2,477,346,590	461,362,309	58,774
Issuance of shares .....	27,106,948	—	542
Class A ordinary shares converted from Class B ordinary shares in relation to share-based awards .....	<u>3,019,792</u>	<u>(3,019,792)</u>	<u>—</u>
Balance as at December 31, 2018 .....	<u>2,507,473,330</u>	<u>458,342,517</u>	<u>59,316</u>

	Fiscal year ended December 31, 2019		
	Class A ordinary share	Class B ordinary share	Shareholders' Equity (US\$)
Balance as at January 1, 2019	2,507,473,330	458,342,517	59,316
Issuance of shares	8,127,302	—	163
Class A ordinary shares converted from Class B ordinary shares in relation to share-based awards	4,670,506	(4,670,506)	—
Balance as at December 31, 2019	<u>2,520,271,138</u>	<u>453,672,011</u>	<u>59,479</u>

### Changes in the Share Capital of Our Major Subsidiaries

The following alterations in the share capital of our Major Subsidiaries have taken place within the two years immediately preceding the date of this document:

#### *Xi'an Jingdong Xuncheng Logistics Co., Ltd. (西安京東訊成物流有限公司), or, Xi'an Jingdong Xuncheng*

On March 14, 2019, the registered capital of Xi'an Jingdong Xuncheng was increased from RMB10,000,000 to RMB50,000,000.

### Further Information About Our Business

#### *Summary of Material Contracts*

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material:

1. a subscription agreement, by and between the Company and Google LLC, dated as of June 18, 2018, pursuant to which Google LLC agreed to subscribe for and purchase, and the Company agreed to issue and sell to Google LLC, certain Class A ordinary shares for a total consideration of approximately US\$549,999,975, pursuant to the terms and conditions set forth therein (the “**Google Subscription Agreement**”);
2. an investor rights agreement, by and between the Company and Google LLC, dated as of June 18, 2018, pursuant to which the Company and Google LLC agreed to govern certain of their rights, duties and obligations after consummation of the transactions contemplated by the Google Subscription Agreement;
3. a strategic cooperation agreement, dated May 10, 2019, by and among Shenzhen Tencent Computer Systems Co., Ltd. (深圳市騰訊計算機系統有限公司), the Company and Chongqing Jingdong Haijia E-Commerce Co., Ltd. (重慶京東海嘉電子商務有限公司), pursuant to which the parties thereto agreed to, within the cooperation period specified therein, cooperate and procure the cooperation of their respective affiliated companies in a number of areas including, among others, user traffic access, advertising, membership systems and data;
4. a share subscription agreement, dated May 10, 2019, by and between the Company and Huang River Investment Limited, pursuant to which the Company agreed to issue and sell to Huang River Investment Limited, and Huang River Investment Limited agreed to

subscribe for and purchase from the Company, certain Class A ordinary shares for a total consideration of US\$253,160,000, pursuant to the terms and conditions set forth therein; and

5. the Hong Kong Underwriting Agreement.

### *Our Intellectual Property Rights*

We regard our trademarks, copyrights, patents, domain names, know-how, proprietary technologies, and similar intellectual property as critical to our success, and we rely on copyright, trademark and patent law and confidentiality, invention assignment and non-compete agreements with our employees and others to protect our proprietary rights. As of December 31, 2019, we owned approximately 1,200 computer software copyrights in China relating to various aspects of our operations and maintained approximately 11,700 trademark registrations inside China and approximately 1,900 trademark registrations outside China. We had approximately 4,300 trademark applications inside China and approximately 1,700 outside China. As of December 31, 2019, we had approximately 2,700 patents granted in China, approximately 160 patents granted outside China, approximately 7,100 patent applications pending in China and approximately 410 patent applications pending outside China. As of December 31, 2019, we had registered approximately 6,600 domain names. Our registered domain names include jd.com, 360buy.com, jdcloud.com and jdwl.com, among others.

### *Summary of the Contractual Arrangements*

As described in “History and Corporate Structure—Contractual Arrangements”, our Company or its Major Subsidiaries entered into the following contracts in relation to the Contractual Arrangements that are material to our Group:

1. a loan agreement by and among Beijing Jingdong Century Trade Co., Ltd. (北京京東世紀貿易有限公司) (“**Jingdong Century**”), and Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李婭雲), dated November 20, 2017, pursuant to which Jingdong Century agreed to provide a loan of RMB324 million to Richard Qiangdong Liu (劉強東), RMB180 million to Pang Zhang (張雱) and RMB216 million to Yayun Li (李婭雲);
2. an equity pledge agreement by and among Jindong Century, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱), Yayun Li (李婭雲) and Beijing Jingdong 360 Degree E-Commerce Co., Ltd. (北京京東叁佰陸拾度電子商務有限公司) (“**Jingdong 360**”) dated June 15, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李婭雲) agreed to pledge all of their equity interests in Jingdong 360 to Jingdong Century;
3. a power of attorney dated June 15, 2016 executed by Richard Qiangdong Liu (劉強東) in favor of Jingdong Century, pursuant to which Richard Qiangdong Liu (劉強東) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of his rights as shareholder of Jingdong 360;
4. a power of attorney dated June 15, 2016 executed by Pang Zhang (張雱) in favor of Jingdong Century, pursuant to which Pang Zhang (張雱) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jingdong 360;
5. a power of attorney dated June 15, 2016 executed by Yayun Li (李婭雲) in favor of Jingdong Century, pursuant to which Yayun Li (李婭雲) agreed to, among other things,

- exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jingdong 360;
6. an exclusive technology consulting and service agreement between Jingdong Century and Jingdong 360 dated June 15, 2016, pursuant to which Jingdong 360 agreed to engage Jingdong Century as the exclusive provider of technology consulting and services in return for service fees;
  7. an intellectual property rights license agreement entered into by Jingdong Century, certain subsidiaries of Jingdong Century and Jingdong 360 dated December 25, 2013, pursuant to which Jingdong Century and certain of its subsidiaries agreed to grant Jingdong 360 a non-exclusive right to use certain of its trademarks, patents, copyrights to computer software and other copyrights within China in return for license fees;
  8. a business cooperation agreement by and among Jingdong Century, Shanghai Shengdayuan Information Technology Co., Ltd. (上海晟達元信息技術有限公司) (“**Shanghai Shengdayuan**”) and Jingdong 360 dated May 29, 2012, pursuant to which Jingdong 360 agreed to provide services to Jingdong Century and Shanghai Shengdayuan, including operating websites, posting Jingdong Century’s and Shanghai Shengdayuan’s product and service information on the website, transmitting the users’ order and transaction information to Jingdong Century and Shanghai Shengdayuan, processing user data and transactions in collaboration with banks and payment agents and other services reasonably requested by Jingdong Century and Shanghai Shengdayuan, in return for service fees;
  9. an exclusive purchase option agreement by and among Jingdong Century, Jingdong 360, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 15, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to grant Jingdong Century an exclusive and irrevocable option to purchase, or designate one or more person(s) to purchase, from Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) all or part of their equity interests in Jingdong 360;
  10. a business operations agreement by and among Jingdong Century, Jingdong 360, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated November 20, 2017, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to appoint candidates nominated by Jingdong Century to be the directors on the board of directors of Jingdong 360, and cause the persons recommended by Jingdong Century to be appointed as the general manager, chief financial officer and other senior executives of Jingdong 360;
  11. a loan agreement by and among Jingdong Century, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 15, 2016, pursuant to which Jingdong Century agreed to provide a loan of RMB9.9 million to Richard Qiangdong Liu (劉強東), RMB5.5 million to Pang Zhang (張雱) and RMB6.6 million to Yayun Li (李姪雲);
  12. an equity pledge agreement by and among Jingdong Century, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱), Yayun Li (李姪雲) and Jiangsu Yuanzhou E-Commerce Co., Ltd. (江蘇圓周電子商務有限公司) (“**Jiangsu Yuanzhou**”) dated June 15, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to pledge all of their equity interests in Jiangsu Yuanzhou to Jingdong Century;

13. a power of attorney dated June 15, 2016 executed by Richard Qiangdong Liu (劉強東) in favor of Jingdong Century, pursuant to which Richard Qiangdong Liu (劉強東) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of his rights as shareholder of Jiangsu Yuanzhou;
14. a power of attorney dated June 15, 2016 executed by Pang Zhang (張雱) in favor of Jingdong Century, pursuant to which Pang Zhang (張雱) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jiangsu Yuanzhou;
15. a power of attorney dated June 15, 2016 executed by Yayun Li (李姪雲) in favor of Jingdong Century, pursuant to which Yayun Li (李姪雲) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jiangsu Yuanzhou;
16. an exclusive technology consulting and service agreement between Jingdong Century and Jiangsu Yuanzhou dated June 15, 2016, pursuant to which Jiangsu Yuanzhou agreed to engage Jingdong Century as the exclusive provider of technology consulting and services in return for service fees;
17. an amended and restated intellectual property rights license agreement entered into by Jingdong Century, certain subsidiaries of Jingdong Century and Jiangsu Yuanzhou dated December 18, 2013, pursuant to which Jingdong Century and certain of its subsidiaries agreed to grant Jiangsu Yuanzhou a non-exclusive right to use certain of its trademarks, patents, copyrights to computer software and other copyrights within China in return for license fees;
18. an exclusive purchase option agreement by and among Jingdong Century, Jiangsu Yuanzhou, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 15, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to grant Jingdong Century an exclusive and irrevocable option to purchase, or designate one or more person(s) to purchase, from Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) all or part of their equity interests in Jiangsu Yuanzhou;
19. a business operations agreement by and among Jingdong Century, Jiangsu Yuanzhou, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 15, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to appoint candidates nominated by Jingdong Century to be the directors on the board of directors of Jiangsu Yuanzhou, and cause the persons recommended by Jingdong Century to be appointed as the general manager, chief financial officer and other senior executives of Jiangsu Yuanzhou;
20. a loan agreement by and among Xi'an Jingxundi Supply Chain Technology Co., Ltd. (西安京迅遞供應鏈科技有限公司) (“**Xi'an Jingxundi**”), Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 23, 2017, pursuant to which Xi'an Jingxundi agreed to provide a loan of RMB450,000 to Richard Qiangdong Liu (劉強東), RMB250,000 to Pang Zhang (張雱) and RMB300,000 to Yayun Li (李姪雲);
21. an equity pledge agreement by and among Xi'an Jingxundi, Richard Qiangdong Liu (劉強東) and Xi'an Jingdong Xincheng Information Technology Co., Ltd. (西安京東信成信息技術有限公司) (“**Xi'an Jingdong Xincheng**”) dated June 23, 2017, pursuant to which



- Richard Qiangdong Liu (劉強東) agreed to pledge all of his equity interests in Xi'an Jingdong Xincheng to Xi'an Jingxundi;
22. an equity pledge agreement by and among Xi'an Jingxundi, Pang Zhang (張雱) and Xi'an Jingdong Xincheng dated June 23, 2017, pursuant to which Pang Zhang (張雱) agreed to pledge all of her equity interests in Xi'an Jingdong Xincheng to Xi'an Jingxundi;
  23. an equity pledge agreement by and among Xi'an Jingxundi, Yayun Li (李姪雲) and Xi'an Jingdong Xincheng dated June 23, 2017, pursuant to which Yayun Li (李姪雲) agreed to pledge all of her equity interests in Xi'an Jingdong Xincheng to Xi'an Jingxundi;
  24. a power of attorney dated June 23, 2017 executed by Richard Qiangdong Liu (劉強東) in favor of Xi'an Jingxundi, pursuant to which Richard Qiangdong Liu (劉強東) agreed to, among other things, exclusively authorize a designated person of Xi'an Jingxundi to exercise all of his rights as shareholder of Xi'an Jingdong Xincheng;
  25. a power of attorney dated June 23, 2017 executed by Pang Zhang (張雱) in favor of Xi'an Jingxundi, pursuant to which Pang Zhang (張雱) agreed to, among other things, exclusively authorize a designated person of Xi'an Jingxundi to exercise all of her rights as shareholder of Xi'an Jingdong Xincheng;
  26. a power of attorney dated June 23, 2017 executed by Yayun Li (李姪雲) in favor of Xi'an Jingxundi, pursuant to which Yayun Li (李姪雲) agreed to, among other things, exclusively authorize a designated person of Xi'an Jingxundi to exercise all of her rights as shareholder of Xi'an Jingdong Xincheng;
  27. an exclusive technology consulting and service agreement between Xi'an Jingxundi and Xi'an Jingdong Xincheng dated June 23, 2017, pursuant to which Xi'an Jingdong Xincheng agreed to engage Xi'an Jingxundi as the exclusive provider of technology consulting and services in return for service fees;
  28. an exclusive purchase option agreement by and among Xi'an Jingxundi, Xi'an Jingdong Xincheng, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 23, 2017, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to grant Xi'an Jingxundi an exclusive and irrevocable option to purchase, or designate one or more person(s) to purchase, from Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) all or part of their equity interests in Xi'an Jingdong Xincheng;
  29. a business operations agreement by and among Xi'an Jingxundi, Xi'an Jingdong Xincheng, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated June 23, 2017, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to appoint candidates nominated by Xi'an Jingxundi to be the directors on the board of directors of Xi'an Jingdong Xincheng, and cause the persons recommended by Xi'an Jingxundi to be appointed as the general manager, chief financial officer and other senior executives of Xi'an Jingdong Xincheng;
  30. a loan agreement by and among Jingdong Century, Richard Qiangdong Liu (劉強東), Yayun Li (李姪雲) and Pang Zhang (張雱), dated September 8, 2016, pursuant to which Jingdong Century agreed to provide a loan of RMB36 million to Richard Qiangdong Liu (劉強東), RMB20 million to Pang Zhang (張雱) and RMB24 million to Yayun Li (李姪雲);
  31. an equity pledge agreement by and among Jingdong Century, Richard Qiangdong Liu (劉強東), Yayun Li (李姪雲), Pang Zhang (張雱) and Jiangsu Jingdong Bangneng Investment

Management Co., Ltd. (江蘇京東邦能投資管理有限公司) (“**Jiangsu Jingdong Bangneng**”) dated September 8, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to pledge all of their equity interests in Jiangsu Jingdong Bangneng to Jingdong Century;

32. a power of attorney dated September 8, 2016 executed by Richard Qiangdong Liu (劉強東) in favor of Jingdong Century, pursuant to which Richard Qiangdong Liu (劉強東) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of his rights as shareholder of Jiangsu Jingdong Bangneng;
33. a power of attorney dated September 8, 2016 executed by Pang Zhang (張雱) in favor of Jingdong Century, pursuant to which Pang Zhang (張雱) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jiangsu Jingdong Bangneng;
34. a power of attorney dated September 8, 2016 executed by Yayun Li (李姪雲) in favor of Jingdong Century, pursuant to which Yayun Li (李姪雲) agreed to, among other things, exclusively authorize a designated person of Jingdong Century to exercise all of her rights as shareholder of Jiangsu Jingdong Bangneng;
35. an exclusive technology consulting and service agreement between Jingdong Century and Jiangsu Jingdong Bangneng dated September 8, 2016, pursuant to which Jiangsu Jingdong Bangneng agreed to engage Jingdong Century as the exclusive provider of technology consulting and services in return for service fees;
36. an exclusive purchase option agreement by and among Jingdong Century, Jiangsu Jingdong Bangneng, Richard Qiangdong Liu (劉強東), Yayun Li (李姪雲) and Pang Zhang (張雱) dated September 8, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to grant Jingdong Century an exclusive and irrevocable option to purchase, or designate one or more person(s) to purchase, from Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) all or part of their equity interests in Jiangsu Jingdong Bangneng; and
37. a business operations agreement by and among Jingdong Century, Jiangsu Jingdong Bangneng, Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) dated September 8, 2016, pursuant to which Richard Qiangdong Liu (劉強東), Pang Zhang (張雱) and Yayun Li (李姪雲) agreed to appoint candidates nominated by Jingdong Century to be the directors on the board of directors of Jiangsu Jingdong Bangneng, and cause the persons recommended by Jingdong Century to be appointed as the general manager, chief financial officer and other senior executives of Jiangsu Jingdong Bangneng.

These contracts are made available on our Company’s website at <http://ir.jd.com> pursuant to the Hong Kong Stock Exchange’s Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3.

## **Further Information About Directors and Executive Officers**

### ***Disclosure of Interests***

See “Major Shareholders” for disclosure of interests of directors and executive officers.

***Directors' Service Contracts***

We have entered into employment agreements with each of our directors who is also an officer. See “Directors and Senior Management—Compensation—Employment Agreements and Indemnification Agreements.”

Each of our directors has been nominated pursuant to our Articles of Association. Each of our directors shall hold office until the expiration of such director’s term as provided in the written agreement or until such director’s successor is elected or appointed and duly qualified. No annual directors’ fees are payable to our directors other than our independent directors under the current arrangement. We pay annual fees and grant share-based awards to our independent directors under the current arrangement.

***Directors' Remuneration***

See “Directors and Senior Management—Compensation” for a discussion of Directors’ remuneration.

***Disclosures relating to Directors and Experts***

Save as disclosed in this document:

- None of our directors nor any of the persons listed in “—Other Information—Qualification of Experts” below is materially interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities.
- None of our directors nor any of the persons listed in “—Other Information—Qualification of Experts” below is materially interested in any contract or arrangement with us subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to our business as a whole.
- None of the persons listed in “—Other Information—Qualification of Experts” below has any shareholding in us or any of our Major Subsidiaries or has the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in us or any of our Major Subsidiaries.

**Share Incentive Plan**

See “Directors and Senior Management—Compensation” for details about our Share Incentive Plan.

**Other Information*****Estate duty***

Our directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.



***Litigation***

See “Our Business—Legal and Administrative Proceedings” for further information.

***Joint Sponsors***

The Joint Sponsors made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, the Class A ordinary shares in issue, the Class A ordinary shares to be issued pursuant to the Global Offering (including the additional Class A ordinary shares which may be issued pursuant to the exercise of the Over-allotment Option), the Class A ordinary shares to be issued pursuant to the Share Incentive Plan, including pursuant to the exercise of options or other awards that have been or may be granted from time to time and the Class A ordinary shares to be issued after the conversion of Class B ordinary shares. All necessary arrangements have been made to enable such Shares to be admitted into CCASS.

Merrill Lynch Far East Limited, UBS Securities Hong Kong Limited and CLSA Capital Markets Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The fee payable to each of the Joint Sponsors is US\$500,000 and is payable by our Company.

***No Material Adverse Change***

Our directors confirm that save as disclosed in this document there has been no material adverse change in our financial or trading position since December 31, 2019 (being the date to which our latest audited consolidated financial statements were prepared).

***Qualification of Experts***

The following are the qualifications of the experts (as defined under the Hong Kong Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

<u>Name</u>	<u>Qualification</u>
Merrill Lynch Far East Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
UBS Securities Hong Kong Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities as defined under the SFO
CLSA Capital Markets Limited	A licensed corporation under the SFO for type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountant and Registered Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance (Cap.588)
PricewaterhouseCoopers	Certified Public Accountant under Professional Accountants Ordinance (Cap. 50) Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap.588)
Shihui Partners	Legal adviser to Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal adviser to Company as to Cayman Islands law

***Consents of Experts***

Each of the experts above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

***Preliminary Expenses***

Our Company did not incur any material preliminary expenses.

***Promoter***

Our Company has no promoter for the purpose of the Hong Kong Listing Rules. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this document.

***Binding Effect***

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

***Bilingual Prospectus***

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

***Miscellaneous***

- Save as disclosed in this document or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this document, within the two years immediately preceding the date of this document:
  - to the best of our knowledge, neither we nor any of our Major Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
  - no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
  - save for underwriting discounts paid to the managers of the issuance of our US\$1 billion notes in January 2020 and the RMB3 billion, RMB2 billion and RMB2

billion private placement notes Jingdong Century, a subsidiary of the Company, issued in February 2020, March 2020 and May 2020, respectively, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any share capital or debentures of our Company or any of our Major Subsidiaries;

- no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
- there is no arrangement under which future dividends are waived or agreed to be waived.
- Our branch register of members will be maintained in Hong Kong by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Unless the directors otherwise agree, all transfers and other documents of title of Shares must be lodged for registration with and registered by our share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS.
- Our directors confirm that:
  - there has not been any interruption in our business which may have or have had a material adverse effect on our financial position in the 12 months immediately preceding the date of this document; and
  - save for US\$1 billion notes we issued in April 2016 and US\$1 billion notes we issued in January 2020 and the RMB2 billion private placement notes and RMB2 billion private placement notes Jingdong Century, a subsidiary of the Company, issued in March 2020 and May 2020, respectively, we and our Major Subsidiaries have no outstanding debentures or convertible debt securities.
- The English version of this document shall prevail over the Chinese version.