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JD.com, Inc.
京東集團股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 9618)

PROPOSED SPIN-OFF AND SEPARATE LISTING OF JD HEALTH INTERNATIONAL INC. ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made pursuant to Part XIVA of the SFO, PN15 and Rule 13.09(2)(a) of the Listing Rules.

The Board is pleased to announce that the Company intends to spin-off JD Health by way of a separate listing of the JD Health Shares on the Main Board of the Hong Kong Stock Exchange. The Company submitted a spin-off proposal to the Hong Kong Stock Exchange pursuant to PN15 in relation to the Proposed Spin-off and the Hong Kong Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

On 25 September 2020, JD Health, through its Joint Sponsors, submitted a listing application form (Form A1) to the Hong Kong Stock Exchange to apply for the listing of, and permission to deal in, the JD Health Shares on the Main Board of the Hong Kong Stock Exchange.

It is currently proposed that the Proposed Spin-off will be effected by way of the Global Offering of the JD Health Shares, comprising the Hong Kong Public Offering and the International Offering. Upon completion of the Proposed Spin-off, the Company will indirectly hold not less than 50% of the shareholdings in JD Health and therefore JD Health will remain as a subsidiary of the Company.

Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering, the extent of the decrease in shareholding percentage of the Company in JD Health, have not yet been finalised.

The Proposed Spin-off is subject to, among other things, the obtaining of an approval from the Listing Committee of the Hong Kong Stock Exchange for listing of, and permission to deal in, the JD Health Shares, and the final decisions of the Board and of the board of directors of JD Health. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

INTRODUCTION

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The Board is pleased to announce that the Company intends to spin-off JD Health by way of a separate listing of the JD Health Shares on the Main Board of the Hong Kong Stock Exchange. The Company submitted a spin-off proposal to the Hong Kong Stock Exchange pursuant to PN15 in relation to the Proposed Spin-off and the Hong Kong Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

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INFORMATION ON JD HEALTH AND THE COMPANY

The Group is a leading technology driven e-commerce company transforming to become the leading supply chain based technology and service provider in the People's Republic of China.

JD Health was incorporated in the Cayman Islands on 30 November 2018. As at the date of this announcement, the Company, through its wholly owned subsidiary, held approximately 81.04% of JD Health's total issued share capital. JD Health is the largest online healthcare platform and the largest online retail pharmacy by revenue in China in 2019, according to the Frost & Sullivan Report. JD Health's technology-driven platform is centered on the supply chain of pharmaceutical and healthcare products and strengthened by healthcare services, encompassing a user's full life span for all healthcare needs.

Following the completion of the Proposed Spin-off, JD Group will continue to operate, among others, online retail and marketplace e-commerce businesses offering a diverse range of products (excluding pharmaceutical products and services) and supply chain based technologies and services.

PROPOSED SPIN-OFF

It is currently proposed that the Proposed Spin-off will be effected by way of the Global Offering of the JD Health Shares. Upon completion of the Proposed Spin-off, the Company will indirectly hold not less than 50% of the shareholdings in JD Health and therefore JD Health will remain as a subsidiary of the Company.

REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF

The Board considers that the Proposed Spin-off will be beneficial to both the Company and JD Health for the following reasons, among others:

- (i) JD Health Group's business is expected to undergo relatively rapid business expansion and the Proposed Spin-off would further prompt JD Health's growth. This would be appealing to an investor base that pursues high growth opportunities in the healthcare business, different from the relatively more diverse business model of JD Group's operations;
- (ii) the value of JD Health Group is expected to be enhanced through the Proposed Spin-off, which will in turn benefit the Company as one of JD Health's Controlling Shareholders, given that a listing on the Hong Kong Stock Exchange will (a) enhance JD Health Group's profile amongst its users, patients, doctors and other business partners, as well as its ability to recruit talents; (b) enable JD Health Group to directly and independently access both equity and debt capital markets in the future on a stand-alone basis should the need arise as well as further enhance its ability to secure bank credit facilities; and (c) provide clarity of the credit profile of JD Health Group for rating agencies and financial institutions that wish to analyze and lend against the credit of the healthcare business;

- (iii) the Proposed Spin-off would create long-term shareholder value by allowing JD Health Group and JD Group to focus on their respective core businesses and to capture different growth fundamentals; and
- (iv) with JD Health as a separated listed entity, the Company can fully focus on, and deploy its funds towards, the development of JD Group's business without needing to consider JD Health Group's funding requirements.

WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(f) OF PN15

Paragraph 3(f) of PN15 requires a listed company contemplating a spin-off to have due regard to the interests of its existing shareholders by providing them with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares in the spun-off entity or by way of preferred application in any offering of existing or new shares in the spun-off entity.

The Company applied for, and the Hong Kong Stock Exchange has granted, a waiver (the “**Waiver**”) from the requirement that the Shareholders be provided an assured entitlement to JD Health Shares (as set out in paragraph 3(f) of PN15) on the basis that: (i) the Company is primarily listed on Nasdaq and only has a secondary listing on the Hong Kong Stock Exchange, (ii) the Company is not subject to a similar requirement under applicable U.S. laws and Nasdaq rules and its articles of association, (iii) the low feasibility of the Company giving assured entitlement by way of distribution in specie or by way of preferred application in any offering of JD Health Shares, as U.S. securities laws would require JD Health to conduct a public offering in the United States and file a registration statement with the SEC under the U.S. Securities Act among other procedures that would be unduly burdensome, (iv) the vast majority of the Shareholders are based outside of Hong Kong, and (v) the Proposed Spin-off is insignificant to the Company with reference to the Company's market capitalization.

In light of the above, the Board considers that the Proposed Spin-off and the Waiver are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering, the extent of the decrease in shareholding percentage of the Company in JD Health, have not yet been finalised. It is expected that the Proposed Spin-off, if materialises, will not affect the Company's eligibility or suitability as a secondary listed issuer on the Hong Kong Stock Exchange under Chapter 19C of the Listing Rules.

GENERAL

A redacted version of the application proof of JD Health's listing document submitted to the Hong Kong Stock Exchange is expected to be available for download on the Hong Kong Stock Exchange's website at <http://www.hkexnews.hk/APP/SEHKAPPMainIndex.htm>.

The Proposed Spin-off is subject to, among other things, the obtaining of an approval from the Listing Committee of the Hong Kong Stock Exchange for listing of, and permission to deal in, the JD Health Shares, and the final decisions of the Board and of the board of directors of JD Health. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

Term	Definition
“Board”	the board of directors of the Company
“Company”	JD.com, Inc., a company incorporated in the BVI 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 Hong Kong Stock Exchange (stock code: 9618) under Chapter 19C of the Listing Rules and the American Depositary Shares (each representing two Class A ordinary shares) of which are listed on Nasdaq under the symbol “JD”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Frost & Sullivan Report”	an independent industry report in respect of the Global Offering prepared by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”	the Company and its subsidiaries and consolidated affiliated entities (including the JD Health Group)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong Public Offering”	the offer of the JD Health Shares for subscription by the public in Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“International Offering”	the placing of the JD Health Shares to professional and institutional investors
“JD Health”	JD Health International Inc. (京东健康股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 30 November 2018
“JD Health Group”	JD Health and its subsidiaries and consolidated affiliated entities from time to time, including where the context otherwise requires, any companies and businesses transferred to JD Health Group as part of its reorganization in preparation for the Proposed Spin-off (as the case may be)
“JD Health Shares”	ordinary shares with a par value of US\$0.0000005 each in the share capital of JD Health
“JD Group”	the Group excluding the JD Health Group
“Joint Sponsors”	Merrill Lynch Far East Limited, Haitong International Capital Limited and UBS Securities Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PN15”	Practice Note 15 of the Listing Rules
“Proposed Spin-off”	the proposed spin-off of JD Health by way of a separate listing of the JD Health Shares on the Main Board of the Hong Kong Stock Exchange
“SEC”	the Securities and Exchange Commission of the United States
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the shareholders of the Company

“subsidiary(ies)” has the meaning ascribed to it under the Listing Rules

“U.S. Securities Act” United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

By Order of the Board of Directors
JD.com, Inc.
Mr. Richard Qiangdong Liu
*Chairman of the Board of Directors
and Chief Executive Officer*

Hong Kong, 27 September 2020

As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Martin Chi Ping LAU as the director, Mr. Ming HUANG, Mr. Louis T. HSIEH, and Mr. Dingbo XU as the independent directors.