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Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 20 votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or provided for in our Memorandum and Articles of Association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing two of our Class A ordinary shares, are listed on the Nasdaq Global Select Market in the United States under the symbol JD.



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)

INSIDE INFORMATION

ENTRY INTO DEFINITIVE AGREEMENTS TO SPIN OFF JD CLOUD & AI BUSINESS TO JD DIGITS

This announcement is issued pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

On March 31, 2021, JD.com, Inc. (the “**Company**”), through a subsidiary, entered into definitive agreements with Jingdong Digits Technology Holding Co., Ltd. (“**JD Digits**”), pursuant to which the Company will transfer JD Cloud & AI business and certain assets, together valued at approximately RMB15.7 billion, to JD Digits, as consideration and in exchange for issuance of ordinary shares by JD Digits. Upon completion of this transaction on March 31, 2021, the Company’s equity interest in JD Digits increased to approximately 42%.

The Company believes that, through this transaction, the Company will continue to focus on its core competences and synergistic businesses to better serve customers, and JD Digits will be better positioned to deliver a suite of cutting-edge technology services to its business partners.

Attached hereto as Schedule 1 is the full text of the Form 6-K submitted by the Company to the Securities and Exchange Commission of the United States on March 31, 2021 announcing the definitive agreements to spin off the Company's JD Cloud & AI business to JD Digits.

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

Beijing, China, March 31, 2021

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.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2021

Commission File Number: 001-36450

JD.com, Inc.

20th Floor, Building A, No. 18 Kechuang 11 Street
Yizhuang Economic and Technological Development Zone
Daxing District, Beijing 101111
The People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Entry into Definitive Agreements to Spin Off JD Cloud & AI Business to JD Digits

On March 31, 2021, JD.com, Inc. (the “**Company**”), through a subsidiary, entered into definitive agreements with Jingdong Digits Technology Holding Co., Ltd. (“**JD Digits**”), pursuant to which the Company will transfer JD Cloud & AI business and certain assets, together valued at approximately RMB15.7 billion, to JD Digits, as consideration and in exchange for issuance of ordinary shares by JD Digits. Upon completion of this transaction on March 31, 2021, the Company’s equity interest in JD Digits increased to approximately 42%.

The Company believes that, through this transaction, the Company will continue to focus on its core competences and synergistic businesses to better serve customers, and JD Digits will be better positioned to deliver a suite of cutting-edge technology services to its business partners.

About JD.com

JD.com is a leading technology driven e-commerce company transforming to become the leading supply chain-based technology and service provider. The company’s cutting-edge retail infrastructure seeks to enable consumers to buy whatever they want, whenever and wherever they want it. The company has opened its technology and infrastructure to partners, brands and other sectors, as part of its Retail as a Service offering to help drive productivity and innovation across a range of industries.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. JD.com may also make written or oral forward-looking statements in its periodic reports to the SEC, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about JD.com’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to following: potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transactions; adverse changes in general economic or market conditions; and actions by third parties, including government agencies. Further information regarding these and other risks is included in JD.com’s filings with the SEC and the prospectus registered in Hong Kong. All information provided herein is as of the date of this announcement, and JD.com undertakes no obligation to update any forward-looking statement, except as required under applicable law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

JD.COM, INC.

By : /s/Sandy Ran Xu
Name : Sandy Ran Xu
Title : Chief Financial Officer

Date: March 31, 2021