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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

JD LOGISTICS' FINANCING

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 “**Hong Kong Stock Exchange**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

Reference is made to the announcement of JD Logistics, Inc. (“**JD Logistics**”) (HKEx: 2618), a consolidated subsidiary of JD.com, Inc. (the “**Company**” or “**JD.com**”), in relation to the placing of new shares under general mandate and connected transaction involving subscription of new shares under specific mandate, dated March 25, 2022.

JD.com today announced that JD Logistics has entered into a placing agreement, pursuant to which JD Logistics has agreed to issue 150,500,000 of its ordinary shares to a group of third-party investors for a total purchase price of approximately US\$398 million in a placement (the “**JDL Placement**”). Concurrently, JD.com, through its wholly-owned subsidiary (the “**JD Entity**”), has entered into a subscription agreement with JD Logistics, pursuant to which the JD Entity has agreed to subscribe for, and JD Logistics has agreed to issue, 261,400,000 ordinary shares of JD Logistics, at the same per share price for the JDL Placement, for a total purchase price of approximately US\$692 million in cash (the “**JD Subscription**”).

The JDL Placement and JD Subscription are not inter-conditional, and both subject to certain customary closing conditions, including the approval of the Hong Kong Stock Exchange for the listing of the newly issued shares, and the closing conditions for the JD Subscription also include the approval of JD Logistics' independent shareholders.

There can be no assurance that any of the proposed transactions will be completed. There are risks and uncertainties for the proposed transactions, including but not limited to risks and uncertainties on the timing of the consummation of the transactions; the risk that certain closing conditions of the transactions may not be satisfied on a timely basis, or at all; 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, that may adversely affect the proposed transactions.

Upon completion of the JDL Placement and the JD Subscription, JD.com, through the JD Entity, will maintain its shareholding in JD Logistics at approximately 63.5%, and continue to consolidate JD Logistics' financial results into its financial statements.

Full version of the press release issued by the Company on March 25, 2022 announcing the aforementioned JDL Placement and JD Subscription is available at the Company's website at: <https://ir.jd.com/>.

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 25, 2022

As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Ming HUANG, Mr. Louis T. HSIEH, Mr. Dingbo XU and Ms. Caroline SCHEUFELE as the independent directors.