

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

JDH 京东健康

JD Health International Inc.

京东健康股份有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 6618)

**RENEWAL OF EXISTING CONTINUING
CONNECTED TRANSACTIONS,
ENTERING INTO THE 2023 JD HEALTH PROMOTIONAL
CAMPAIGN SERVICES FRAMEWORK AGREEMENT
AND GRANT OF WAIVER FROM STRICT COMPLIANCE
WITH RULE 14A.53(1) OF THE LISTING RULES**

**RENEWAL OF EXISTING CONTINUING CONNECTED
TRANSACTIONS**

Reference is made to the Prospectus, the June 2021 Announcement, the July 2021 Announcement and the Circular in relation to the existing continuing connected transactions under the Existing Agreements.

As the Existing Agreements will expire on December 31, 2022, the Company entered into the 2023 Agreements on October 21, 2022 to renew the existing continuing connected transactions contemplated under the respective Existing Agreements and to set annual caps for each of the transactions contemplated thereunder for the three years ending December 31, 2025. The 2023 Agreements are each for a term of three years effective from January 1, 2023.

2023 JD HEALTH PROMOTIONAL CAMPAIGN SERVICES FRAMEWORK AGREEMENT

Reference is made to the January 2022 Announcement in relation to the Existing JD Health Promotional Campaign Services Framework Agreement. The original term of the Existing JD Health Promotional Campaign Services Framework Agreement will expire on December 31, 2023. As the Company expects to organize more similar promotional activities for JD Group in the future, on October 21, 2022, the Group and JD.com entered into the 2023 JD Health Promotional Campaign Services Framework Agreement, pursuant to which the Group shall provide the JD Health Promotional Campaign Services to JD Group for a term of three years commencing from January 1, 2023 to December 31, 2025, and the expiry date under the Existing JD Health Promotional Campaign Services Framework Agreement was revised to December 31, 2022.

LISTING RULES IMPLICATIONS

JD.com is a controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the transactions contemplated under the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement would constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to renew continuing connected transactions, the Company will have to re-comply with provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As all of the applicable percentage ratios calculated with reference to the highest annual caps for the respective transactions contemplated under each of (i) the 2023 Loyalty Program Framework Agreement, (ii) the 2023 Promotion Services Framework Agreement, (iii) the 2023 Payment Cooperation Framework Agreement, (iv) the 2023 Shared Services Framework Agreement, (v) the 2023 JD Healthcare Technology Services Framework Agreement and (vi) the 2023 JD Health Promotional Campaign Services Framework Agreement are more than 0.1% but less than 5%, the entering into of the said agreements and the respective transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 14A.53(1) of the Listing Rules to express annual caps for the 2023 Technology and Traffic Support Services Framework Agreement in terms of monetary value. As of the conditions under the Waiver, the transactions contemplated under the 2023 Technology and Traffic Support Services Framework Agreement are subject to, among others, the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated with reference to the highest annual caps for the respective transactions contemplated under each of (i) the 2023 JD Sales Framework Agreement, (ii) the 2023 Marketing Services Framework Agreement and (iii) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement exceeds 5%, the entering into of the said agreements and the respective transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An EGM will be convened at which ordinary resolutions will be proposed to approve (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the applicable annual caps). JD.com and its associates will abstain from voting on those resolutions.

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in respect of each of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the applicable annual caps). Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

A circular containing, among other things, (i) further details of (a) the 2023 Technology and Traffic Support Services Framework Agreement, (b) the 2023 JD Sales Framework Agreement, (c) the 2023 Marketing Services Framework Agreement and (d) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the applicable annual caps); (ii) the recommendations from the Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before December 8, 2022 as additional time will be required to finalise certain information to be included therein.

INTRODUCTION

Reference is made to the Prospectus, the June 2021 Announcement, the July 2021 Announcement and the Circular in relation to the existing continuing connected transactions under the Existing Agreements.

As the Existing Agreements will expire on December 31, 2022, the Company entered into the 2023 Agreements on October 21, 2022 to renew the existing continuing connected transactions contemplated under the Existing Agreements and to set annual caps for each of the transactions contemplated thereunder for the three years ending December 31, 2025. The 2023 Agreements are each for a term of three years effective from January 1, 2023. The Existing Agreements which are subject to renewal include:

- (i) the Existing Technology and Traffic Support Services Framework Agreement;
- (ii) the Existing JD Sales Framework Agreement;
- (iii) the Existing Logistics Services Framework Agreement;
- (iv) the Existing Marketing Services Framework Agreement;
- (v) the Existing Loyalty Program Framework Agreement;
- (vi) the Existing Promotion Services Framework Agreement;
- (vii) the Existing Payment Cooperation Framework Agreement;
- (viii) the Existing Shared Services Framework Agreement;
- (ix) the Existing JD Technology Shared Services Framework Agreement; and
- (x) the Existing JD Healthcare Technology Services Framework Agreement.

In addition, the Existing JD Health Promotional Campaign Services Framework Agreement will expire on December 31, 2023. As the Company expects to organize more similar promotional activities for JD Group in the future, on October 21, 2022, the Group and JD.com entered into the 2023 JD Health Promotional Campaign Services Framework Agreement, pursuant to which the Group shall provide the JD Health Promotional Campaign Services to JD Group for a term of three years commencing from January 1, 2023 to December 31, 2025, and the expiry date under the Existing JD Health Promotional Campaign Services Framework Agreement was revised to December 31, 2022. Please refer to the January 2022 Announcement for the details of the Existing JD Health Promotional Campaign Services Framework Agreement.

RENEWAL OF EXISTING CONTINUING CONNECTED TRANSACTIONS

1. 2023 Loyalty Program Framework Agreement

On October 21, 2022, the Company and JD.com entered into the 2023 Loyalty Program Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date: October 21, 2022

Parties: (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
(ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)

Term: from January 1, 2023 to December 31, 2025

Subject matter: the Group shall participate in the customer loyalty program of JD Group and the relevant customer loyalty awards are supplied by JD Group.

Reasons and benefits for the renewal

Given that businesses of the Group are operated on JD Group's platforms and in an effort to provide an integrated customer user experience among the platforms of the Group and JD Group, the Group has historically participated and will continue to participate in the customer loyalty program of JD Group. JD Group is a leading player in the PRC e-commerce industry with extensive network coverage (including but not limited to websites and mobile apps) and enjoys a vast user base. The cooperation with JD Group in utilizing its platforms and participating in its customer loyalty programs will enable us to leverage the popularity of JD Group among users, allow us to reach more potential users, and further enhance the Company's business growth.

Pricing policies

The Group pays JD Group based on the number of loyalty points it granted and unit cost. The unit cost is fixed, while the number of loyalty points granted vary among different product categories and are determined by internal assessment of JD Group to achieve best marketing results while providing benefits to customers. The Group will obtain the relevant number of loyalty points record from JD Group in relation to the Group's business to verify the loyalty points granted annually so as to assess whether the costs charged by JD Group are reasonable. The arrangement with JD Group is not directly comparable with any arrangement between the Group and other third party online platforms, given that the Group extensively uses the services offered by JD Group to facilitate the sales and marketing of the Group's products and services. If a customer buys a certain amount of products from the Group, this will generate for

the customer a corresponding number of loyalty points which is worth a certain dollar amount. Because JD Group supplies these loyalty points directly to the customer, the Group will thus settle the dollar worth of those loyalty points generated on its platform with JD Group. For the avoidance of doubt, if any customer consumes (or uses) the loyalty points during his/her purchase of healthcare products from the Group, JD Group will be responsible for settling and paying the Group the equivalent dollar amount.

Historical transaction amounts

The historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB42.1 million, RMB45.8 million and RMB19.5 million, respectively.

Annual caps

In respect of the 2023 Loyalty Program Framework Agreement, the transaction amounts to be paid by the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by the Group to JD Group	100	140	200

Basis for the annual caps

The above annual caps are determined based on:

- (i) the historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 under the Loyalty Program Arrangements;
- (ii) the expected increase in the total number of JD loyalty points granted by the Group to users as the Group attracts more users and as the users become more engaged on the Group’s platform and make more purchases, given that customers have become more familiar with purchasing healthcare products and services online since the COVID-19 outbreak and in light of the rapid growth of the online healthcare industry; and
- (iii) the expected increase of the GMV due to increase in demand for the products from the Group’s customers, which will lead to a corresponding increase in the transaction amounts under the 2023 Loyalty Program Framework Agreement, and the customer base of the Group has been increasing during the two years ended December 31, 2021 and the six months ended June 30, 2022 and are expected to continue to increase in the three years ending December 31, 2025.

2. 2023 Promotion Services Framework Agreement

On October 21, 2022, the Company and JD.com entered into the 2023 Promotion Services Framework Agreement to renew the existing continuing connected transactions contemplated under the Existing Promotion Services Framework Agreement, which will expire on December 31, 2022. The principal terms of the 2023 Promotion Services Framework Agreement are set out below:

- Date:** October 21, 2022
- Parties:** (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
- (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)
- Term:** from January 1, 2023 to December 31, 2025
- Subject matter:** the Group will place advertisements on third party platforms together with and through JD Group to achieve economies of scale, increased efficiency and lower costs for both parties.

Reasons and benefits for the renewal

Placing advertisements on third party platforms together with and through JD Group is mutually beneficial to both JD Group and the Group, as collective purchase allows for increased economies of scale, increased efficiency, and lower costs for both parties. Notwithstanding the aforementioned benefits, the Group is able to reach out to third party platforms directly instead of placing advertisements through JD Group.

Pricing policies

For the service fees relating to the arrangement of promotion and marketing services, the Group and JD Group will settle the expenses incurred between each other on a cost basis. JD Group will not charge the Group additional service fees on the arrangement of promotion and marketing services. The Group shall pay JD Group promotion fees charged by the third party promotion service providers for the Group, and the charges will be determined after arm's length negotiations between the Group (or JD Group on behalf of the Group) and third party promotion service providers for promotion services provided. The price of the promotion services will be determined by the actual costs and expenses for preparing relevant displays on third parties' platforms plus reasonable profits of such third parties, or will be calculated by the unit prices of different online publicity resources multiplied by the frequency of such resources being used. The unit price of each online publicity resources will be determined with reference to market rates. The Group will annually obtain and review the comparable quotations from other service providers to ensure that the promotion service prices the Group obtain from JD Group are fair and reasonable.

Historical transaction amounts

The historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB256.6 million, RMB348.8 million and RMB113.5 million, respectively.

Annual caps

In respect of the 2023 Promotion Services Framework Agreement, the transaction amounts to be paid by the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by the Group to JD Group	700	1,000	1,400

Basis for the annual caps

The above annual caps are determined with reference to the following factors:

- (i) the historical transaction amounts and the growth trend of the transaction amount for the two years ended December 31, 2021 under the Existing Promotion Services Framework Agreement. In particular, a year-on-year growth of 35.9% for the year ended December 31, 2021 as compared to the year ended December 31, 2020;
- (ii) the expected increase in demand for placing advertisements on third party platforms together with and through JD Group in the future which helped form (a) consumers' habit of online purchase of drugs and healthcare products and (b) the enhanced brand image of the Group, and provide access to a broader user base through various marketing channels;
- (iii) a reasonable buffer to cover unexpected increase of the surging demand of such advertising services; and
- (iv) the expected increase of the revenue due to increase of demand for the products and services from the Group's consumers which should lead to a corresponding increase from the Group for placing advertisements on third party platforms together with and through JD Group.

3. 2023 Payment Cooperation Framework Agreement

On October 21, 2022, the Company and JD.com and its associate(s) entered into the 2023 Payment Cooperation Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

- Date:** October 21, 2022
- Parties:** (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
- (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group) and its associate(s)
- Term:** from January 1, 2023 to December 31, 2025
- Subject Matter:** JD Group and its associate(s) (including JD Technology) agreed to arrange the Group to use the payment services through payment channels provided by third party payment service providers or self-owned payment channels, so as to enable users to conduct online purchase of products in an integrated manner from the platforms of both JD Group and the Group

Reasons and benefits for the renewal

Given that the Group sells healthcare products through JD Group's platform, the Group engages the same payment services as JD Group on a cost basis of JD Group. This achieves consistency between the platforms of JD Group and the Group, and also ensures a consistent and superior customer experience that would be difficult for the Group to replicate elsewhere. The Group may also engage JD Group's associates for certain payment services for similar reasons.

Pricing policies

For payment services provided by third party payment service providers, related costs are first settled by JD Group and later settled in full (on a cost basis of JD Group) by the Group. This will allow the Group to utilize the payment services to enable efficient, safe and prompt real-time payment for its online transactions. JD Group will not charge the Group additional service fees on the arrangement of payment service. The Group shall pay JD Group the amount equal to payment service fees charged by third party service providers to conduct online transactions and the service will be charged based on a commission rate with reference to market rates by the payment service provider. For payment services directly provided by payment channels operated by JD Group's associates to the Group, service fees charged to the Group will be calculated with reference to the prevailing market rates. The Group will annually obtain and review prevailing market rates to ensure that the service fees charged by JD Group's associates to the Group are fair and reasonable.

Historical transaction amounts

The historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB191.4 million, RMB196.4 million and RMB129.3 million, respectively.

Annual caps

In respect of the 2023 Payment Cooperation Framework Agreement, the transaction amounts to be paid by the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by the Group to JD Group	600	800	1,100

Basis for the annual caps

The annual caps for the 2023 Payment Cooperation Framework Agreement were determined with reference to (i) the historical transaction amounts under the Existing Payment Cooperation Framework Agreement and the growth trend for the two years ended December 31, 2021 and the six months ended June 30, 2022. In particular, a year-on-year growth of 60.6% for the six months ended June 30, 2022 as compared to the corresponding period in 2021; (ii) the expected increase in user base and demand for usage of payment services arrangements due to stronger user's mindset towards online purchase of healthcare products and services after the breakout of COVID-19; and (iii) the expected increase of the GMV due to increase in demand for the products from the Group's customers which will lead to a corresponding increase in the payment services arrangements provided by JD Group and its associate to the Group, and the customer base of the Group has been increasing during the two years ended December 31, 2021 and the six months ended June 30, 2022 and are expected to continue to increase in the three years ending December 31, 2025.

4. 2023 Shared Services Framework Agreement

On October 21, 2022, the Company and JD.com entered into the 2023 Shared Services Framework Agreement to renew the existing continuing connected transactions contemplated under the Existing Shared Services Framework Agreement and the Existing JD Technology Shared Services Framework Agreement, both will expire on December 31, 2022. The principal terms of the 2023 Shared Services Framework Agreement are set out below:

Date: October 21, 2022

Parties: (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
(ii) JD.com (for itself and on behalf of its subsidiaries, consolidated affiliated entities (excluding the Group) and its associate(s))

Term: from January 1, 2023 to December 31, 2025

Subject matter: JD Group and its associate(s) (including JD Technology) will provide the Group with certain (i) back-office administrative support services (including cloud services, internet data center related services, provision of servers, information technology support services and maintenance, customer services, artificial intelligence customer support services, electronic signature cloud platform, certain human resources services and corporate business services), and (ii) certain shared services (including office premises sharing and leasing, transportation and canteen facilities for staff, administrative purchases and other support services).

For clarity, these transactions were previously provided under the Existing Shared Services Framework Agreement and the Existing JD Technology Shared Services Framework Agreement that are expenses in nature and both will expire on December 31, 2022. As the nature of the services under the aforementioned original agreements is similar, for better management, upon the renewal of such existing continuing connected transactions, the Company entered into the 2023 Shared Services Framework Agreement providing a framework for the provision of the aforementioned services. Please refer to the sections headed “Connected Transactions — 10. Shared Services Framework Agreement” in the Prospectus and the June 2021 Announcement for details.

Reasons and benefits for the renewal

On one hand, the services provided under the 2023 Shared Services Framework Agreement can help enhance utilization and economies of scale of the operational support resources of JD Group and its associate(s). On the other hand, such arrangement can reduce the administrative costs of the Group in procuring similar services from a wide range of other providers. The 2023 Shared Services Framework Agreement will allow the Group to better leverage the mature infrastructure and coverage already built by JD Group and its associate(s) and promote better cooperation between JD Group and its associate(s) and the Group.

Pricing policies

The relevant service fees under the 2023 Shared Services Framework Agreement shall be determined by both parties based on fair market rate or better with reference to (i) the price quotations that the Group obtained from independent third party service providers for comparable services, and (ii) the service fees charged by JD Group and its associate(s) to any independent third party for comparable service. The Group will from time to time review the service fees for these shared services by comparing them against market prices chargeable by independent third party service providers for services of similar nature and scale to ensure that the terms the Group obtained from JD Group and its associate(s) shall be on normal commercial terms or better as compared to those provided by independent third party service providers.

Historical transaction amounts

The historical transaction amounts under the Existing Shared Services Framework Agreement and the Existing JD Technology Shared Services Framework Agreement are set out below:

	For the year ended		For the
	December 31,		six months
	2020	2021	ended
	June 30,		
	2022		
	<i>(RMB in million)</i>		
Existing Shared Services Framework Agreement			
Transaction amount to be paid by the Group to JD Group	547.1	357.1	176.4
Existing JD Technology Shared Services Framework Agreement			
Transaction amount to be paid by the Group to JD Group's associate(s)	Nil	24.5	14.7

Annual caps

In respect of the 2023 Shared Services Framework Agreement, the transaction amounts to be paid by the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by the Group to JD Group and its associate(s)	600	700	800

Basis for the annual caps

The above annual caps are determined with reference to the following factors:

- (i) the historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 under the Existing Shared Services Framework Agreement and the Existing JD Technology Shared Services Framework Agreement; and
- (ii) the estimated total transaction amounts payable by the Group under the 2023 Shared Services Framework Agreement with reference to estimates on usage pattern, volume, demand for the relevant services based on business development of the Group, and a certain buffer for potential increment in service fees chargeable by the service providers.

5. 2023 JD Healthcare Technology Services Framework Agreement

Reference is made to the June 2021 Announcement in respect of the Existing JD Healthcare Technology Services Framework Agreement entered into between the Company and JD Technology on June 22, 2021. The term of the Existing JD Healthcare Technology Services Framework Agreement will expire on December 31, 2022. On October 21, 2022, the Company and JD.com entered into the 2023 JD Healthcare Technology Services Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date: October 21, 2022

Parties: (i) JD.com (for itself and on behalf of its subsidiaries, consolidated affiliated entities (excluding the Group) and its associate(s))

(ii) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)

Term: from January 1, 2023 to December 31, 2025

Subject matter: the Group will provide certain services, including but not limited to the development, operation and maintenance services of healthcare and medical related information systems, and other similar products and services, for example medical insurance information system and medical insurance payment management system, to third party customers through JD Group and its associate(s).

Reasons and benefits for the renewal

Government customers who have signed or seek to sign agreements with JD Group and its associate(s) usually seek a wide range of software development services, information technology system construction and maintenance services (e.g. smart city projects) — of which the JD Health Software Services represent a portion of the services and products sought for and received by such customers. The Group has been developing smart medical insurance related and other healthcare related projects throughout the years, and therefore JD Group and its associate(s) are able to leverage the Group's expertise and capabilities on the healthcare information technology services to provide efficient and reliable software and information technology solutions to its customers, including government customers.

Such an arrangement is mutually beneficial to both JD Group and its associate(s) and the Group. With a single point of contact for the customers, it increases customer satisfaction with products and service offerings of both JD Group and its associate(s) and the Group. The Group also possesses substantive experiences and expertise in terms of setting up healthcare information system. Notwithstanding the aforementioned benefits, the Group is also able to benefit from the solid corporate and government customer base of JD Group and its associate(s) to acquire more cooperation opportunities and thereby foster further business expansion of its JD Health Software Services.

Pricing policies

The price of the Group's products and services under the 2023 JD Healthcare Technology Services Framework Agreement shall be determined by both parties based on fair market rate with reference to (i) the price charged by the Group to any direct and independent third party customers for comparable products and services, and/or (ii) the price quotations that JD Group and its associate(s) obtain from independent third party service providers for comparable products and services. The Company will from time to time review the prices of the Group's products and services and ensure that the terms the Group obtains from JD Group and its associate(s) shall be on normal commercial terms or better as compared to those the Group provides to its direct and independent third party customers of comparable profile.

Historical transaction amounts

There were no historical transaction amounts for the period from June 30, 2021 to December 31, 2021 and the six months ended June 30, 2022. For the avoidance of doubt, there were transactions conducted under the Existing JD Healthcare Technology Services Framework Agreement during the aforementioned periods, but due to the accounting policies adopted, the related revenue was not recognized in the books of the Group during the said periods.

Annual caps

In respect of the 2023 JD Healthcare Technology Services Framework Agreement, the transaction amounts to be paid to the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid to the Group by JD Group and its associate(s)	220	310	430

Basis for the annual caps

The above annual caps for the transaction amount to be paid by JD Group and its associate(s) to the Group in respect of the 2023 JD Healthcare Technology Services Framework Agreement are determined based on: (i) the pipeline and estimated transaction amount under the projects agreed or intended to be signed between JD Group and its associate(s) and their customers, (ii) the projected revenue of the JD Health Software Services to third party customers through JD Group and its associates, and (iii) the Group's plans for enhancing the software development services in its healthcare products and services business.

6. 2023 Technology and Traffic Support Services Framework Agreement

On October 21, 2022, the Company and JD.com entered into the 2023 Technology and Traffic Support Services Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date:	October 21, 2022
Parties:	(i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities) (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)
Term:	from January 1, 2023 to December 31, 2025

The 2023 Technology and Traffic Support Services Framework Agreement is subject to the approval of the Independent Shareholders.

Subject matter: JD Group will provide the Group technology and traffic support services through its online platforms (including www.jd.com and JD APP). The technology and traffic support services primarily include user traffic support, branding activities, operational support and advertisement access for the Group's merchants and suppliers. JD Group will charge commissions by applying a fixed rate on the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms.

Reasons and benefits for the renewal

The Directors consider that the provision of technology and traffic support services from JD Group to the Group would benefit the Company (i) since the core businesses of JD Group (as the operator of, among others, online platforms) and of the Group (as the provider of healthcare products and services) are inextricably linked together in multiple aspects, the Group's business and those of JD Group are highly complementary and beneficial to each other; (ii) in light of the leading position that JD Group enjoys in the PRC e-commerce industry and given that JD Group has accumulated a relatively large user base during its years of operation in the e-commerce industry, it is natural and in the best interests of the Group to cooperate with JD Group; (iii) the cooperation with JD Group in utilizing its platforms will enable the Group to leverage the popularity of JD Group among users, and allow the Group to reach more potential users, and further enhance the Group's business growth; and (iv) as both parties enjoy respective advantages in different business fields, the collaboration may bring synergy into full play and share development achievements.

Pricing policies

JD Group will charge commissions by applying a fixed rate on the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms. The fixed rate JD Group shall charge the Group on the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms shall not exceed 3%.

The fixed rate of the commission fees JD Group shall charge the Group were determined on the basis of arm's length negotiations between the relevant parties, which are in line with or better than the rates JD Group charged other independent third parties for similar technology and traffic support services and are in the best interests of the Company and the Shareholders as a whole. The Group will also obtain annually from JD Group a range of the rates that it charges other independent third parties for similar services provided, including the relevant underlying contracts subject to the confidentiality provisions in the relevant contracts, to ensure that the commission fees charged are fair and reasonable and on normal commercial terms or better. The arrangement with JD Group is not directly comparable with any arrangement between the Group and other third party online platforms, given that the Group extensively uses the services offered by JD Group to facilitate the sales and marketing of the Group's products and services.

Historical transaction amounts

The historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB908.2 million, RMB1,271.7 million and RMB751.2 million, respectively.

Annual caps

The commission fees JD Group shall charge the Group shall be determined by the following formula:

$$\text{A fixed rate} \quad \times \quad \text{the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms}$$

The fixed rate JD Group shall charge the Group on the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms shall not exceed 3%.

Basis for not setting monetary annual caps

It would be unsuitable to adopt monetary annual caps for the transactions contemplated in the 2023 Technology and Traffic Support Services Framework Agreement for the following reasons:

- (i) it would be impracticable to estimate with any degree of certainty the amount of revenue which may be generated by these transactions as it will ultimately depend on factors such as the acceptance and popularity of the healthcare products and services generated through JD Group's online platforms, all of which are beyond the immediate control of the Group and JD Group;
- (ii) the Group has been rapidly expanding the healthcare products and services, which has led to a corresponding increase in the provision of technology and traffic support services from JD Group to the Group, as the transaction amount for the year ended December 31, 2021 achieved a significant year-over-year increase over the year ended December 31, 2020. As the Group expects that it will continue to significantly expand its healthcare products and services on JD Group's platforms, it would be difficult to predict with any certainty how rapid the growth in the user traffic and the value of fulfilled orders of healthcare products and services generated through JD Group's platforms will be in the future. The Group believes that the adoption of fixed monetary annual caps will impose an arbitrary ceiling on the value of the fulfilled orders of healthcare products and services generated through JD Group's online platforms;
- (iii) adoption of fixed monetary annual caps would impose an arbitrary ceiling on the revenue that the Group could derive from this type of business cooperation and will hinder the Group from business expansion that can maximize the benefits for the Shareholders;

- (iv) adoption of annual caps with fixed monetary annual caps will render it unduly burdensome for the Group to comply with the disclosure, announcement, circular and/or independent shareholders' approval requirements under Chapter 14A of the Listing Rules whenever commissions paid by the Group to JD Group through the transactions contemplated under the 2023 Technology and Traffic Support Services Framework Agreement exceed the caps; and
- (v) the commissions paid by the Group to JD Group based on the formula provided in the 2023 Technology and Traffic Support Services Framework Agreement is consistent with the historical practices. The formula for JD Group charging a commission on the value of fulfilled orders of healthcare products and services generated through JD Group's online platforms as set out above therefore offers the best alternative to monetary annual caps in light of the difficulties set out in sub-paragraphs (i) to (iv) above.

Accordingly, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement of setting monetary annual caps under Rule 14A.53(1), subject to the following conditions:

- (a) the waiver will only apply to the transactions contemplated under the 2023 Technology and Traffic Support Services Framework Agreement which are entered into on normal commercial terms, in the ordinary and usual course of business of the Company, will be on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole;
- (b) the Company will disclose in its subsequent annual and interim reports (i) a clear description of the bases for calculating the commissions charged by JD Group under the 2023 Technology and Traffic Support Services Framework Agreement, and (ii) the actual transaction amounts under the 2023 Technology and Traffic Support Services Framework Agreement;
- (c) the independent non-executive Directors will review the underlying transactions entered into pursuant to the 2023 Technology and Traffic Support Services Framework Agreement on an annual basis and confirm in the Company's annual reports the matters set out in Rule 14A.55 of the Listing Rules;
- (d) the Company will comply with the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules if there is any material change to the terms of the 2023 Technology and Traffic Support Services Framework;
- (e) the Company will engage an external auditor to report on, among other things, the transactions contemplated in the 2023 Technology and Traffic Support Services Framework Agreement pursuant to Rule 14A.56 of the Listing Rules. The Company will also ensure that the auditors are allowed sufficient access to the Company's records for the purpose of reporting on the transactions contemplated in the 2023 Technology and Traffic Support Services Framework Agreement;

- (f) the Company and the Board will ensure that the relevant transactions under the 2023 Technology and Traffic Support Services Framework Agreement are undertaken in accordance with the terms of the 2023 Technology and Traffic Support Services Framework Agreement and will use the Company’s best endeavors to comply with such terms and the Listing Rules requirements applicable to the 2023 Technology and Traffic Support Services Framework Agreement to the extent not waived by the Stock Exchange;
- (g) the Company will disclose in the circular for the EGM (i) the background of entering into the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the salient terms of the 2023 Technology and Traffic Support Services Framework Agreement, (iii) the grounds of application for waivers set out in the waiver application(s) submitted to the Stock Exchange, and (iv) the Directors’ (including the Independent Board Committee’s) and the independent financial adviser’s views on the fairness and reasonableness of the 2023 Technology and Traffic Support Services Framework Agreement as a whole;
- (h) the Company will implement internal procedures so as to ensure that the 2023 Technology and Traffic Support Services Framework Agreement are undertaken in accordance with the terms provided therein and the underlying transaction agreements entered into pursuant to or governed by the 2023 Technology and Traffic Support Services Framework Agreement; and
- (i) the Company will re-comply with Chapter 14A of the Listing Rules as soon as reasonably practicable should any of the above conditions no longer exist.

7. 2023 JD Sales Framework Agreement

Reference is made to the section headed “Connected Transactions — 4. JD Sales Framework Agreement” in the Prospectus, the July 2021 Announcement and the Circular in respect of the Existing JD Sales Framework Agreement and the revision of the annual caps thereunder, respectively. Pursuant to the Existing JD Sales Framework Agreement, the Group will sell to JD Group healthcare related products, which JD Group will then sell or donate those healthcare products directly to certain large corporate customers or organizations. The term of the Existing Sales Framework Agreement will expire on December 31, 2022. On October 21, 2022, the Company and JD.com entered into the 2023 JD Sales Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date: October 21, 2022

Parties:

- (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
- (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)

Term: from January 1, 2023 to December 31, 2025

The 2023 JD Sales Framework Agreement is subject to the approval of the Independent Shareholders.

Subject matter: the Group will provide JD Group with certain healthcare related products and services, JD Group will then sell or donate them to customers (including large corporate customers or organizations), or will use or consume such products and services for its own operations.

Reasons and benefits for the renewal

Large corporate customers who have signed procurement agreements with JD Group usually buy a wide range of products and services from JD Group in bulk, and healthcare products and services are only a portion of the products and services procured by such customers. Under the Existing JD Sales Framework Agreement, the Group sells healthcare related products to JD Group and JD Group then sells to these large corporate customers. Such an arrangement is mutually beneficial to both JD Group and the Group. With a single point of contact for the customers, it increases customer satisfaction with products and service offerings of both JD Group and the Group. Given the success in the past for such arrangement, the Company will continue with the existing arrangement with the large corporate customers under 2023 JD Sales Framework Agreement and also expanded the scope in the provision of healthcare related services.

Further, as a result of the COVID-19 situation which heightened the general public's awareness and demand for healthcare products and services, the Company observed that there is an increase beyond expectation in the demand of healthcare products and services from the general public. Hence, the Group expanded the scope of the 2023 JD Sales Framework Agreement to include procurement of healthcare products and services of JD Group for its general customers.

In addition, in light of the COVID-19 situation, JD Group has donated and will likely continue to donate in the foreseeable future certain types of products and services (including protective equipment products and healthcare products and services) to assist medical institutions, companies and communities impacted by COVID-19. The healthcare products and services donated by JD Group will be purchased from the Group on a cost basis. The Group will not impose any profit or service fees on top of the costs. The Group does not anticipate these transactions to be recurring in the long run and will assess the need of continuing these transactions before the expiry of the 2023 JD Sales Framework Agreement.

Pricing policies

The price of the healthcare related products and services supplied to JD Group under the 2023 JD Sales Framework Agreement shall be determined by both parties based on fair market price with reference to (i) the costs of acquisition/production of the healthcare related products and services, (ii) fees charged to third-party customers, and/or (iii) fees charged for similar or comparable products or services by third-party suppliers. The Group will from time to time review the prices by comparing them against market prices chargeable by independent third party providers for products or services of similar nature and scale, and ensure that the terms the Group obtain from JD Group shall be on normal commercial terms or better as compared to those provided to independent third party customers.

The healthcare products and services donated by JD Group will be purchased from the Group on a cost basis. The Group will not impose any profit or service fees on top of the costs.

Historical transaction amounts

Under the Existing JD Sales Framework Agreement, the Group sells to JD Group healthcare related products which JD Group then sell or donate to certain large corporate customers or organisations and the pricing policy for these products which were supplied to JD Group were generally determined by the Group's actual costs plus reasonable profits. The historical transaction amounts under the Existing JD Sales Framework Agreement were determined based on the aforementioned pricing policy, the amounts of which for the period from the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB663.7 million, RMB792.2 million and RMB622.9 million, respectively.

Annual caps

In respect of the 2023 JD Sales Framework Agreement, the transaction amounts to be paid to the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid to the Group by JD Group	4,100	6,400	9,600

Basis for the annual caps

The above annual caps are determined with reference to (i) the historical transaction amounts paid by JD Group to the Group under the Existing JD Sales Framework Agreement for the two years ended December 31, 2021 and the sixth months ended June 30, 2022, and the growth trend of the transaction amount during the six months ended June 30, 2022, with a historical transaction amount of RMB622.9 million, representing a year-on-year growth of 114.7% as compared to the corresponding period in 2021, (ii) a buffer to cover unexpected increase of the surging demand of such sales, (iii) the expected increase in demand in the provision of healthcare products and services due to the expansion of the scope of the agreement (to

include the provision of healthcare related services) and the broadening of the customer base (to include general customers and for JD Group's own use and consumption) under the 2023 JD Sales Framework Agreement, and (iv) the anticipated growth rate of the Group's business under the 2023 JD Sales Framework Agreement in the next three years after taking into account the historical growth rate of the Group's business under the Existing JD Sales Framework Agreement.

8. 2023 Marketing Services Framework Agreement

On October 21, 2022, the Company and JD.com entered into the 2023 Marketing Services Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date: October 21, 2022

Parties: (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
(ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)

Term: from January 1, 2023 to December 31, 2025

The 2023 Marketing Services Framework Agreement is subject to the approval of the Independent Shareholders.

Subject matter: the Group and JD Group will provide certain marketing services to each other, including but not limited to the display of advertisements on various platforms and resources of JD Group and the Group in return for the marketing fees which shall be calculated in accordance with the underlying standard marketing service agreements.

Reasons and benefits for the renewal

The Group has been developing its advertising services and digital marketing capabilities throughout the years and providing efficient advertising services to a broad base of brands and third-party merchants. From the customers' perspective, being able to place advertisements on both JD Group and the Group's platforms through one channel is convenient and allows for an enhanced customer experience and is therefore mutually beneficial to both JD Group and the Group. In order to secure additional marketing resources and broaden its user base, the business partners and suppliers are eager to utilize resources from platforms outside the Group and JD Group to promote their products and services as well.

In addition, due to the increase in health awareness of the Group's customers after the outbreak of COVID-19 and the general rise in demand for healthcare products, (i) JD Group's business partners and suppliers are more willing to utilize the advertising resources of the Group to expand their market and reach a wider audience, i.e. the Group's users and as a result there has been an increase beyond expectation in the marketing services revenue of the Group (and therefore an increase in the transaction amount to be paid by JD Group to the Group under

the Existing Marketing Services Framework Agreement); and (ii) the continuous increase in third party business partners and suppliers of the Group, led to an increase in the amount of advertising and hence, there has also been an increase beyond expectation in the marketing services costs of the Group (and therefore an increase in the transaction amount to be paid by the Group to JD Group under the Existing Marketing Services Framework Agreement). As such, the Company is of the view that entering into the 2023 Marketing Services Framework Agreement is beneficial to the Group and Shareholders as a whole.

Pricing policies

Under the 2023 Marketing Services Framework Agreement, the marketing fees charged by JD Group to the Group and the marketing fees charged by the Group to JD Group are based on various factors, including which party sourced the third party advertiser and the platform and resources the third party advertiser desires to place an advertisement on. The Group will annually review and approve the economic split from time to time, to ensure the percentage splits are reasonable and in favor of the Group. The arrangement with JD Group is not directly comparable with any arrangement between the Group and other third party online platforms, given that the Group extensively uses the services offered by JD Group to facilitate the sales and marketing of the Group's products and services.

Once the third party advertiser has signed the marketing services contract with the Group, it may elect to place advertisements in three main advertising slots or places: (i) the Group's resources and/or platforms, (ii) JD Group's resources and/or platforms or (iii) resources outside both the Group and JD Group's platforms.

- (a) If the third party advertiser (which has signed the marketing services contract with the Group) elects to place an advertisement using the Group's resources and/or platforms, there is no marketing service fees sharing arrangement, as 100% of the marketing service fees belong to the Group. For the avoidance of doubt, this scenario will not involve any connected transactions.
- (b) If the third party advertiser (which has signed the marketing services contract with the Group) elects to place an advertisement using JD Group's resources and/or platforms, 60% of the marketing services fees will be shared from the Group to JD Group, as the third party advertiser is utilizing JD Group's resources while the Group is in essence acting as an advertising agent. Such marketing service fees sharing arrangements are determined based on arm's length negotiation after factoring in the resources incurred by both parties, and the arrangement with JD Group is no less favorable to the Group than for similar marketing resources provided by JD Group to third parties. In addition, the third party advertisers are free to choose whether to place advertisements on either JD Group or the Group's resources and platforms, which is mostly conducted through a real time bidding system which combines the marketing resources of both JD Group and the Group. The real time bidding system takes into account the real time supply and demand and the market price of advertisements on both platforms of JD Group and the Group — as such, the advertisers tend to purchase resources (including selecting the platform) that can generate the highest return of investments for them.

- (c) If the third party advertiser (which has signed the marketing services contract with the Group) elects to place an advertisement using resources outside both the Group and JD Group's platforms, there will be a 90/10 marketing service fees sharing arrangement between JD Group and the Group. This is because JD Group is able to make mass purchase (and thus achieving mass efficiency and economies of scale) of resources (i.e. advertising slots) from companies outside the Group and JD Group for, among others, merchants selling their products and services on the platforms of JD Group and the Group. As such, 90% of the marketing services fees generated will be shared from the Group to JD Group to allow for JD Group to cover its costs of purchasing the third party advertisement resources/ advertising slots, and the 10% the Group is entitled to keep is in consideration of its role as an advertising agent, after factoring in the administrative resources incurred by both parties. The arrangement with JD Group is no less favorable to the Group than for the Group to directly obtain relevant marketing resources and provide to the third party advertiser.

In the scenario where the third party advertiser has signed the marketing services contract with JD Group but wishes to place advertisements relating to healthcare products and services, it may elect to place advertisements in three main advertising slots of places: (i) the Group's resources and/or platforms, (ii) JD Group's resources and/or platforms or (iii) resources outside both the Group and JD Group's platforms. The Group is involved with these healthcare related advertisements (and thus entitled to a certain proportion of the advertising fees generated), because the Group can provide value added services relating to healthcare products and services (i.e. marketing insights with regards to the healthcare industry) to the third party advertisers.

- (a) If the third party advertiser (which has signed the marketing services contract with JD Group) elects to place an advertisement using the Group's resources and/or platforms, 100% of the marketing service fees belong to the Group and this will be shared from JD Group to the Group.
- (b) If the third party advertiser (which has signed the marketing services contract with JD Group) elects to place a healthcare related advertisement on JD Group's platforms utilizing the services of the Group, the Group is entitled to 40% of the marketing services fees generated and this will be shared from JD Group to the Group. Such marketing services fees sharing arrangements were determined based on arm's length negotiation after factoring in the administrative resources incurred by both parties and indirect benefits of such healthcare related advertisement to the Group's business. In addition, the arrangement with JD Group is no less favorable to the Group than for us to directly provide same or similar marketing services to the third parties.
- (c) If the third party advertiser (which has signed the marketing services contract with JD Group) elects to place a healthcare related advertisement using resources outside both the Group and JD Group's platforms, there will be a 90/10 marketing services fees sharing arrangement between JD Group and the Group. This is because JD Group is able to make mass purchase of (and thus achieving mass efficiency and economies of scale) resources (i.e. advertising slots) from platforms outside the Group and JD Group for, among others, merchants selling their products and services on the platforms of JD Group and the Group. The Group is entitled to 10% of the marketing services fees generated and this will be shared from JD Group to the Group, in consideration of the Group's role for providing

healthcare related insights and services, after factoring in the administrative resources incurred by both parties. The arrangement with JD Group is no less favorable to the Group, than for the Group to directly provide same or similar marketing services to the third party advertiser.

Historical transaction amounts

The historical transaction amounts under the Existing Marketing Services Framework Agreement are set out below:

	For the year ended December 31,		For the six months ended
	2020	2021	June 30, 2022
	<i>(RMB in million)</i>		
Transaction amount to be paid to the Group by JD Group	446.5	659.6	524.4
Transaction amount to be paid by the Group to JD Group	241.8	770.5	439.6

Annual caps

In respect of the 2023 Marketing Services Framework Agreement, the transaction amounts for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid to the Group by JD Group	2,400	3,700	5,600
Transaction amount to be paid by the Group to JD Group	1,700	2,400	3,400

Basis for the annual caps

Marketing Services Revenue

The annual caps for the transaction amount to be paid by JD Group to the Group under the 2023 Marketing Services Framework Agreement were determined with reference to (i) the historical transaction amounts paid by JD Group and the Group under the Existing Marketing Services Framework Agreement for the two years ended December 31, 2021 and the six months ended June 30, 2022; (ii) a buffer to cover unexpected increase the surging demand of such services; and (iii) the anticipated growth rate of the Group's business under the 2023 Marketing Services Framework Agreement for the three years ending December 31, 2025 after taking into account the historical growth rate of the Group's business under the Existing Marketing Services Framework Agreement. In particular, there is a strong growth momentum during the six months ended June 30, 2022, with a historical transaction amount of RMB524.4 million, representing a year-on-year growth of 83.4% as compared to the corresponding period in 2021.

Marketing Services Cost

The annual caps for the transaction amount to be paid by the Group to JD Group under the 2023 Marketing Services Framework Agreement were determined with reference to (i) the historical transaction amounts paid by the Group to JD Group under the Existing Marketing Services Framework Agreement for the two years ended December 31, 2021 and the six months ended June 30, 2022; (ii) the growth rate of the transaction amount paid by the Group to JD Group under the Existing Marketing Services Framework Agreement; (iii) the service revenue of the Group for the six months ended June 30, 2022 which has recorded a year-on-year increase of 46.2% as compared to the corresponding period in 2021, such growth trend is in line with the corresponding increase in the transaction amounts to be paid by the Group to JD Group in respect of the provision of advertising services during the corresponding period; (iv) a buffer to cover unexpected increase of the surging demand of such services; and (v) the anticipated growth rate of the Group's marketing costs taking into account the reasons mentioned above.

9. 2023 Supply Chain Solutions and Logistics Services Framework Agreement

Reference is made to the section headed "Connected Transactions — 5. Logistics Services Framework Agreement" in the Prospectus in respect of the Existing Logistics Services Framework Agreement entered into between the Company and JD.com on November 23, 2020, pursuant to which JD Group will provide to the Group various logistics services from time to time. The term of the Existing Logistics Services Framework Agreement will expire on December 31, 2022. On October 21, 2022, the Company and JD.com entered into the 2023 Supply Chain Solutions and Logistics Services Framework Agreement to renew the existing continuing connected transactions, the principal terms of which are set out below:

Date: October 21, 2022

Parties:

- (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
- (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)

Term: from January 1, 2023 to December 31, 2025

The 2023 Supply Chain Solutions and Logistics Services Framework Agreement is subject to the approval of the Independent Shareholders.

Subject matter: JD Group will provide integrated supply chain solutions and other logistics services to the Group, including but not limited to warehouse operation and storage services, domestic and international transportation and delivery services, after sales and maintenance services, cash on delivery services, and other related ancillary services in exchange for service fees. For the avoidance of doubt, the scope of the services to be provided under the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the scope of services provided under the Existing Logistics Services Framework Agreement are substantially the same.

Reasons and benefits for the renewal

The Directors consider that the provision of integrated supply chain solutions and other logistics services from JD Group to the Group would benefit the Company as (i) the core businesses of JD Group (as the operator of, among others, logistics services) and of the Group (as the provider of healthcare products and services) are highly complementary and beneficial to each other, (ii) given that JD Group enjoys a leading position in the PRC's logistics industry with an extensive network coverage (including but not limited to warehouses and delivery personnel), it is natural for, and in the best interest of, the Group to cooperate with JD Group, and (iii) the Group has been marketing and selling products or services online and requires efficient and reliable integrated supply chain solutions and other logistics services to enable the products to be safely and promptly delivered to its customers. In particular, the Group's healthcare product and service businesses have been expanding quickly. By entering into the 2023 Supply Chain Solutions and Logistics Services Framework Agreement to renew the exiting continuing connected transactions, the Group aims to meet the increasing demand for logistics services which is driven by the Group's sale of its healthcare products and services.

Pricing policies

The service fees are determined after arm's length negotiations in reference to market rates obtainable from comparable service provider, and are charged based on a variety of factors including storage space taken and the weights and the delivery distance of the packages. The Group will obtain comparable quotations from independent third party service providers on an annual basis to ensure that the terms the Group obtains from JD Group shall be on normal commercial terms or better as compared to those quoted by independent third party service providers for services of similar nature and scale.

Historical transaction amounts

The historical transaction amounts for the two years ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB1,247.3 million, RMB1,712.5 million and RMB1,174.5 million, respectively.

Annual caps

In respect of the 2023 Supply Chain Solutions and Logistics Services Framework Agreement, the transaction amounts to be paid by the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by the Group to JD Group	3,900	5,300	7,000

Basis for the annual caps

The above annual caps in respect of the 2023 Supply Chain Solutions and Logistics Services Framework Agreement are determined based on: (i) the historical transaction amounts and the growth trend for the two years ended December 31, 2021 and the six months ended June 30, 2022 under the Existing Logistics Services Framework Agreement. In particular, the historical transaction amount for the six months ended June 30, 2022 amounted to RMB1,174.5 million, representing a year-on-year growth of 47.7% as compared to the corresponding period in 2021; (ii) the expected increase in demand for the leasing of additional drug warehouses and the increasing need for logistics services in anticipation of increased transaction volume as consumers are more familiar with purchasing healthcare products and services online since the COVID-19 outbreak and in light of the rapid growth of the online healthcare industry; (iii) the anticipated increase in the variety of logistics service offerings by JD Group to the Group in the future, which will lead to a corresponding increase in the transaction amounts; and (iv) the expected increase of the GMV due to increase in demand for the products from the Group's consumers which will lead to a corresponding increase in the logistics services to be provided by the JD Group to the Group, and the customer base of the Group has been increasing during the two years ended December 31, 2021 and the six months ended June 30, 2022 and are expected to continue to increase in the three years ending December 31, 2025.

2023 JD HEALTH PROMOTIONAL CAMPAIGN SERVICES FRAMEWORK AGREEMENT

Reference is made to the January 2022 Announcement in relation to the Existing JD Health Promotional Campaign Services Framework Agreement. The Existing JD Health Promotional Campaign Services Framework Agreement shall expire on December 31, 2023. As the Company expects to organize more similar promotional activities for JD Group in the future, on October 21, 2022, the Group and JD.com entered into the 2023 JD Health Promotional Campaign Services Framework Agreement, pursuant to which the Group shall provide the JD Health Promotional Campaign Services to JD Group for a term of three years commencing from January 1, 2023 to December 31, 2025, and the expiry date under the Existing JD Health Promotional Campaign Services Framework Agreement was revised to December 31, 2022. The principal terms of the 2023 JD Health Promotional Campaign Services Framework Agreement are set out below:

Date: October 21, 2022

Parties:

- (i) the Company (for itself and on behalf of its subsidiaries and consolidated affiliated entities)
- (ii) JD.com (for itself and on behalf of its subsidiaries and consolidated affiliated entities, excluding the Group)

Term: from January 1, 2023 to December 31, 2025

Subject Matter: the Group will provide certain promotional campaign services to JD Group, such as organizing promotional activities and campaigns. Examples of such promotional activities and campaigns include but not limited to the issuance of coupons or other incentives to customers of the Group and JD Group incentivizing customers to use JD Group's platforms, to attract customers from the Group's target customer base to JD Group or to increase customer loyalty of JD Group's existing customers. JD Group shall in return pay the relevant promotional campaign service fees to the Group.

Reasons and benefits for entering into the 2023 JD Health Promotional Campaign Services Framework Agreement

Since January 2021, the Group has from time to time provided JD Health Promotional Campaign Services to JD Group. As the Company expects to organize more similar promotional activities for JD Group for the next three years, in particular, to engage in more promotional campaigns during peak seasons (e.g. 618 Grand Promotion, Singles Day Grand Promotion and other major online shopping events throughout the year, etc) and after taking into account of the expected growth in the Group's customer base, the Company expects to continue with the provision of JD Health Promotional Campaign Services to JD Group.

The Group believes that such arrangement is mutually beneficial for the Group and JD Group, (i) as the nature of the core businesses of JD Group (as the operator of, among others, online platforms) and the Group (as the provider of healthcare products and services) is different to a certain extent,

the Group has therefore accumulated a specific customer base during its years of operation, the cooperation with JD Group in promotional activities would enable JD Group to reach more new and potential customers by utilizing the Group’s customer base, and (ii) such promotional activities would incentivize customers to use the platforms of JD Group and increase customer loyalty of JD Group’s existing customers. Further, the cooperation between the Group and JD Group in promotional activities and campaigns provides for an integrated customer experience among the platforms of the Group and JD Group, and as both parties enjoy respective advantages in different fields, it will therefore bring synergies to both the Group and JD Group.

Pricing policies

The promotional campaign service fees shall be determined with reference to the prevailing market rates and taking into account all relevant factors and circumstances, including but not limited to the number of customers referred by the Group through the provision of the JD Health Promotional Campaign Services, and the type, effectiveness and performance of the promotional activities. The service fees shall be billed and settled on a monthly or quarterly basis generally, as provided under the underlying transaction agreements.

Historical transaction amounts

Since January 2021 and prior to entering into Existing JD Health Promotional Campaign Services Framework Agreement, the Group has from time to time provided JD Health Promotional Campaign Services to JD Group. The historical transaction amounts with respect to the JD Health Promotional Campaign Services for the year ended December 31, 2021 and the six months ended June 30, 2022 were approximately RMB18.7 million and RMB1.1 million, respectively.

Annual caps

In respect of the 2023 JD Health Promotional Campaign Services Framework Agreement, the transaction amounts to be paid to the Group for the three years ending December 31, 2025 shall not exceed the annual caps as set out in the table below:

	For the year ending December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Transaction amount to be paid by JD Group to the Group	250 ^(Note)	350	490

Note: The Company did not change the annual cap for the year ending December 31, 2023, it remains the same as the annual cap adopted in the Existing JD Health Promotional Campaign Services Framework Agreement. For the basis for this annual cap, please refer to the January 2022 Announcement.

Basis for the annual caps

The above annual caps (save and except the annual cap for the year ending December 31, 2023) are determined based on:

- (i) the historical transaction amount with respect to the JD Health Promotional Campaign Services for the year ended December 31, 2021 and the six months ended June 30, 2022;
- (ii) the expected increase in demand for the JD Health Promotional Campaign Services and the estimated total transaction amount with respect to the JD Health Promotional Campaign Services for the three years ending 2025. Given the success and effect of the promotional campaigns organized for JD Group in the past, the Group anticipates that it will continue to organize more similar promotional activities for JD Group, in particular, during peak season (e.g. 618 Grand Promotion, Singles Day Grand Promotion and other major online shopping events throughout the year, etc), which will attract customers to JD Group from the Group's target customer base; and
- (iii) the expected growth of the Group's customer base, who will be entitled to join the promotional activities launched by the Group under the 2023 JD Health Promotional Campaign Services Framework Agreement, as the Group expects the continuous provision of the JD Health Promotional Campaign Services will bring more potential customers to JD Group.

INTERNAL CONTROLS FOR THE CONTINUING CONNECTED TRANSACTIONS

The Company has adopted and implemented a management system on connected transactions, and the Board and various internal departments of the Company are responsible for the control and management in respect of the continuing connected transactions. For instance, the Company has adopted and will adopt the following internal control measures for the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement:

- the Board and various internal departments of the Company (including finance, legal and compliance and business operation departments) will be jointly responsible for evaluating the terms under the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement, in particular, the fairness and reasonableness of the pricing policies and annual caps under each transaction, on an annual basis;
- the business operation department and finance department have and will continue to closely monitor the actual transaction amounts relating to the continuing connected transactions under each of the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement on a half yearly basis. If the actual transaction amount reaches certain threshold of the annual caps of the relevant continuing connected transactions (i.e. 50% in the first half of the year), or if the business operation department and finance department expect that the relevant business operations will expand and may use up a substantial part of the annual caps in the short run, the matter shall promptly be escalated to the chief financial officer. The

chief financial officer will assess if there is need to revise the existing annual caps, and if so, revise the annual caps in accordance with the relevant internal procedures of the Company and re-comply with the requirements under the Listing Rules;

- before the Group enters into any of the transactions under each of the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement, the responsible business units must ensure the pricing policies are adhered to and the price of the transaction is the same as, or within the price range of, comparable transactions carried out with independent third parties in the market (where such transactions are available for references);
- the Company's internal audit department will monitor and assess the effectiveness and adequacy of the overall formulation and execution of internal control policies of the Company (including those in relation to the continuing connected transactions), and will make recommendation and report to the audit committee of the Company annually;
- the Company's external auditors will review the continuing connected transactions under each of the 2023 Agreements and 2023 JD Health Promotional Campaign Services Framework Agreement annually to check and confirm (among others) whether the pricing terms have been adhered to and whether the annual cap has been exceeded; and
- the independent non-executive Directors will also review the continuing connected transactions under each of the 2023 Agreements and 2023 JD Health Promotional Campaign Services Framework Agreement annually to check and confirm whether such continuing connected transactions have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and whether the internal control procedures put in place by the Company are adequate and effective to ensure that such continuing connected transactions are conducted in accordance with the pricing policies.

Based on the above, the Board considers that the pricing policies and internal control mechanism and procedures in place for each of the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement can ensure the transactions contemplated thereunder will be conducted on normal commercial terms or better.

INFORMATION ON THE PARTIES

The Group

The Company is an investment holding company and is incorporated in the Cayman Islands and the Shares are listed on the Main Board of the Stock Exchange (stock code: 6618). As a leading online healthcare platform, the Group is committed to becoming the go-to health management platform for everyone in China. With this aim, the Group continues to strengthen its business foundation and make strategic deployments in the online healthcare industry for the future. The Group's strategic position is to create a technology-driven platform that centers 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.

JD.com

As of June 30, 2022, JD.com, through its wholly-owned subsidiary JD Jiankang Limited, is indirectly interested in 2,149,253,732 Shares, representing approximately 67.62% of the Company's total issued share capital.

JD.com is a controlling shareholder of the Company, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 9618) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol "JD". JD.com is a leading supply chain-based technology and service provider. Its cutting-edge retail infrastructure seeks to enable consumers to buy whatever they want, whenever and wherever they want it. JD.com 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. As of June 30, 2022, Mr. Richard Qiangdong Liu, a non-executive Director, held approximately 74.1% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings.

JD Technology

JD Technology is a company incorporated in the PRC and is primarily engaged in the business of providing a suite of cutting-edge technology services to its business partners. JD Technology is considered a connected person of the Company by virtue of it being an associate of JD.com, a controlling shareholder of the Company, as JD.com held approximately 42% equity interest in JD Technology as of June 30, 2022.

LISTING RULES IMPLICATIONS

JD.com is a controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the transactions contemplated under the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement would constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to renew continuing connected transactions, the Company will have to re-comply with provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As all of the applicable percentage ratios calculated with reference to the highest annual caps for the respective transactions contemplated under each of (i) the 2023 Loyalty Program Framework Agreement, (ii) the 2023 Promotion Services Framework Agreement, (iii) the 2023 Payment Cooperation Framework Agreement, (iv) the 2023 Shared Services Framework Agreement, (v) the 2023 JD Healthcare Technology Services Framework Agreement and (vi) the 2023 JD Health Promotional Campaign Services Framework Agreement are more than 0.1% but less than 5%, the entering into of the said agreements and the respective transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 14A.53(1) of the Listing Rules to express annual caps for the 2023 Technology and Traffic Support Services Framework Agreement in terms of monetary value. As of the conditions under the Waiver, the transactions contemplated under the 2023 Technology and Traffic Support Services Framework Agreement are subject to, among others, the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated with reference to the highest annual caps for the respective transactions contemplated under each of (i) the 2023 JD Sales Framework Agreement, (ii) the 2023 Marketing Services Framework Agreement and (iii) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement exceeds 5%, the entering into of the said agreements and the respective transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

Mr. Richard Qiangdong Liu is deemed or may be perceived to have a material interest in the 2023 Agreements and 2023 JD Health Promotional Campaign Services Framework Agreement, and as a result has abstained from voting on matters relating to the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement. Other than the aforesaid Director, no other Directors have a material interest in the 2023 Agreements and the 2023 JD Health Promotional Campaign Services Framework Agreement or are required to abstain from voting on the resolutions of the Board approving the transactions.

The Directors (including the independent non-executive Directors, and Mr. Richard Qiangdong Liu, who have abstained) have, after due and careful consideration, determined that the annual caps of each of (i) the 2023 Loyalty Program Framework Agreement, (ii) the 2023 Promotion Services Framework Agreement, (iii) the 2023 Payment Cooperation Framework Agreement, (iv) the 2023 Shared Services Framework Agreement, (v) the 2023 JD Healthcare Technology Services Framework Agreement and (vi) the 2023 JD Health Promotional Campaign Services Framework Agreement are: (i) fair and reasonable; (ii) on normal commercial terms or better and in the ordinary course of business of the Group; and (iii) in the interests of the Company and the Shareholders as a whole.

The Directors (excluding the independent non-executive Directors, whose view will be given after considering the advice and recommendation of Gram Capital, and Mr. Richard Qiangdong Liu, who have abstained) have, after due and careful consideration, determined that the terms of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps) are: (i) fair and reasonable; (ii) on normal commercial terms or better and in the ordinary course of business of the Group; and (iii) in the interests of the Company and the Shareholders as a whole.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in respect of each of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps). Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

EGM

An EGM will be convened and held for the Independent Shareholder to consider and approve, by way of poll, among other matters if applicable, (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps).

JD.com is a party to each of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and therefore has a material interest in the transactions contemplated thereunder. Accordingly, JD.com and its associates, including JD Jiankang Limited and Mr. Richard Qiangdong Liu, shall abstain from voting on the resolutions approving the terms of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps).

Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, no other Shareholder has a material interest in or is otherwise interested in or involved in (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement, and therefore, no other Shareholder is required to abstain from voting on resolutions in relation to these matters at the EGM.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) details of (a) the 2023 Technology and Traffic Support Services Framework Agreement, (b) the 2023 JD Sales Framework Agreement, (c) the 2023 Marketing Services Framework Agreement and (d) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps); (ii) the recommendations from the Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before December 8, 2022 as additional time will be required to finalise certain information to be included in the circular.

DEFINITIONS

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

“2023 Agreements”	collectively, (i) the 2023 Loyalty Program Framework Agreement, (ii) the 2023 Promotion Services Framework Agreement, (iii) the 2023 Payment Cooperation Framework Agreement, (iv) the 2023 Shared Services Framework Agreement, (v) the 2023 JD Healthcare Technology Services Framework Agreement, (vi) the 2023 Technology and Traffic Support Services Framework Agreement, (vii) the 2023 JD Sales Framework Agreement, (viii) the 2023 Marketing Services Framework Agreement and (ix) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement
“2023 JD Health Promotional Campaign Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of JD Health Promotional Campaign Services
“2023 JD Healthcare Technology Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of the JD Health Software Services
“2023 JD Sales Framework Agreement”	the agreement October 21, 2022 entered into between the Company and JD.com in relation to the provision of the healthcare products and services to JD Group
“2023 Marketing Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of the certain marketing services to each other
“2023 Loyalty Program Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the customer loyalty arrangement
“2023 Payment Cooperation Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com and its associate(s) in relation to the payment services arrangement between JD Group and its associate and the Group
“2023 Promotion Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the promotion services arrangement between JD Group and the Group

“2023 Shared Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of certain back-office administrative support services and other shared services
“2023 Supply Chain Solutions and Logistics Services Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of integrated supply chain solutions and logistics services
“2023 Technology and Traffic Support Service Framework Agreement”	the agreement dated October 21, 2022 entered into between the Company and JD.com in relation to the provision of technology and traffic support services through JD Group’s online platforms
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“Circular”	the circular of the Company dated September 16, 2021 in relation to the revision of the annual caps under the Existing Marketing Services Framework Agreement, the Existing JD Sales Framework Agreement and the Existing Promotion Services Framework Agreement
“Company”	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 November 30, 2018
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the Independent Shareholders to consider and vote on the (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps)

“Existing Agreements”	collectively, (i) the Existing Technology and Traffic Support Services Framework Agreement, (ii) the Existing JD Sales Framework Agreement, (iii) the Existing Logistics Services Framework Agreement, (iv) the Existing Marketing Services Framework Agreement, (v) the Existing Loyalty Program Framework Agreement, (vi) the Existing Promotion Services Framework Agreement, (vii) the Existing Payment Cooperation Framework Agreement, (viii) the Existing Shared Services Framework Agreement, (ix) the Existing JD Technology Shared Services Framework Agreement, and (x) the Existing JD Healthcare Technology Services Framework Agreement
“Existing JD Health Promotional Campaign Services Framework Agreement”	the agreement dated January 6, 2022 entered into between the Company and JD.com in relation to the provision of JD Health Promotional Campaign Services
“Existing JD Healthcare Technology Services Framework Agreement”	the agreement dated June 22, 2021 entered into between the Company and JD Technology, the terms of which were summarized in the June 2021 Announcement
“Existing JD Sales Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 4. JD Sales Framework Agreement” in the Prospectus, the July 2021 Announcement and the Circular
“Existing JD Technology Shared Services Framework Agreement”	the agreement dated June 22, 2021 entered into between the Company and JD Technology, the terms of which were summarized in the June 2021 Announcement
“Existing Logistics Services Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 5. Logistics Services Framework Agreement” in the Prospectus
“Existing Loyalty Program Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 3. Loyalty Program Framework Agreement” in the Prospectus
“Existing Marketing Services Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 6. Marketing Services Framework Agreement” in the Prospectus, the July 2021 Announcement and the Circular

“Existing Payment Cooperation Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com and its associate(s), the terms of which were summarized under the section headed “Connected Transactions — 9. Payment Cooperation Framework Agreement” in the Prospectus
“Existing Promotion Services Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 8. Promotion Services Framework Agreement” in the Prospectus, the June 2021 Announcement and the Circular
“Existing Shared Services Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 10. Shared Services Framework Agreement” in the Prospectus
“Existing Technology and Traffic Support Services Framework Agreement”	the agreement dated November 23, 2020 entered into between the Company and JD.com, the terms of which were summarized under the section headed “Connected Transactions — 2. Technology and Traffic Support Services Framework Agreement” in the Prospectus
“GMV”	the total value of all orders for products placed with the Group, regardless of whether the goods are sold or delivered or whether the goods are returned
“Group”	the Company and its subsidiaries and consolidated affiliated entities from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising Mr. Xingyao Chen, Ms. Ling Li, Dr. Jiyu Zhang and Mr. Ying Wu, being the independent non-executive Directors, established to advise the Independent Shareholders
“Independent Financial Adviser” or “Gram Capital”	Gram Capital Limited, a licensed corporation to conduct Type 6 (advising on Corporate Finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which has been appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps)

“Independent Shareholders”	the Shareholders, other than (i) JD.com and its associates, including JD Jiankang Limited and Mr. Richard Qiangdong Liu; and (ii) those who are required to abstain from voting at the EGM to be convened to approve the (i) the 2023 Technology and Traffic Support Services Framework Agreement, (ii) the 2023 JD Sales Framework Agreement, (iii) the 2023 Marketing Services Framework Agreement and (iv) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement and the respective transactions contemplated thereunder (including the annual caps)
“JD.com”	JD.com, Inc., one of the controlling shareholders of the Company, a company incorporated in the British Virgin Islands 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 (stock code: 9618) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol “JD” and, where the context requires, includes its consolidated subsidiaries and consolidated affiliated entities from time to time
“JD Group”	JD.com and its subsidiaries and consolidated affiliated entities, excluding the Group
“JD Health Promotional Campaign Services”	the promotional campaign services, such as organizing promotional activities and campaigns. Examples of such promotional activities and campaigns include but not limited to the issuance of coupons or other incentives to customers of the Group and JD Group incentivizing customers to use JD Group’s platforms, to attract customers from the Group’s target customer base to JD Group or to increase customer loyalty of JD Group’s existing customers
“JD Health Software Services”	the development, operation and maintenance services of healthcare and medical related information systems, and other similar products and services, for example medical insurance information system and medical insurance payment management system
“JD Technology”	Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司), formerly known as Jingdong Digits Technology Holding Co., Ltd. (京東數字科技控股股份有限公司), and, where the context requires, includes its consolidated subsidiaries from time to time
“January 2022 Announcement”	the announcement of the Company dated January 6, 2022 in relation to the Existing JD Health Promotional Campaign Services Framework Agreement

“July 2021 Announcement”	the announcement of the Company dated July 1, 2021 in relation to the revision of annual caps under the Existing Marketing Services Framework Agreement, the Existing JD Sales Framework Agreement and the Existing Promotion Services Framework Agreement
“June 2021 Announcement”	the announcement of the Company dated June 22, 2021 in relation to the Existing JD Healthcare Technology Services Framework Agreement and the Existing JD Technology Shared Services Framework Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loyalty Program Arrangements”	the arrangements between the Group and JD Group where the Group shall participate in the customer loyalty program of JD Group and the relevant customer loyalty awards are supplied by JD Group
“Prospectus”	the prospectus of the Company dated November 26, 2020
“RMB”	Renminbi, the lawful currency of China
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0000005 each
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Waiver”	a waiver from strict compliance with the requirements of Rule 14A.53(1) of the Listing Rules to express annual caps for the 2023 Technology and Traffic Support Services Framework Agreement in terms of monetary value, details of which are set out under “6. 2023 Technology and Traffic Support Services Framework Agreement” in this announcement
“%”	per cent

By order of the Board
JD Health International Inc.
Mr. Enlin Jin
Executive Director

Hong Kong, October 21, 2022

As of the date of this announcement, the Board comprises Mr. Enlin Jin as the executive Director, Mr. Richard Qiangdong Liu and Mr. Qingqing Yi as non-executive Directors, and Mr. Xingyao Chen, Ms. Ling Li, Dr. Jiyu Zhang and Mr. Ying Wu as independent non-executive Directors.