

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.



JD Logistics, Inc.

京东物流股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2618)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 21, 2023

References are made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of annual general meeting (the “**AGM**”) of JD Logistics, Inc. (the “**Company**”) both dated April 29, 2023. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on June 21, 2023, all proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares was 6,604,681,772 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the Resolutions at the AGM. No Shareholders were required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed by the Company as the scrutineer for the purpose of vote-taking at the AGM.

The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Group and the reports of the Directors and the independent auditor of the Company for the year ended December 31, 2022.	4,771,074,016 (99.988%)	558,899 (0.012%)
2.	(i) To re-elect Mr. Richard Qiangdong Liu (劉強東) as a non-executive Director.	4,728,677,192 (99.100%)	42,955,723 (0.900%)
	(ii) To re-elect Mr. Liming Wang (王利明) as an independent non-executive Director.	4,770,889,115 (99.984%)	743,800 (0.016%)
	(iii) To re-elect Ms. Jennifer Ngar-Wing Yu (余雅穎) as an independent non-executive Director.	4,771,515,616 (99.998%)	117,300 (0.002%)
3.	To authorise the Board to fix the remuneration of the Directors.	4,771,379,250 (99.995%)	253,665 (0.005%)
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2023.	4,767,319,416 (99.910%)	4,313,499 (0.090%)
5(a).	To grant a general mandate to the Directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 5(a) of the AGM Notice).	4,564,162,719 (95.652%)	207,470,196 (4.348%)
5(b).	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5(b) of the AGM Notice).	4,754,811,079 (99.647%)	16,821,836 (0.353%)
5(c).	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company (Ordinary Resolution No. 5(c) of the AGM Notice).	4,577,582,156 (95.933%)	194,050,759 (4.067%)

SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
6.	To approve and adopt the third amended and restated memorandum and articles of association of the Company and authorise any one of the directors of the Company to do all things necessary to implement the adoption of the third amended and restated memorandum and articles of association of the Company.	4,738,698,477 (99.310%)	32,934,436 (0.690%)

Note: The full text of each of the Resolutions was set out in the AGM Notice.

* All percentages are rounded to 3 decimal places.

As more than 50% of the votes were cast in favour of each of the above Resolutions numbered 1 to 5, these Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As more than 75% of the votes were cast in favour of the above Resolution numbered 6, this Resolution was duly passed as a special resolution of the Company at the AGM.

Mr. Yui Yu, Ms. Jennifer Ngar-Wing Yu, Mr. Liming Wang and Mr. Yang Zhang attended the AGM in person or by telephone conference, and Mr. Richard Qiangdong Liu, Ms. Nora Gu Yi Wu and Dr. Xiande Zhao were unable to attend the AGM due to their other business commitments.

ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The third amended and restated memorandum and articles of association of the Company has been approved by the Shareholders by way of a special resolution at the AGM and has become effective on June 21, 2023. The full text of the third amended and restated memorandum and articles of association of the Company will be published on the websites of the Stock Exchange and the Company.

By order of the Board
JD Logistics, Inc.
Mr. Yui Yu
Executive Director

Hong Kong, June 21, 2023

As of the date of this announcement, the Board comprises Mr. Yui Yu as executive Director, Mr. Richard Qiangdong Liu as non-executive Director, and Ms. Nora Gu Yi Wu, Ms. Jennifer Ngar-Wing Yu, Mr. Liming Wang, Dr. Xiande Zhao and Mr. Yang Zhang as independent non-executive Directors.