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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 Codes: 6618 (HKD counter) and 86618 (RMB counter))

GRANT OF SHARE AWARDS

The Board announces that on October 1, 2023, the Company granted 2,374,496 Award Shares involving 2,374,496 new Shares, representing approximately 0.07% of the total issued Shares as at the Grant Date, to the Grantees under the Post-IPO Share Award Scheme.

The details of the Grants are as follows:

Grant Date:	October 1, 2023
Grantees:	Employees and senior management of the Group (not including Directors)
Consideration for the Grants:	Nil
Number of Award Shares granted:	2,374,496
Market price of the Shares on the Grant Date:	HK\$40.60 per Share ^(Note)
Vesting period:	(i) 147,928 Award Shares will be vested over 0.75 to 3.75 years from the Grant Date; (ii) 34,806 Award Shares will be vested over one to two years from the Grant Date; (iii) 2,174,862 Award Shares will be vested over one to four years from the Grant Date; (iv) 4,710 Award Shares will be vested over 1.25 to 2.25 years from the Grant Date; (v) 1,191 Award Shares will be vested over 1.25 to 3.25 years from the Grant Date;

- (vi) 1,762 Award Shares will be vested on the 18th month of the Grant Date;
- (vii) 2,637 Award Shares will be vested over 1.5 to 2.5 years from the Grant Date; and
- (viii) 6,600 Award Shares will be vested over 1.5 to 3.5 years from the Grant Date.

Out of the grants as mentioned above in (i), only the vesting period for the grant of 22,189 Award Shares is shorter than 12 months because they are “make-whole” share awards to new employees of the Group to replace the share awards they forfeited when leaving the previous employers. For the avoidance of doubt, this does not include the grant to senior management of the Group.

Conditions:

The vesting of 628,934 Award Shares are subject to the relevant Grantees remaining to perform the duties of their current employment as of the Grant Date.

Performance target:

There is no performance target attached to the Grants.

In considering the Grants made to the Grantees who are members of the senior management, the Remuneration Committee has taken into account the following factors: (i) the relevant Grantees are employees of the Group who will contribute directly to the overall business performance and sustainable development of the Group, (ii) the value of the Award Shares is subject to the future market price of the Shares, which in turn depends on the business performance of the Group (to which the relevant Grantees would directly contribute) and the relevant Grantees will benefit more from the Award Shares if the Share price increases, (iii) the Grants will provide the relevant Grantees with incentives to continue to contribute to the growth and development of the Group through ownership of the Share, and (iv) in the overall, the relevant Grants can serve the purpose of the Post-IPO Share Award Scheme. Based on the above, the Remuneration Committee is of the view that it is not necessary to set additional performance target, and without the additional performance target, the relevant Grants could align the interests of the relevant Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the relevant Grantees to make contributions to the long-term growth of the Group, which is in line with the purpose of the Post-IPO Share Award Scheme.

Clawback mechanism:

Where the following events as specified in the rules of the Post-IPO Share Award Scheme arises, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, any vested Award Shares shall be canceled, any earnings from selling of the Award Shares shall be owned by the Company and the Company have the right to request the grantee to refund the Company, unless the Board or its delegate(s) determines otherwise at their absolute discretion:

- (a) the grantee, being an employee whose employment is terminated by the Group or an affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice,
- (b) the grantee having been convicted of any criminal offense involving his or her integrity or honesty, or
- (c) the grantee conducts, among others, activities that cause damage to the Group, or causes damages to the Group's interest or reputation.

The relevant Grantees of 628,934 Award Shares are required to satisfy the conditions as mentioned above during the vesting period and on each relevant vesting date in order for the relevant portion of the Award Shares to be vested on the relevant vesting date. Failure to satisfy any of the conditions by the relevant Grantees during the relevant vesting period and on each respective relevant vesting date will lead to termination of the Grant and the relevant portion of the Award Shares will not be vested. The Company shall have the sole and fullest discretion to determine whether the relevant Grantee has satisfied all or any of the conditions.

Note: as the Grant Date is a non-trading day, this amount is the closing price on September 29, 2023, being the trading day immediately preceding the Grant Date.

Reasons for and Benefits of the Grants

The purpose of the Grants is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the Grantees to make contributions to the long-term growth and profits of the Group.

GENERAL INFORMATION

The above Grants would not result in the options and awards granted and to be granted to each individual grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% of the Shares in issue.

None of the Grants will be subject to approval by the Shareholders, and none of the above Grantees is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or an associate (as defined in the Listing Rules) of any of them.

2,374,496 Shares may be allotted and issued to the trustee in relation to the Grant, which shall hold such Shares on trust for the Grantees. Such new Shares will then be transferred to the Grantees at no cost upon satisfaction of the abovementioned vesting conditions. Accordingly, no funds will be raised from the issue of the new Shares. The Stock Exchange has previously granted its approval of the listing of, and permission to deal in, new Shares which may be issued pursuant to the vesting of Award Shares which may be granted pursuant to the Post-IPO Share Award Scheme on December 7, 2020.

The new Shares to be allotted and issued by the Company to satisfy the Grants represent approximately 0.07% of the total issued Shares of the Company as at the Grant Date. The new Shares, when issued and allotted, shall rank pari passu among themselves and with the fully paid Shares in issue. The trustee shall not exercise any voting rights and powers in respect of any Shares held under the trust.

The aggregate number of Shares underlying all grants made pursuant to the Post-IPO Share Award Scheme (excluding Award Shares which have been forfeited in accordance with the Post-IPO Share Award Scheme) will not exceed 312,708,211 Shares without Shareholders' approval subject to an annual limit of 3% of the total number of issued Shares at the relevant time. As of the Grant Date, 253,005,460 Award Shares are available for future grant under the aforementioned scheme mandate limit.

The Post-IPO Share Award Scheme was adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 to the extent required by the transitional arrangements for the existing share schemes.

DEFINITIONS

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

“Award Shares”	award shares, each representing a contingent right to receive one Share, which is awarded under the Post-IPO Share Award Scheme
“Board”	the board of Directors
“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, the Shares of which are listed on the Main Board of the Stock Exchange (stock codes: 6618 (HKD counter) and 86618 (RMB counter))
“Directors”	the directors of the Company
“Grants”	2,374,496 Award Shares to be granted to the Grantees in accordance with the Post-IPO Share Award Scheme on the Grant Date
“Grant Date”	October 1, 2023
“Grantees”	the employees and senior management of the Group (not including Directors) who were granted Award Shares in accordance with the Post-IPO Share Award Scheme
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollar, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Post-IPO Share Award Scheme”	the post-IPO share award scheme adopted by the Company on November 23, 2020
“Remuneration Committee”	the Remuneration Committee of the Board
“Shareholders”	holder(s) of Shares in the Company
“Shares”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0000005 each

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“US\$”

U.S dollars, the lawful currency of the United States of America

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

Hong Kong, October 2, 2023

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 Ms. Ling Li, Dr. Jiyu Zhang, Mr. Xingyao Chen and Mr. Ying Wu as independent non-executive Directors.