THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JD Health International Inc., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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))

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice of the Annual General Meeting of JD Health International Inc. to be held at 10:00 a.m. on Monday, June 29, 2026 at Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC is set out on pages 15 to 19 of this circular.

A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited at https://www.hkexnews.hk and the Company at https://ir.jdhealth.com. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Saturday, June 27, 2026) or any adjournment thereof. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meetings.

Completion and return of the proxy form shall not preclude any Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the proxy form shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

June 5, 2026

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In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"ADSs"	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, June 29, 2026 at Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the PRC or any adjournment thereof, notice of which is set out in Appendix III to this circular
"Articles of Association"	the seventh amended and restated memorandum and articles of association of the Company adopted by special resolution passed on June 21, 2024 and currently in force
"Audit Committee"	the audit committee of the Company
"Auditor"	the auditor of the Company from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"China" or "the PRC"	the People's Republic of China
"close associate(s)"	has the same meaning as ascribed to it under the Listing Rules
"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))
"controlling shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules
"core connected person(s)"	has the same meaning as ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group" or "the Group"	the Company, its subsidiaries and consolidated affiliated entities from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"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 of the Stock Exchange (stock codes: 9618 (HKD Counter) and 89618 (RMB Counter)) 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 entities from time to time
"JD Group"	JD.com and its subsidiaries and consolidated affiliated entities, excluding the Group
"Latest Practicable Date"	Tuesday, May 26, 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Date"	December 8, 2020, being the date of listing of the Shares on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Post-IPO Share Award Scheme"	the post-IPO share award scheme adopted by the Company on November 23, 2020
"Pre-IPO ESOP"	the pre-IPO employee share incentive plan adopted by the Company on September 14, 2020
"Prospectus"	the prospectus of the Company dated November 26, 2020
"Remuneration Committee"	the remuneration committee of the Company
"RMB"	Renminbi, the lawful currency of China

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share(s)"	ordinary share(s) with nominal value of US$0.0000005 each in the share capital of the Company (save for any treasury Shares, the holders of which shall abstain from voting at the Company's general meetings)
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning as ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules
"Takeovers Code"	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

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))

Executive Director:
Mr. Dong Cao (曹冬) *(Chief Executive Officer)*

Non-executive Director:
Mr. Richard Qiangdong Liu (劉強東) *(Chairman)*

Independent Non-executive Directors:
Ms. Ling Li (李玲)
Dr. Jiyu Zhang (張吉豫)
Mr. Xingyao Chen (陳興垚)
Mr. Ying Wu (吳鷹)
Professor George Lau (廖家傑)

Registered Office:
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Headquarters in PRC:
Block C, Building 2
Jingdong Headquarters
No. 20 Kechuang 11 Street
Yizhuang Economic and Technological Development Zone
Daxing District
Beijing 101111
People's Republic of China

Principal Place of Business in Hong Kong:
Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

June 5, 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details for (i) the proposed granting of general mandates to the Directors to issue and repurchase Shares; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of Auditor; and (iv) giving the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On June 20, 2025, ordinary resolutions were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares) not exceeding in aggregate 20% of the total number of Shares in issue (excluding any treasury Shares and any repurchased Shares pending cancellation) at the date of passing of such resolution (the "**Issue Mandate**"); (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares and any repurchased Shares pending cancellation) at the date of passing of such resolution (the "**Repurchase Mandate**"); and (iii) to extend the number of Shares which can be allotted, issued and dealt with (including any sale or transfer of treasury Shares) under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the "**Extension Mandate**").

Based on 3,199,160,761 Shares in issue (excluding treasury Shares and repurchased Shares pending cancellation) as at the Latest Practicable Date and assuming that there is no change to the number of Shares in issue (excluding treasury Shares and repurchased Shares pending cancellation) prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury Shares) up to a limit of 639,832,152 Shares under the Issue Mandate and to repurchase 319,916,076 Shares under the Repurchase Mandate.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate, the Issue Mandate and the Extension Mandate (together, the "**General Mandates**") at the Annual General Meeting.

If approved by the Shareholders at the Annual General Meeting, the General Mandates will continue to be in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the revocation or variation of the General Mandates by an ordinary resolution of the Shareholders in general meeting.

The explanatory statement required by the Listing Rules to be sent to all Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. With effect from September 29, 2025, Mr. Dong Cao (曹冬) ("**Mr. Cao**") has been appointed as an executive Director. Please refer to the announcement of the Company dated September 29, 2025. Accordingly, Mr. Cao will retire at the Annual General Meeting and, being eligible, will offer himself for re-election as an executive Director at the Annual General Meeting.

In accordance with article 16.19 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. Accordingly, Mr. Richard Qiangdong Liu (劉強東) ("**Mr. Liu**") and Ms. Ling Li (李玲) ("**Ms. Li**") will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee assists the Board in the selection and nomination process for the above retiring Directors. The nomination was made in accordance with the Company's nomination policy and took into account the Board's composition as well as the various diversity aspects as set out in the Company's board diversity policy.

Ms. Li, being the independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have assessed the independence of Ms. Li and are satisfied that she has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director and consider her to be independent.

In considering and approving the re-election of the retiring Directors at the Annual General Meeting, the Nomination Committee and the Board have reviewed the overall contribution and service to the Company of the retiring Directors and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of Mr. Cao, Mr. Liu, and Ms. Li as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

The biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended December 31, 2025 were audited by Deloitte Touche Tohmatsu whose term of office will expire upon the Annual General Meeting.

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Deloitte Touche Tohmatsu as the Auditor to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending December 31, 2026.

The estimated audit fee for the audit services provided by Deloitte Touche Tohmatsu to the Company for the year ending December 31, 2026 is approximately in the range of RMB7.0 million to RMB8.0 million (exclusive of out-of-pocket expenses). The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Deloitte Touche Tohmatsu, taking into account, among other things, the historical audit fee agreed by the Company and Deloitte Touche Tohmatsu, the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit, and the time and resources deployed by the auditors. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies, or regulatory environment during the financial year ending December 31, 2026 and no unforeseeable circumstances which would render the estimated audit fee unfair and unreasonable.

5. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed, inter alia, to approve (i) the grant of the General Mandates; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of Auditor.

In accordance with the requirements of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, June 23, 2026.

A proxy form for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Saturday, June 27, 2026 (Hong Kong Time)), or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposals for (i) grant of the General Mandates to the Directors to issue and repurchase Shares; (ii) re-election of the retiring Directors; and (iii) re-appointment of Auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,
On behalf of the Board
JD Health International Inc.
Mr. Dong Cao
Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

*This explanatory statement (the "**Explanatory Statement**") contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

1. SHAREHOLDERS APPROVAL

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

2. SHARE CAPITAL

- As at the Latest Practicable Date, there were in issue a total of 3,210,775,111 Shares of nominal value of US$0.0000005 each, all of which are fully paid and there were no treasury Shares.
- Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company (excluding any treasury Shares and any repurchased Shares pending cancellation) in issue on the date the resolution granting the Repurchase Mandate is passed. Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the Annual General Meeting, there will be 3,199,160,761 Shares in issue (excluding any treasury Shares and any repurchased Shares pending cancellation), and exercise in full of the Repurchase Mandate would result in up to a maximum of 319,916,076 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 5(b) of the notice of the Annual General Meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited accounts for the year ended December 31, 2025 in the event the Repurchase Mandate was exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

5. GENERAL

(a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company or its subsidiaries.

(b) The Directors, so far as the same may be applicable, will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

(c) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

(d) The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

(e) If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Liu was interested in (i) 99,617,600 Shares, which includes his entitlement to receive up to 8,840,421 Shares pursuant to the exercise of options granted to him under the Pre-IPO ESOP, subject to the conditions (including vesting conditions) of those options, and 64,215,503 Shares pursuant to the vesting of the awards granted to him under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards; and (ii) 2,149,253,732 Shares through JD Jiankang Limited and JD.com under the SFO; Mr. Liu's interests in the Company, in aggregate, represents approximately 70.04% of the issued Shares (including treasury Shares and repurchased Shares pending cancellation). In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Liu's interests in the Company will be increased to approximately 77.79% of the issued Shares (including treasury Shares and repurchased Shares pending cancellation) and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

(f) The Directors have no present intention to exercise the Repurchase Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued Shares as required under Rule 8.08 of the Listing Rules.

(g) The Directors, confirm that, to the best of their knowledge and belief, neither the Explanatory Statement nor the Repurchase Mandate has unusual features.

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 calendar months preceding the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	42.55	36.45
June	44.60	38.30
July	51.80	40.70
August	69.35	48.04
September	70.40	61.35
October	67.75	59.70
November	69.95	58.15
December	63.80	54.90
2026		
January	71.70	55.60
February	63.55	55.70
March	56.75	45.02
April	52.60	44.40
May (up to and include the Latest Practicable Date)	51.70	38.44

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company repurchased a total of 11,614,350 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date (i.e. from November 26, 2025 to May 26, 2026) and details of which are as follows:

Date of repurchase	**Number of Shares repurchased**	**Repurchase price per Share**	
		Highest	**Lowest**
		HK$	*HK$*
May 15, 2026	198,050	45.3	45.06
May 18, 2026	1,908,300	43.36	42.46
May 19, 2026	2,248,300	41.92	41.2
May 20, 2026	2,053,750	40.56	39.86
May 21, 2026	1,933,200	40.5	39.78
May 22, 2026	729,250	40.5	39.78
May 26, 2026	2,543,500	40.02	38.44

Save as disclosed above, the Company has not made any repurchase of the Shares during the six months prior to the Latest Practicable Date.

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

(1) Dong Cao (曹冬)

Dong Cao (曹冬), aged 49, is an executive Director and the chief executive officer of the Company. He joined JD.com in January 2012 and has since held different positions within JD Group. From January 2012 to April 2019, Mr. Cao has served as the head of various financial departments within JD Group. Between April 2019 and May 2023, Mr. Cao also served as the chief financial officer of the Company. In May 2023, Mr. Cao joined JINGDONG Property, Inc. (the "**JD Property**") as the head of the Greater Northern China of the business division and acted as JD Property executive director and chief executive officer from June 2023 to September 2025. Prior to joining JD Group, Mr. Cao served as the financial controller at RISE Education Cayman Ltd, a company listed on NASDAQ (NASDAQ: REDU) (renamed as Naas Technology Inc. (NASDAQ: NAAS) in June 2022) between October 2009 and December 2011, before which he had served at New Oriental Education & Technology Group Inc., a company listed on the New York Stock Exchange and the Stock Exchange (stock code: 9901; NYSE: EDU) between January 2004 and June 2009, with his last position held as a senior auditing manager.

Mr. Cao was accredited as a Certified Internal Auditor by China Institute of Internal Audit in November 2004 and was also accredited as a Certified Public Accountant by Beijing Institute of Certified Public Accountants in September 2010. Mr. Cao received his bachelor of science degree in financial management from China University of Petroleum in July 1999 and his master's degree in international trade from University of International Business and Economics in July 2002.

Mr. Cao has entered into a service contract with the Company for a term of three years commencing from September 29, 2025, subject to (i) retirement from office and re-election at the next annual general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Articles of Association and the Corporate Governance Code contained in Appendix C1 to the Listing Rules. According to the terms of Mr. Cao's appointment, Mr. Cao is entitled to discretionary award of options and/or awards under the rules of any share option scheme or share award scheme adopted by the Company from time to time, but is not entitled to receive any remuneration in his capacity as an executive Director.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Cao was interested in 254,515 Shares, which includes his entitlement to receive up to 200,000 Shares pursuant to the vesting of the awards granted to him under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards. Save as disclosed above, Mr. Cao did not have any other interest in the Shares within the meaning of Part XV of the SFO.

(2) Richard Qiangdong Liu (劉強東)

Richard Qiangdong Liu (劉強東), aged 53, is a non-executive Director, chairman of the Board and the chairperson of the Nomination Committee. Mr. Liu has been the chairman of JD.com since its inception and served as chief executive officer of JD.com until April 2022. He founded JD.com in 2004 and has guided its development and growth since then. Mr. Liu received the prestigious award "Person of the Year of Chinese Economy 2011" from CCTV, China's national television network. He was among "World's 50 Greatest Leaders" named by Fortune Magazine in 2015. Mr. Liu currently serves as chairman of the board and non-executive director of JD Logistics, Inc. (HKEX: 2618) and JINGDONG Industrials, Inc. (HKEX: 7618). He also serves as chairman of the board and director of Jingdong Technology Holding Co., Ltd.. Mr. Liu received his bachelor's degree in sociology from Renmin University of China (中國人民大學) in 1996 and an EMBA from China Europe International Business School (中歐國際工商學院) in 2011.

Mr. Liu has entered into an appointment letter with the Company for an initial period of three years from the date of the Prospectus or from the date of the Prospectus until the third annual general meeting of the Company since the Listing (whichever ends sooner), and shall be automatically renewed for a successive period of three years (subject to retirement as and when required under the Articles of Association). According to the terms of Mr. Liu's appointment, Mr. Liu is not entitled to receive any remuneration and benefits in his capacity as non-executive Director, but the Board is entitled to grant him discretionary award of options and/or awards under the rules of any share option scheme or share award scheme adopted by the Company from time to time.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Liu was interested in (i) 99,617,600 Shares, which includes his entitlement to receive up to 8,840,421 Shares pursuant to the exercise of options granted to him under the Pre-IPO ESOP, subject to the conditions (including vesting conditions) of those options, and 64,215,503 Shares pursuant to the vesting of the awards granted to him under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards, and (ii) 2,149,253,732 Shares through JD Jiankang Limited and JD.com. Save as disclosed above, Mr. Liu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

(3) Ling Li (李玲)

Ling Li (李玲), aged 64, is an independent non-executive Director, the chairperson of the Remuneration Committee and a member of the Audit Committee. Ms. Li has served as the director of PKU China Center for Health Development Studies (北京大學中國健康發展研究中心) since June 2015. Ms. Li has worked as a doctoral supervisor and held professorship at National School of Development at Peking University (北京大學國家發展研究院) since July 2008. Prior to that, Ms. Li had served as the deputy director, a doctoral supervisor and held professorship at China Center for Economic Research (北京大學中國經濟研究中心) from August 2003 to June 2008. Ms. Li worked as an assistant professor from 1994 to 2000 and later as an associate professor with tenure from 2000 to 2003 at Towson University. Ms. Li taught Wuhan University (武漢大學) from September 1982 to February 1987. Ms. Li obtained an independent director qualification certificate issued by the Shanghai Stock Exchange in March 2019.

Ms. Li served as an independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 2196), from June 2019 to June 2025. Ms. Li had also served as an independent non-executive director of Sinopharm Group Co. Ltd., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 1099), from December 2012 to December 2018.

Ms. Li currently serves as a member of the State Council Health Reform Advisory Commission, an advisor to the medical and health reform of Guangdong Province and the vice chairman of China Association of Gerontology and Geriatrics.

Ms. Li received her bachelor's in physics from Wuhan University (武漢大學) in August 1982 and her master's degree and PhD in economics from the University of Pittsburgh in September 1990 and August 1994, respectively.

Ms. Li has entered into an appointment letter with the Company for a term of three years from November 27, 2023 and shall be automatically renewed for a successive period of three years (subject to retirement as and when required under the Articles of Association). According to the terms of Ms. Li's appointment, Ms. Li is entitled to a director's fee of RMB338,410 per annum and certain equity-based compensation, and Ms. Li is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties in connection with the business of the Company. The director's fee was recommended by the Remuneration Committee with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Li, was interested in 27,145 Shares, which includes her entitlement to receive up to 7,166 Shares pursuant to the vesting of the awards granted to her under the Post-IPO Share Award Scheme, subject to the vesting schedule and conditions of those awards. Save as disclosed above, Ms. Li did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, in relation to the re-election of the above-mentioned Directors, the Board is not aware of any material matter that needs to be brought to the attention of the Shareholders and the information of the Directors disclosed above comply with the requirements under Rule 13.51(2) of the Listing Rules in all material respects.

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))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of JD Health International Inc. (the "**Company**") will be held at 10:00 a.m. on Monday, June 29, 2026 at Building A, No. 18 Kechuang 11 Street, Yizhuang Economic and Technological Development Zone, Daxing District, Beijing, the People's Republic of China, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors and the auditor of the Company for the year ended December 31, 2025.

2. To re-elect the following directors of the Company (the "**Directors**"):

   (i) To re-elect Mr. Dong Cao (曹冬) as an executive Director;

   (ii) To re-elect Mr. Richard Qiangdong Liu (劉強東) as a non-executive Director; and

   (iii) To re-elect Ms. Ling Li (李玲) as an independent non-executive Director.

3. To authorize the Board of Directors of the Company (the "**Board**") to fix the remuneration of the Directors.

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, 2026.

5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

   (a) "**THAT:**

   (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale or transfer of shares out of treasury that are held as treasury shares (which shall have the meaning ascribed to it under the Listing Rules)) in the capital of the Company (the "**Shares**"), and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise, and including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) or (ii) of this resolution 5(a) above, otherwise than pursuant to:

(1) a Rights Issue (as hereinafter defined);

(2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

(3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time; or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of the issued Shares (excluding any shares that are held as treasury shares and any repurchased Shares pending cancellation) as at the date of passing this resolution and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution 5(a):

(1) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(2) "**Rights Issue**" means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company)."

(b) "**THAT:**

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-Backs and the Listing Rules, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 5(b) during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding any shares that are held as treasury shares and any repurchased Shares pending cancellation) as at the date of passing of this resolution 5(b), and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or

(3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

(c) "**THAT** conditional upon the passing of the resolutions 5(a) and 5(b), the general mandate referred to in the resolution 5(a) be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 5(b), provided that such extended amount shall not exceed 10% of the total number of the issued Shares (excluding any shares that are held as treasury shares and any repurchased Shares pending cancellation) as at the date of passing this resolution."

By order of the Board
JD Health International Inc.
Mr. Dong Cao
Executive Director

Hong Kong, June 5, 2026

Notes:

(i) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the Articles of Association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

(ii) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Company's general meetings.

(iii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 10:00 a.m. on Saturday, June 27, 2026) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.

(v) The transfer books and register of members of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, June 23, 2026.

(vi) In respect of the ordinary resolution 2 above, Mr. Dong Cao (曹冬), Mr. Richard Qiangdong Liu (劉強東), and Ms. Ling Li (李玲) will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above retiring Directors standing for re-election are set out in Appendix II to the circular to the shareholders of the Company dated June 5, 2026.

(vii) In respect of the ordinary resolution 5(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated June 5, 2026.

(viii) References to time and dates in this notice are to Hong Kong time and dates.

(ix) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.