



# 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)



# 2023

Annual Report



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# CORPORATE INFORMATION

## Board of Directors

### Executive Director

Enlin Jin (金恩林) (*Chief Executive Officer*)

### Non-Executive Directors

Richard Qiangdong Liu (劉強東) (*Chairman*)

Qingqing Yi

### Independent Non-Executive Directors

Xingyao Chen (陳興堯)

Ling Li (李玲)

Jiyu Zhang (張吉豫)

Ying Wu (吳鷹)

## Audit Committee

Xingyao Chen (陳興堯) (*Chairperson*)

Jiyu Zhang (張吉豫)

Ling Li (李玲)

## Remuneration Committee

Ling Li (李玲) (*Chairperson*)

Enlin Jin (金恩林)

Ying Wu (吳鷹)

## Nomination Committee

Richard Qiangdong Liu (劉強東) (*Chairperson*)

Jiyu Zhang (張吉豫)

Ying Wu (吳鷹)

## Company secretary

Ming King Chiu (趙明璟)

## Authorized representatives

Enlin Jin (金恩林)

Ming King Chiu (趙明璟)

## Auditor

Deloitte Touche Tohmatsu

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

## Registered office

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

## Headquarter

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

## Legal advisors

**As to Hong Kong Law and United States Law**

Skadden, Arps, Slate, Meagher & Flom and affiliates

**As to PRC Law**

Shihui Partners

**As to Cayman Islands Law**

Maples and Calder (Hong Kong) LLP

## Principal share registrar and transfer office

Maples Fund Services (Cayman) Limited

P.O. Box 1093, Boundary Hall

Cricket Square, Grand Cayman

KY1-1102, Cayman Islands

**Hong Kong share registrar**

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen’s Road East  
Wan Chai  
Hong Kong

**Principal bankers**

Bank of China Limited, Head Office  
China Construction Bank Corporation  
Standard Chartered Bank (China) Limited

**Stock codes**

6618 (HKD counter)  
86618 (RMB counter)

**Company website**

<https://ir.jdhealth.com>

# FINANCIAL SUMMARY

## Condensed consolidated statements of profit or loss and statements of comprehensive income/(loss)

	Year ended December 31,				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Revenue	<b>53,529,941</b>	46,736,150	30,682,267	19,382,568	10,842,140
Gross profit	<b>11,865,336</b>	9,891,508	7,197,282	4,917,298	2,812,272
Profit/(loss) before income tax	<b>2,693,348</b>	695,809	(901,491)	(17,072,141)	(834,700)
Profit/(loss) for the year	<b>2,142,880</b>	383,229	(1,072,818)	(17,234,897)	(971,805)
Profit/(loss) for the year attributable to owners of the Company	<b>2,141,841</b>	380,105	(1,073,507)	(17,234,363)	(971,805)
Total comprehensive income/(loss) for the year	<b>2,821,301</b>	3,682,866	(1,929,813)	(16,303,672)	(946,694)
Total comprehensive income/(loss) for the year attributable to owners of the Company	<b>2,820,262</b>	3,679,742	(1,930,502)	(16,303,138)	(946,694)
Non-IFRS measures:					
Non-IFRS profit for the year	<b>4,135,439</b>	2,616,292	1,402,095	732,117	344,053

## Condensed consolidated statements of financial position

	As of December 31,				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
<b>ASSETS</b>					
Non-current assets	<b>16,438,409</b>	4,830,137	2,296,737	1,289,779	52,634
Current assets	<b>47,849,891</b>	56,447,159	45,705,480	42,704,769	8,624,043
Total assets	<b>64,288,300</b>	61,277,296	48,002,217	43,994,548	8,676,677
<b>EQUITY</b>					
Equity attributable to owners of the Company	<b>49,355,752</b>	44,780,248	39,853,393	39,250,843	(459,031)
Non-controlling interests	<b>14,512</b>	4,314	1,190	501	—
Total equity	<b>49,370,264</b>	44,784,562	39,854,583	39,251,344	(459,031)
<b>LIABILITIES</b>					
Non-current liabilities	<b>333,037</b>	136,580	142,602	61,410	7,590,832
Current liabilities	<b>14,584,999</b>	16,356,154	8,005,032	4,681,794	1,544,876
Total liabilities	<b>14,918,036</b>	16,492,734	8,147,634	4,743,204	9,135,708
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>64,288,300</b>	61,277,296	48,002,217	43,994,548	8,676,677

# CEO STATEMENT

## To our Shareholders:

2023 was a pivotal year, characterized as the “Consumption-Boosting Year” by Chinese authorities. It was also generally recognized as the “First Year of the Post-Pandemic Era”. For the healthcare sector, however, it was a year of elevation, marked by heightened healthcare needs-based segmentation, profound, ongoing industry development and transformation, and accelerated adoption of advanced technologies. These favorable changes unleashed additional growth potential in healthcare spending, driving China’s online healthcare industry to unprecedented heights.

As an industry-leading healthcare service provider, JD Health’s strategic positioning is to create a technology-driven platform that centers on the supply chain of pharmaceuticals and healthcare products and is strengthened by healthcare services, encompassing a user’s full lifespan for all healthcare needs. In line with national policies and regulatory guidelines, we continued to cultivate our integrated online and offline healthcare service system, maintaining focus on building the “first entry point for online health consumption” in China and proactively fulfilling our social responsibilities. While comprehensively safeguarding user health, we also remain dedicated to delivering sustainable value for both shareholders and society as a whole, thereby achieving high-quality long-term development.

## **Bolstering pharmaceutical and healthcare supply chain infrastructure and solidifying our position as the “first entry point for online health consumption”**

In 2023, we continued to develop our pharmaceutical and healthcare supply chain infrastructure, maximizing efforts to consistently improve healthcare quality and efficiency. Harnessing our high-quality service capabilities, we further solidified our industry leadership as the “first entry point for online health consumption”, making quality-assured pharmaceutical and healthcare products and services accessible and affordable for a broader population. Meanwhile, we remained diligent in cooperation with partners to promote the transformation and upgrade of the pharmaceutical and healthcare industry.

Throughout 2023, supported by our full-category product offerings and omnichannel distribution capabilities as well as our full-lifecycle digital marketing capabilities, JD Health deepened cooperation with a number of pharmaceutical companies across varied areas, including patient education, early disease screening and digital health management, to jointly explore innovative healthcare management models combining healthcare products and healthcare solutions. Additionally, JD Health supported its partners’ drug launches, bringing a new selection of pharmaceutical products to patients in need while promoting pharmaceutical companies’ digital transformation and omnichannel expansion. Furthermore, we catered to users’ evolving healthcare needs by partnering with an array of healthcare brands to diversify product offerings on our platform, complemented by personalized recommendations and advice from healthcare professionals practicing on our platform. This innovative model combining products and services has propelled our sustained, high-quality business growth. Presently, JD Health has emerged as the partner of choice for global brands to explore growth opportunities through omnichannel expansion, demonstrating our strong value proposition as the “first entry point for online health consumption”.

We also focused on the on-demand retail business in 2023, accelerating our omnichannel initiatives to bring faster delivery service options to users. Establishing self-operated offline pharmacies and expanding our partnered pharmacy network empowered us to bring upgraded on-demand retail services to a broader user base. In the second half of 2023, JD Health launched its self-operated pharmacies in Beijing, featuring a “24-hour prescription pick-up window”, and provided users with upgraded service experience of “28-minute average delivery” for online orders. We also enabled medical insurance payments for online purchases in nearly 700 pharmacies in Shanghai, creating a convenient and efficient shopping experience for users.

## CEO Statement (Continued)

### Building out an integrated online and offline service system to comprehensively improve medical and healthcare service accessibility

In 2023, we remained committed to constructing a more comprehensive and integrated online and offline healthcare service system, through initiatives ranging from cultivating and upgrading our online dermatology center and psychological health center to further diversifying medical service offerings such as family doctor services and other consumer healthcare services. We also extended our offline footprint with examination and polyclinic centers as well as a community hospital development in cooperation with the Suqian government authorities, all in an effort to make high-quality medical and healthcare services more widely accessible to our users.

On the online front, we continued to strengthen JD Health Online Hospital's (京東健康互聯網醫院) service capabilities, offering users efficient, professional and reliable online healthcare services. In 2023, we launched several online special clinics and medical centers, including China's first online medical care center specializing in dermatology, our upgraded psychological service center and traditional Chinese medicine clinic for digestive health, providing patients in need with higher-quality, personalized online diagnosis and treatment services. In the meantime, we further upgraded "JD Family Doctor" (京東家醫), one of our innovative online-based care products, by introducing services such as year-round care for the elderly, infants/toddlers, and pregnant and post-partum women, as well as health management and personalized nutrition plans, to bring proactive health management services and one-stop medical solutions to different user demographics. JD Health now boasts some of the most comprehensive expertise and the strongest specialty service offerings of any online health platform in the industry, setting the benchmark for online medical service innovation in China.

To further accelerate online and offline integration, we officially launched JD Health Polyclinic Center in 2023, with locations in Beijing and Suqian. Suyu Community Hospital, a medical institution we jointly built with Suqian government authorities, also officially opened. With these launches, JD Health has become the leading Internet healthcare provider, offering a diverse and comprehensive healthcare services to local residents, through online and offline pharmacies and medical institutions.

### Innovating public health welfare models to drive inclusivity through technology

JD Health leverages its profound technological expertise to propel the healthcare industry's digital transformation and promote healthcare inclusivity. In 2023, JD Health introduced the "Jingyi Qianxun" (京醫千詢) large language model (LLM) for medical and healthcare applications, the industry leading LLM that seamlessly integrates healthcare knowledge graph with medical data. It encompasses vast high-quality health data across online and offline healthcare scenarios, as well as data across the full spectrum of pharmaceutical distribution. At present, JD Health is utilizing the LLM to comprehensively deploy artificial intelligence (AI) applications and upgrades across various use cases, aiming to improve cost efficiency and elevate user experience industry-wide.

In 2023, JD Health steadfastly fulfilled our corporate social responsibilities and formed a public welfare service framework primarily covering patient assistance, health care for underserved demographics, and physician and employee welfare. In collaboration with a group of our compassionate online and offline partners, we mobilized doctors, pharmacists and other healthcare professionals to conduct a broad series of public welfare activities, including care and assistance for rare disease patients, rural women's healthcare activities, Beijing-Tianjin-Hebei flood relief, and medical support for Tibetan clinics. Through endeavors like these, we firmly uphold our commitment to social responsibility as a healthcare services enterprise.

## CEO Statement (Continued)

Looking ahead to 2024, we believe that the “Healthy China Initiative” (健康中國) and evolving health consumption trends will drive the rapid growth of the online healthcare industry. Against this backdrop, we will continue to strengthen our corporate values and competitive advantages by further scaling up our business and promoting technological innovation, advancing our commitment to safeguarding customers’ health, and rewarding shareholders, stakeholders and society as a whole.

**Enlin Jin**

*Chief Executive Officer*

March 20, 2024

# MANAGEMENT DISCUSSION AND ANALYSIS

## Business review

Over the past year, we integrated a variety of new service scenarios into our “Internet + Healthcare” ecosystem, delivering greater value to consumers through our online pharmacy, medical consultations, and health management services.

A confluence of supportive policies, escalating market demand and technological innovation drove the expansion of our “Internet + Healthcare” service offerings across a more comprehensive array of scenarios in 2023 as we continued to elevate service quality and user experience to meet the diverse needs of a broader user base. First, supportive policies created a favorable environment for sustainable industry development. Recently, government authorities including the National Health Commission (“NHC”) released the “Data Element X” Three-year Action Plan (2024–2026) (「數據要素X」三年行動計劃 (2024–2026年)), which calls for advancing healthcare data integration and deploying data-driven application models across intelligent healthcare and health management services. Additionally, the surge in respiratory infections in multiple regions at the end of 2023 boosted demand for children’s healthcare services. In response, the NHC issued a notice encouraging the adoption of online healthcare services to prevent intra-hospital infection and alleviate pressure on offline medical institutions. Our “Internet + Healthcare” model effectively addressed the public’s medication and consultation needs and alleviated the shortage of offline medical resources during the outbreaks, further demonstrating its social value. As an industry-leading provider of innovative medical and healthcare services, JD Health leverages technology to supercharge service model innovation and builds out our integrated online and offline service system, aiming to provide high-quality, accessible and affordable healthcare services to a wide range of users.

Our business sustained high-quality growth during the Reporting Period, with total revenue reaching RMB53.5 billion, representing a year-over-year growth of 14.5%. Through technological innovation, we continued to maximize our platform’s medical resources across a variety of scenarios and provided high-quality, more convenient healthcare services and products to a growing user base. As of December 31, 2023, our annual active users reached 172.3 million and the average daily online consultation volume surpassed 450,000 in 2023.

## Retail pharmacy

We further optimized our retail business model encompassing direct sales, online marketplace and on-demand retail, opening up our platform to pursue shared growth with upstream and downstream partners. Meanwhile, we insisted upon compliant operations and comprehensive quality management to provide users with better, safer products and services. We also consistently strengthened our supply chain capabilities to enrich our product offerings while maintaining competitive pricing, thereby earning trust and loyalty from a wider range of users.

## Management Discussion and Analysis (Continued)

### Direct sales

We operate our direct sales business through “JD Pharmacy”, where we consistently expanded cooperation with industry-leading pharmaceutical companies and healthcare product suppliers. During the Reporting Period, our direct sales business recorded revenue of RMB45.7 billion, representing a year-over-year increase of 13.1%. We continued to build out our nationwide warehousing network and cold chain fulfillment service coverage, amplifying our industry-leading pharmaceutical and health product fulfillment capabilities. Our deep understanding of users’ needs and precise digital marketing tools enabled us to better promote products matching customer demand, further boosting cross-category purchases. Our users’ repeat purchase rate and new user retention rate continued to grow during the Reporting Period, reflecting users’ rising awareness and recognition of the JD Health brand.

During the Reporting Period, JD Health comprehensively upgraded its strategic cooperation with several global pharmaceutical companies, including AstraZeneca, Dong-E-E-Jiao, and LEO Pharma. We also supported our partners’ new and specialty drug launches on our platform, becoming their partner of choice to explore growth opportunities through omnichannel expansion. During the Reporting Period, several new drugs debuted on JD Pharmacy, including Litfulo®, the world’s first innovative drug for the treatment of severe alopecia areata in adolescents and adults, Austedo®, a drug for the treatment of tardive dyskinesia, and Oubida®, the first domestic targeted oral drug approved to treat psoriasis.

We also launched the Family Nutritional Health initiative in collaboration with strategic partners and brands including H&H Group, By-Health, Tongrentang Health, and Move Free. We teamed up with full-time licensed doctors and other healthcare professionals practicing on our platform, and offered health and nutrition counseling services to diverse user groups including the elderly, children, and pregnant and post-partum women, providing professional recommendations and advice regarding specific nutritional needs. The program also empowered our brand partners to extend their reach among users and grow their sales on our platform.

Furthermore, we worked with authoritative institutions during the Reporting Period to upgrade several standards for nutritional and tonic products, including probiotics, ginseng, and antler supplements. This initiative promoted industrial innovation and efficiency improvements across the supply chain, providing users with better quality goods while helping merchants achieve sales growth and boost their competitiveness. In addition, we formed strategic partnerships with various local governments to support industrial belt suppliers. For example, we collaborated with Ji’an Municipal People’s Government to become the exclusive authorized provider of digital sales solutions for local ginseng suppliers. Utilizing our precise online traffic and digital marketing tools, we assisted merchants in better understanding evolving consumption trends, and empowering their digital transformation and ongoing growth.

## Management Discussion and Analysis (Continued)

### **Online marketplace**

By leveraging the synergies between our online marketplace and direct sales business, we continued to enhance users' purchasing experience on our platform, propelling our retail pharmacy business's sustainable growth. Our platform's upgraded digital operation system and the broad consumer demographics continue to attract third-party merchants, further diversifying the products offerings on our marketplace platform and strengthening our low-cost marketing strategy. Thanks to a healthier marketplace ecosystem, the number of merchants joining JD Health rose by over 100% to over 50,000 as of December 31, 2023.

In 2023, we amplified traffic support for third-party merchants to facilitate their rapid growth. To increase high-rating stores' exposure, we optimized the traffic distribution mechanism and provided additional marketing opportunities across shopping channels. Furthermore, we leveraged our digital capabilities to offer merchants comprehensive advertising solutions and digital management tools, helping them tap more deeply into users' value and improve operational efficiency and traffic conversion rate. During the Reporting Period, we also incentivized and streamlined merchant onboarding policies to lower the threshold for opening a store on our marketplace, propelling our partners' long-term growth as well as our own.

### **On-demand retail**

During the Reporting Period, we stepped up our efforts to develop our on-demand retail business by rolling out self-operated offline pharmacies and optimizing our omnichannel layout. At the same time, we fostered merchant ecosystem development and expanded our footprint nationwide, effectively upgrading our "28-minute average delivery" service experience.

We strategically launched multiple self-operated community pharmacies featuring our "24-hour prescription pick-up window" in Beijing and staffed each pharmacy with dedicated delivery workers to provide users with efficient and convenient on-demand purchase and delivery services. These pharmacies bolster local healthcare infrastructure by swiftly meeting pharmaceutical demand within a neighborhood's "15-minute living radius". We also optimized third-party merchant policies and encouraged merchants to participate in joint marketing campaigns during the Double Eleven promotional period, creating incremental sales opportunities while benefiting customers with more favorable prices. We also enabled medical insurance payments for online purchases in nearly 700 pharmacies in Shanghai, creating a convenient and efficient pharmacy shopping experience for local consumers.

As of the end of 2023, JD Health had partnered with over 120,000 offline pharmacies nationwide to provide 24-hour, on-demand services across more than 480 cities. Going forward, leveraging JD Health's industry-leading pharmaceutical supply chain infrastructure and online medical service capabilities, we will continue to build out our omnichannel distribution network, providing user with a seamless, on-demand shopping experience across more use cases.

## Management Discussion and Analysis (Continued)

### Healthcare services

We remain focused on improving our integrated online and offline medical and healthcare service experience in an effort to deliver professional, convenient and safe medical and healthcare services to every user. In 2023, JD Health continued to enhance its specialty care service capabilities and enrich the platform's online healthcare service offerings. In addition, we tapped into an array of offline healthcare service scenarios to expand our business horizons by catering to users' diverse healthcare needs. To support our highly accessible and affordable healthcare services, we have built a comprehensive control system that helps monitor the end-to-end quality of medical services while protecting the legitimate rights and interests of doctors. We are also accelerating adoption of healthcare LLMs to further enhance the quality and efficiency of online consultations.

### Integrated online and offline medical services

During the Reporting Period, JD Health continued to explore innovative online medical service models, aiming to provide users with easier access to quality medical services and meet their personalized and diverse healthcare needs.

As a customer-centric organization, we remain dedicated to improving and upgrading our online medical and healthcare service experiences. In 2023, we launched China's first online medical care center specializing in dermatology, which has served millions of patients since its inception as we diligently developed our closed-loop online service model. Furthermore, our JD Health psychological service center focuses on users' day-to-day counseling needs, providing ongoing psychological support in real-life scenarios across work, parenting, marriage and general therapy. By the end of 2023, the platform's psychiatrists and counselors had served hundreds of thousands of users. In addition, we comprehensively upgraded our "JD Family Doctor" (京東家醫) product with new services such as year-round online care and personalized nutrition plans, addressing the general healthcare needs of users of all ages through proactive health management services.

Over the past year, JD Health rolled out a host of solutions for physicians practicing online, including cloud-based clinics, post-diagnosis follow-up services, expert joint consultations, clinical research support and physician IP and brand development, to improve doctors' online experience as well as the efficiency of online diagnosis and treatment. We have also created a quality control monitoring system and implemented online diagnosis and treatment standards to deliver quality-assured medical services and safeguard doctors' interests. At present, JD Health Online Hospital's Quality Management Committee has issued a total of 223 diagnosis and treatment standards and 12 medical quality and safety management regulations.

Moreover, we are rapidly expanding offline medical service scenarios in an effort to bring our integrated online and offline medical and healthcare service experience to more users. In 2023, JD Health Polyclinic Center officially commenced operations in Beijing and Suqian, offering local users a multifaceted, comprehensive range of premium health management services. Furthermore, we jointly established the Suyu Community Hospital in cooperation with Suqian government authorities, advancing our ongoing exploration of online and offline medical service integration.

## Management Discussion and Analysis (Continued)

### Smart healthcare solutions and digital health

In 2023, JD Health introduced the “Jingyi Qianxun” (京醫千詢) LLM for medical and healthcare applications, which integrates a vast array of clinical practice guidelines, medical research and review articles and expert insights. Jingyi Qianxun is a healthcare LLM that can process datasets generated from both physical products and healthcare services. In July 2023, JD Health’s inhouse developed skin image processing and sleep monitoring products were designated as Class II Medical Devices, marking the seminal application of digital therapy products in medical scenarios.

Leveraging our digital technology, JD Health remained focused on developing intelligent solutions for offline hospitals and empowering the digital transformation of regional public healthcare systems, aiming to improve efficiency and patient experience industry-wide. During the Reporting Period, JD Health partnered with the First Affiliated Hospital of Wenzhou Medical University to build a leading national intelligent hospital service system. To advance digitalization in the public healthcare sector, JD Health and Changchun Jingyue High-tech Industrial Development Zone jointly initiated an intelligent healthcare platform project promoting precise, standardized and measurable data and knowledge sharing. Additionally, we implemented our self-built, AI-based pre-prescription review system in Haidian District, Beijing, where it processes over 20,000 prescriptions daily on average across nearly 100 community medical institutions.

### Public welfare and corporate social responsibility

We center on users’ health in everything we do. Furthermore, we steadfastly uphold our commitment to social responsibility through high-quality development.

In 2023, JD Health engaged in an array of public health care and well-being activities to address the diverse health needs of various underserved groups, including ethnic minority women, rural seniors and children, and low-wage workers. In addition to public welfare initiatives, we leveraged JD Health’s brand influence to collaborate with societal partners in promoting the accessibility, inclusivity and equality of medical resources and medications for rare diseases. Furthermore, to better meet the needs of doctors participating in public welfare activities, JD Health launched the Physician Public Welfare Development Program. The program brings together public welfare institutions, brands and partners and provides long-term, ongoing financial, material and technological support for doctors’ public welfare activities. During the Reporting Period, we collaborated with over 100 of our compassionate partners to conduct 56 medical and health public welfare activities, comprising more than RMB60 million in funding, materials and services.

### Prospects

As an industry-leading, innovative healthcare service provider, we will continue to enhance our pharmaceutical and healthcare supply chain as well as our medical and healthcare service capabilities, aiming to provide accessible, convenient and affordable healthcare products and services to our users.

## Management Discussion and Analysis (Continued)

With respect to the retail pharmacy business, we will deepen synergies across our “direct sales + online marketplace + omnichannel” ecosystem, building alliances with brands and supplier partners to increase the accessibility of drugs and healthcare products. On the healthcare services front, we will strive to expand medical and healthcare service scenarios and incorporate additional medical resources to further enhance our service capabilities and better meet the full spectrum of user needs. Furthermore, capitalizing on innovative technologies including our healthcare LLM, we will consistently upgrade and iterate our data-driven and intelligent solutions. By opening these applications to doctors, corporate customers, medical institutions, government departments and other industry partners, we can empower a broader range of partners and promote the high-quality development of healthcare industry.

Looking ahead, JD Health will remain unwaveringly committed to its business philosophy of “trustbased value creation centered on customers’ health”. We will continue to open up our supply chain infrastructure and healthcare services capabilities, while cooperating closely with upstream and downstream partners to cultivate the integrated online and offline healthcare ecosystem. Together, we will foster a brighter shared future for consumers, the industry, our partners, the environment and society as a whole.

### Financial review

#### Revenue

Our revenue increased by 14.5% from RMB46.7 billion in 2022 to RMB53.5 billion in 2023. The increase in our total revenue was primarily due to an increase by 13.1% in products revenue from sales of pharmaceutical and healthcare products from RMB40.4 billion in 2022 to RMB45.7 billion in 2023. Such growth on products revenue was primarily driven by an increase in the number of active user accounts and additional purchases from user accounts, the increasing online penetration of pharmaceutical and healthcare products sales, and the enrichment in product offering.

Service revenue from online marketplace, digital marketing and other services increased by 23.7% from RMB6.4 billion in 2022 to RMB7.9 billion in 2023. The increase in our service revenue was primarily due to (i) an increase in digital marketing service fees primarily attributable to an increase in the number of advertisers on our platform, in line with the continuous growth of transactions in our platform, and (ii) an increase in commission fees primarily attributable to an increase in the sales volume of third-party merchants on our online marketplace.

#### Cost of revenue

Our cost of revenue increased by 13.1% from RMB36.8 billion in 2022 to RMB41.7 billion in 2023. The increase was primarily due to an increase in the sales volume of our pharmaceutical and healthcare products, which was in line with the growth of our retail pharmacy and healthcare business.

#### Gross profit and gross profit margin

As a result of the foregoing, we recorded a gross profit of RMB9.9 billion in 2022, representing a gross profit margin of 21.2%, and a gross profit of RMB11.9 billion in 2023, representing a gross profit margin of 22.2%. The increase in the gross profit margin was primarily due to changes in the product mix.

## Management Discussion and Analysis (Continued)

### Fulfillment expenses

Our fulfillment expenses increased by 16.9% from RMB4.5 billion in 2022 to RMB5.3 billion in 2023. The increase was primarily due to (i) an increase in expenses of logistics and warehousing services as a result of an increase in the usage of logistics services along with more products sales, and warehousing services as more warehouses were utilized, and (ii) an increase in other fulfillment expenses, including employee benefit expenses, payment service expenses and customer service expenses, all of which were in line with the continued growth of our business. Fulfillment expenses as a percentage of revenue increased from 9.7% in 2022 to 9.9% in 2023.

### Selling and marketing expenses

Our selling and marketing expenses increased by 20.9% from RMB2.2 billion in 2022 to RMB2.7 billion in 2023. The increase was primarily due to (i) an increase in expenses of promotion and advertising, and (ii) an increase in expenses of technology and traffic support services provided by JD Group. Selling and marketing expenses as a percentage of revenue increased from 4.7% in 2022 to 5.0% in 2023.

### Research and development expenses

Our research and development expenses increased by 14.9% from RMB1,067.2 million in 2022 to RMB1,226.5 million in 2023. The increase was primarily attributable to (i) an increase in expenses of technology and traffic support services provided by JD Group, and (ii) an increase in employee benefit expenses for employees involved in research and development activities. Research and development expenses as a percentage of revenue remained stable of 2.3% in 2022 and 2023, respectively.

### General and administrative expenses

Our general and administrative expenses decreased by 7.2% from RMB2,153.5 million in 2022 to RMB1,998.4 million in 2023, primarily attributable to a decrease of share-based payment expenses. General and administrative expenses as a percentage of revenue decreased from 4.6% in 2022 to 3.7% in 2023.

### Finance income

Our finance income increased by 125.5% from RMB864.3 million in 2022 to RMB1,949.0 million in 2023, primarily due to an increase of interest earnings from bank balances, term deposits and wealth management products at amortized cost under other assets.

### Income tax expense

Our income tax expense increased by 76.1% from RMB312.6 million in 2022 to RMB550.5 million in 2023, primarily due to the increase of taxable income and the impacts of deferred income tax.

### Profit for the year

As a result of the foregoing, we generated a profit of RMB2.1 billion in 2023 and RMB0.4 billion in 2022.

## Management Discussion and Analysis (Continued)

### Non-IFRS measures

To supplement our condensed consolidated financial statements, which are presented in accordance with IFRSs, we also use non-IFRS profit as an additional financial measure, which is not required by, or presented in accordance with, IFRSs. We believe non-IFRS profit facilitates comparisons of operating performance from period to period and from company to company by eliminating potential impacts of items which our management considers not indicative of our core operating performance such as non-cash or nonrecurring items, and certain impact of investment transactions.

We believe non-IFRS profit provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as it helps our management. However, our presentation of non-IFRS profit may not be comparable to similarly titled measures presented by other companies. The use of non-IFRS profit has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRSs.

The following table reconciles the most directly comparable financial measure, which is profit for the year, calculated and presented in accordance with IFRSs, to the non-IFRS profit for 2023 and 2022:

	<b>Year ended December 31,</b>	
	<b>2023</b>	2022
	<b>RMB'000</b>	RMB'000
<b>Reconciliation of profit to non-IFRS profit:</b>		
Profit for the year	<b>2,142,880</b>	383,229
Add:		
Share-based payment expenses	<b>1,847,789</b>	2,104,278
— <i>Fulfillment expenses</i>	<b>126,464</b>	142,237
— <i>Selling and marketing expenses</i>	<b>40,286</b>	49,378
— <i>Research and development expenses</i>	<b>106,463</b>	105,569
— <i>General and administrative expenses</i>	<b>1,574,576</b>	1,807,094
Fair value changes for financial assets and financial liabilities at fair value through profit or loss (" <b>FVTPL</b> ") except for wealth management products <sup>(1)</sup>	<b>222,920</b>	160,011
Tax effects on non-IFRS adjustments	<b>(78,150)</b>	(31,226)
<b>Non-IFRS profit for the year</b>	<b>4,135,439</b>	2,616,292

(1) Represents gains or losses from fair value changes on equity investments and derivatives measured at fair value. Multiple valuation techniques and key inputs are used to determine the fair values of these investments.

## Management Discussion and Analysis (Continued)

### Liquidity and capital resources

For the year ended December 31, 2023, we funded our cash requirements principally from cash generated from operating activities. Our cash and cash equivalents represent cash and bank balances. We had cash and cash equivalents of RMB18.7 billion and RMB15.0 billion as of December 31, 2022 and 2023, respectively.

The following table sets forth our cash flows for the years indicated:

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Net cash generated from operating activities	<b>4,604,778</b>	5,905,149
Net cash used in investing activities	<b>(8,022,885)</b>	(4,235,541)
Net cash used in financing activities	<b>(117,202)</b>	(925,449)
Net (decrease)/increase in cash and cash equivalents	<b>(3,535,309)</b>	744,159
Cash and cash equivalents at the beginning of the year	<b>18,717,724</b>	17,252,295
Effects of foreign exchange rate changes	<b>(145,382)</b>	721,270
<b>Cash and cash equivalents at the end of the year</b>	<b>15,037,033</b>	18,717,724

Going forward, we believe that our liquidity requirements will be satisfied by using a combination of cash generated from operating activities and the net proceeds received from the Global Offering (following full exercise of the Over-allotment Option as defined in the Prospectus).

### Net cash generated from operating activities

In 2023, net cash generated from operating activities was RMB4.6 billion, which was primarily attributable to the profit for the year of RMB2.1 billion, as adjusted by (i) non-cash and nonoperating items, which primarily consisted of share-based payment expenses of RMB1.8 billion, offset by certain other items of RMB1.0 billion, and (ii) net changes in working capital, which primarily resulted from a decrease in certain current assets of RMB2.0 billion, offset by a decrease in certain current liabilities of RMB1.8 billion.

In 2022, net cash generated from operating activities was RMB5.9 billion, which was primarily attributable to our profit for the year of RMB0.4 billion, as adjusted by (i) non-cash and nonoperating items, which primarily consisted of share-based payment expenses of RMB2.1 billion, and (ii) changes in working capital, which primarily resulted from an increase in trade payables of RMB5.0 billion and an increase in accrued expenses and other payables of RMB2.1 billion, partially offset by an increase in inventories of RMB3.2 billion and an increase in prepayments, other receivables and other assets of RMB1.4 billion.

## Management Discussion and Analysis (Continued)

### Net cash used in investing activities

In 2023, net cash used in investing activities was RMB8.0 billion, which was primarily attributable to the placement of term deposits of RMB33.4 billion, the purchase of financial assets at FVTPL of RMB10.3 billion and financial assets at amortized cost of RMB3.9 billion, partially offset by the maturity of term deposits of RMB36.9 billion, financial assets at FVTPL of RMB2.1 billion and financial assets at amortized cost of RMB0.7 billion.

In 2022, net cash used in investing activities was RMB4.2 billion, which was primarily attributable to placement of term deposits of RMB27.1 billion, purchase of financial assets at FVTPL of RMB5.3 billion, intangible assets of RMB2.2 billion and financial assets at amortized cost of RMB0.7 billion, partially offset by maturity of term deposits of RMB26.4 billion and financial assets at FVTPL of RMB4.7 billion.

### Net cash used in financing activities

Net cash used in financing activities decreased from RMB925.4 million in 2022 to RMB117.2 million in 2023, primarily due to a decrease in the payment on repurchase of shares.

### Gearing ratio

As of December 31, 2023, we had no outstanding borrowings. Therefore, the gearing ratio is not presented herein.

### Significant investments held

Save as disclosed in the section headed “Material acquisitions and/or disposals of subsidiaries and affiliated companies”, we did not make or hold any significant investments (including any investment in an investee company with a value of 5% or more of the Group’s total assets as at December 31, 2023) during the year ended December 31, 2023.

### Material acquisitions and/or disposals of subsidiaries and affiliated companies

As disclosed in the Prospectus, in April 2020, we entered into a series of agreements with Tangshan Hongci Healthcare Management Co., Ltd. (“**Tangshan Hongci**”) and its shareholder (the “**Existing Shareholder**”), pursuant to which we injected approximately RMB668 million in cash to Tangshan Hongci in exchange for a 49% equity interest in Tangshan Hongci in June 2020. In connection with our equity investments in Tangshan Hongci in 2020, the Group granted a put option (the “**Put Option**”) to the Existing Shareholder, pursuant to which the Existing Shareholder shall have the right to request the Group to buy out its shares at a pre-determined schedule with the put price calculated based on a pre-determined formula when Tangshan Hongci achieves certain predetermined operating targets.

Pursuant to the exercise of the Put Option, in December 2023, we entered into an agreement with the Existing Shareholder to acquire the remaining 51% equity interest in Tangshan Hongci (the “**Acquisition**”). As of the date of this report, the Acquisition has not been completed.

Save as disclosed in this report, we did not have any material acquisitions and/or disposals of subsidiaries and affiliated companies during the year ended December 31, 2023.

## Management Discussion and Analysis (Continued)

### Future plans for material investments and capital assets

Save as disclosed in the section headed “Material acquisitions and/or disposals of subsidiaries and affiliated companies”, as of December 31, 2023, we did not have other plans for material investments and capital assets.

### Employees and remuneration policy

The number of employees (excludes part-time staff and interns) dedicated to our business and operations as of December 31, 2023 was 3,118 (December 31, 2022: 2,739).

As required by laws and regulations in China, we participate in various employee social security plans that are organized by municipal and provincial governments, including, among other things, pension, medical insurance, unemployment insurance, maternity insurance, on-the-job injury insurance and housing fund plans through a PRC government-mandated benefit contribution plan. We are required under PRC law to make contributions to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees, up to a maximum amount specified by the local government from time to time.

The Company also has a pre-IPO employee share incentive plan, a post-IPO share option scheme and a post-IPO share award scheme.

The total employee benefit expenses, including share-based payment expenses, for the year ended December 31, 2023 were RMB2.9 billion, as compared to RMB3.1 billion for the year ended December 31, 2022.

### Foreign exchange risk

The functional currency of our entities incorporated in the Cayman Islands, British Virgin Islands and Hong Kong is USD. Our PRC subsidiaries and consolidated affiliated entities determined their functional currency to be RMB. Foreign exchange risk arises when future commercial transactions or recognized financial assets and liabilities are denominated in a currency that is not the respective functional currency of our entities. In addition, we have intra-group balances with several subsidiaries denominated in foreign currency which also expose us to foreign currency risk. During the year ended December 31, 2023, exchange gains and losses from those foreign currency transactions denominated in a currency other than the functional currency were insignificant.

### Contingent liabilities

Save as disclosed above, as of December 31, 2023, we did not have any material contingent liabilities or guarantees.

### Borrowings

As of December 31, 2023, we had no outstanding borrowings.

### Significant events after December 31, 2023

At the date of this report, there were no other significant events that might affect the Group since December 31, 2023.

# DIRECTORS AND SENIOR MANAGEMENT

## Our Directors

The composition of the Board during the Reporting Period and up to the date of this report are as follows:

Name	Age	Position(s)	Date of appointment as Director
<b>Directors</b>			
Enlin Jin (金恩林)	43	Executive Director and Chief Executive Officer	September 6, 2021
Richard Qiangdong Liu (劉強東)	51	Chairman and non-executive Director	September 14, 2020
Qingqing Yi	52	Non-executive Director	August 21, 2020
Xingyao Chen (陳興堯)	49	Independent non-executive Director	November 26, 2020
Ling Li (李玲)	62	Independent non-executive Director	November 26, 2020
Jiyu Zhang (張吉豫)	42	Independent non-executive Director	March 29, 2021
Ying Wu (吳鷹)	64	Independent non-executive Director	April 7, 2022

## Executive Director

**Enlin Jin** (金恩林), aged 43, is an executive Director, the chief executive officer (“CEO” or “Chief Executive Officer”) of the Company and a member of the Remuneration Committee. Mr. Jin has extensive experience in pharmaceuticals and TMT industry. Mr. Jin joined JD.com in 2014. He held multiple key roles within JD.com’s Strategy Division and Strategic Investment Division, and served as the general manager of JD Pharmacy (京東大藥房), where he was responsible for the incubation and development of the online pharmaceutical and healthcare businesses from scratch within JD Retail, such as JD Pharmacy (京東大藥房), Yaojingcai (藥京採), JD Online Hospital (京東互聯網醫院) and Healthy City (健康城市), building an industry leading omni-channel supply chain in the pharmaceutical sector through online-plus-offline, wholesale-plus-retail and in-hospital-plus-out-hospital channels.

Mr. Jin holds a master of business administration (MBA) degree from Duke University, and a master’s and bachelor’s degree from Dalian University of Foreign Languages (大連外國語大學), majoring in French Language and Literature, and French (International Trade), respectively. He held an American Institute of Certified Public Accountants (AICPA) license from the Pennsylvania State of the United States.

## Directors and Senior Management (Continued)

### Non-executive Directors

**Richard Qiangdong Liu** (劉強東), aged 51, 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. Mr. Liu 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 nationwide television network. He was among “World’s 50 Greatest Leaders” named by Fortune Magazine in 2015. Mr. Liu has served as the chairman of the board and director of JD Technology since June 2020, and he currently serves as the chairman and non-executive director of JD Logistics, Inc. (HKEX: 2618).

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.

**Qingqing Yi**, aged 52, is a non-executive Director. Mr. Yi is a partner at Hillhouse Capital (“**Hillhouse**”). He has been with Hillhouse since 2005. Mr. Yi’s work at Hillhouse includes investments in the healthcare sectors. Mr. Yi currently serves as a director of BeiGene, Ltd., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 6160), the NASDAQ (NASDAQ: BGNE) and the Shanghai Stock Exchange (SHA: 688235), since October 2014. Mr. Yi was a director of Shanghai Junshi Biosciences Co., Ltd, a company listed on the Hong Kong Stock Exchange (HKEX: 1877) and Shanghai Stock Exchange (SHA: 688180), and a director of Genor Biopharma Holdings Limited (formerly known as JHBP (CY) Holdings Limited), a company listed on the Hong Kong Stock Exchange (HKEX: 6998).

Mr. Yi received his bachelor of science degree in engineering from Shanghai Maritime University (上海海事大學) in July 1995 and a master’s degree of business administration from University of Southern California in May 2003.

### Independent Non-executive Directors

**Xingyao Chen** (陳興堯), aged 49, is an independent non-executive Director and the chairperson of the Audit Committee. Mr. Chen served as the chief financial officer of New Hope Liuhe Co., Ltd (新希望六和股份有限公司) (“**New Hope Liuhe**”) (SZSE: 000876) from November 2011 to January 2017 and as its vice president from May 2013 to January 2017. Since March 2015, he has served as president of New Hope Huinong (Tianjin) Technology Co., Ltd. (新希望慧農(天津) 科技有限公司), an affiliate of New Hope Liuhe, responsible for, among other things, supervision of its operations and major financial decisions, and review of financial reports. Mr. Chen received his bachelor’s degree in materials science and engineering and his master degree in materials science from Beihang University (北京航空航天大學) in July 1996 and March 1999, respectively. Mr. Chen also received a MBA from Tsinghua University (清華大學) in July 2005 and an EMBA from China Europe International Business School (中歐國際工商學院) in July 2011.

## Directors and Senior Management (Continued)

**Ling Li** (李玲), aged 62, 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 serves 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) since June 2019. Ms. Li had 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 also serves as the vice chairman of China Health Economics Association, a member of the State Council Health Reform Advisory Commission, an advisor to the Beijing Municipal Government, an advisor to the pharmaceutical and healthcare 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.

**Jiyu Zhang** (張吉豫), aged 42, is an independent non-executive Director and a member of the Audit Committee and the Nomination Committee. Dr. Zhang currently holds associate professorship and serves as the executive director of the Law and Technology Institute at Renmin University of China (中國人民大學). She is also a member of and currently holds various leadership positions in the Cyberspace Security Strategy and Law Committee of China Institute of Communications, Beijing Intellectual Property Law Research Association, China Cyber Information Law Society and Law and Policy Working Group of China Artificial Intelligence and Industry Alliance. Prior to that, Dr. Zhang held an assistant professorship and was a post-doctoral fellow in intellectual property law at the Renmin University of China Law School (中國人民大學法學院) from August 2014 to August 2017 and September 2011 to July 2014, respectively.

Dr. Zhang received a bachelor of science degree with a double major in mathematics and applied mathematics and a bachelor of science degree in computer science and technology from Peking University (北京大學) in 2004. She then received her Doctor of Science in computer architecture from Peking University in 2011.

## Directors and Senior Management (Continued)

**Ying Wu** (吳鷹), aged 64, is an independent non-executive Director, a member of the Nomination Committee and the Remuneration Committee. He has extensive experiences in telecom industry and venture capital investment. Mr. Wu is currently the chairman of China Capital Group that he founded in October 2008, prior to which he had served as chairman and chief executive officer of UTStarcom (China) Co. Ltd for 12 years. Mr. Wu is also currently the chairman of ZJBC Information Technology Co., Ltd. (中嘉博創信息技術股份有限公司), a company listed on the Shenzhen Stock Exchange (SZSE: 889), an independent non-executive director of Zall Smart Commerce Group Ltd. (卓爾智聯集團有限公司), a company listed on the Stock Exchange (HKEX: 2098), and an independent director of BEST. Inc, a company listed on the New York Stock Exchange (NYSE: BEST). Mr. Wu was a chairman of the supervisory committee of Huayi Brothers Media Corporation Ltd. (華誼兄弟傳媒股份有限公司), a company listed on the Shenzhen Stock Exchange (SZSE: 300027), an independent non-executive director of Zhong An Online P&C Insurance Co., Ltd. (眾安在綫財產保險股份有限公司), a company listed on the Hong Kong Stock Exchange (HKEX: 6060), and a director of HyUnion Holdings Co., Ltd. (海聯金匯科技股份有限公司), a company listed on the Shenzhen Stock Exchange (SZSE: 2537).

Mr. Wu obtained his bachelor's degree in electronic engineering from the Beijing University of Technology (北京工業大學) in July 1982, his master's degree in science from New Jersey Institute of Technology in the United States in May 1988, and his doctor's degree (honoris causa) from New Jersey Institute of Technology in 2016.

### Senior management

The senior management (other than our executive Director) of the Group comprises the following:

Name	Age	Position(s)	Date of appointment as senior management
Hui Deng (鄧卉) <sup>(1)</sup>	38	Chief financial officer	May 11, 2023

Note:

(1) Mr. Dong Cao (曹冬) resigned as the chief financial officer of the Company with effect from May 11, 2023. Ms. Hui Deng (鄧卉) was appointed as the chief financial officer of the Company with effect from May 11, 2023.

**Hui Deng** (鄧卉), aged 38, joined JD.com in December 2015 and has held multiple key positions within Financial Reporting, Investment Management and other departments, in which she later served as the head of the Investment Support Department and the head of Finance Department in JD.com's private label brands business. Ms. Deng has extensive experience in financial management and capital markets, and has been deeply involved in many major capital market projects of JD.com. Prior to joining JD.com, Ms. Deng was the deputy manager of the audit department of PricewaterhouseCoopers Zhong Tian LLP, Beijing office. Ms. Deng received a master's degree in management from the University of International Business and Economics in July 2010. Ms. Deng holds a U.S. Certified Public Accountant license and is a non-practicing member of the Chinese Institute of Certified Public Accountants.

### Company secretary

**Ming King Chiu** (趙明璟), our company secretary, is the head of corporate and fund services at Vistra Corporate Services (HK) Limited. He has over 10 years of experience in the company secretarial field. He is currently (1) the joint company secretary of Shanghai Haohai Biological Technology Co., Ltd., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 6826); (2) the company secretary of Kunming Dianchi Water Treatment Co., Ltd., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 3768); (3) the company secretary of Grace Wine Holdings Limited, whose shares are listed on GEM (GEM: 8146); (4) the joint company secretary of CanSino Biologics Inc., whose shares are listed on the Hong Kong Stock Exchange (HKEX: 6185); (5) the company secretary of Sheng Yuan Holdings Limited, whose shares are listed on the Hong Kong Stock Exchange (HKEX: 851); (6) the company secretary of Loco Hong Kong Holdings Limited, whose shares are listed on GEM (GEM: 8162); (7) the company secretary of JD Logistics, whose shares are listed on the Hong Kong Stock Exchange (HKEX: 2618); (8) the joint company secretary of China Construction Bank Corporation, whose shares are listed on the Hong Kong Stock Exchange (HKEX: 939); (9) the joint company secretary of ZTO Express (Cayman) Inc., whose shares are listed on the Hong Kong Stock Exchange (HKEX:2057); and (10) the company secretary of Horizon Construction Development Limited, whose shares are listed on the Hong Kong Stock Exchange (HKEX: 9930).

Mr. Chiu was elected as an associate and a fellow of The Chartered Governance Institute in the United Kingdom in 2003 and 2015, respectively, and admitted as an associate and a fellow of The Hong Kong Chartered Governance Institute (“**HKCGI**”) in October 2003 and September 2015, respectively. He is also a holder of the Practitioner’s Endorsement Certificate issued by HKCGI. He has been a chairman of the Professional Services Panel and a council member of HKCGI.

Mr. Chiu obtained his bachelor of arts degree from University of Toronto in Canada in June 1999 and received his master of arts degree in professional accounting and information systems from City University of Hong Kong in November 2003.

# REPORT OF THE DIRECTORS

The Board of the Company is pleased to present this report of the Directors with the consolidated financial statements of the Group for the year ended December 31, 2023.

## General information

The Company was incorporated in the Cayman Islands on November 30, 2018 as an exempted limited liability company under the Companies Act.

The Company's Shares were listed on the Main Board of the Stock Exchange on December 8, 2020.

## Principal activities

The Company is an investment holding company, and together with its subsidiaries and Consolidated Affiliated Entities, engage in a comprehensive "Internet + Healthcare" ecosystem, providing pharmaceutical and healthcare products, internet healthcare, health management, intelligent healthcare solutions to the customers, and a variety of marketing services to the business partners. The Group's principal operations and geographic markets are in the PRC.

The Group has only one reportable segment as set out in Note 5 to the consolidated financial statements. The Group does not distinguish between markets or segments for the purpose of internal reports. No geographical information is presented.

## Business review

The business review of the Group for the year ended December 31, 2023 is set out in the sections headed "CEO Statement" and "Management Discussion and Analysis" from pages 5 to 7 and pages 8 to 18 of this annual report. Description of principal risks and uncertainties that the Group may be facing can be found in the sections headed "Report of Directors — Principal risks and uncertainties" and "Report of Directors — Risks relating to the Contractual Arrangements" on page 26 and page 57 of this annual report. In addition, discussions on the key relationship with the stakeholders, compliance with relevant laws and regulations, environmental policies and performance are set out in pages 25 to 26 of this annual report and will also be set out in the Environmental, Social and Governance Report to be published at the same time of this annual report.

## Results

The results of the Group for the year ended December 31, 2023 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on page 92 and page 93 of this annual report.

## Financial summary

A summary of the condensed consolidated statements of comprehensive income/(loss) and financial position of the Group is set out on page 4 of this annual report.

## Share capital

Details of movements in the share capital of the Company for the year ended December 31, 2023 are set out in Note 22 to the consolidated financial statements.

### Subsidiaries

Particulars of the Company's principal subsidiaries and Consolidated Affiliated Entities are set out in Note 35 to the consolidated financial statements.

### Major customers and suppliers

#### Customers

We have a broad base of customers. Except for JD Group, our top customers are primarily pharmaceutical companies and healthcare product companies. For the year ended December 31, 2023, the Group's five largest customers accounted for less than 30% of the Group's total revenue.

As of December 31, 2023, JD Group indirectly owned approximately 67.4% of our total issued share capital. To the best of our knowledge, all of the other four largest customers during the year ended December 31, 2023 were independent third parties. As of December 31, 2023, (i) Mr. Richard Qiangdong Liu (劉強東), a non-executive Director and chairman of the Board, held approximately 69.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings; and (ii) all the other Directors in aggregate held less than 1% of the beneficial ownership in JD Group.

Except as disclosed above, none of our other Directors, their respective associates or any Shareholder who, to the knowledge of such Directors, owned more than 5% of our issued share capital or has any interest in any of our top five customers during the year ended December 31, 2023.

#### Suppliers

Except for JD Group, our top suppliers are primarily pharmaceutical companies and healthcare product companies or their sales agents. For the year ended December 31, 2023, the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

As of December 31, 2023, JD Group indirectly owned approximately 67.4% of our total issued share capital. To the best of our knowledge, all of the other four largest suppliers during the year ended December 31, 2023 were independent third parties. As of the December 31, 2023, (i) Mr. Richard Qiangdong Liu (劉強東), a non-executive Director and chairman of the Board, held approximately 69.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings; and (ii) all the other Directors in aggregate held less than 1% of the beneficial ownership in JD Group.

Except as disclosed above, none of our other Directors, their respective associates or any Shareholder who, to the knowledge of such Directors, owned more than 5% of our issued share capital or has any interest in any of our top five suppliers during the year ended December 31, 2023.

### Key relationship with stakeholders

The Company is committed to maintaining a good relationship with stakeholders that have a significant impact on the Company and on which the Company's success depends. Further details will be set out in the Environmental, Social and Governance Report which is published at the same time of this annual report.

### Compliance with the relevant laws and regulations

To the best of the Directors' knowledge, information and belief, the Group has, in all material aspects, complied with the relevant laws and regulations that have a significant impact on the Group during the Reporting Period.

### Environmental policies and performance

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. Further details will be set out in the Environmental, Social and Governance Report which is published at the same time of this annual report.

### Principal risks and uncertainties

Our operations involve certain risks and uncertainties, which are set out in the section headed "Risk Factors" of the Prospectus. Some of the major risks we face relate to:

- our reliance on JD Group and the fact that there are certain overlapping businesses between our Group and JD Group;
- the fact that we may have conflicts of interest with JD Group;
- our ability to maintain a good relationship with JD Group, taking into account the extensive connected transactions between us and JD Group;
- our ability to manage the growth of our business and operations or implement our business strategies successfully;
- the fact that we are subject to extensive and evolving regulatory requirements, and sale of prescription drugs are subject to stringent scrutiny;
- our ability to compete effectively;
- the fact that we are in the early stage of development with a limited operating history in an emerging and dynamic industry;
- our ability to maintain, protect and enhance the reputation and recognition of our brand;
- our ability to continue to attract and retain users, provide superior user experience and maintain users' trust in our platform;
- the fact that our sale of pharmaceutical and healthcare products is subject to a variety of risks;
- the fact that we may become subject to product liability claims, medical liability claims, and penalties or disputes for failure to manage our in-house medical team and external doctors; and
- our ability to handle and secure data.

## Use of net proceeds

With the shares listed on the Hong Kong Stock Exchange on December 8, 2020, the net proceeds from the Global Offering (following full exercise of the Over-allotment Option) were approximately RMB25.7 billion (the “**Net Proceeds**”) after deducting underwriting commissions and offering expenses, which were intended be utilized for the purposes as set out in the Prospectus.

As disclosed in the Company’s announcement dated November 29, 2023 (the “**Change in Use of Proceeds Announcement**”), after careful consideration and detailed evaluation of the Company’s operations and business strategy, the Board has resolved to re-allocate the unutilized portion of approximately RMB7.7 billion for “Research and Development” to “Use for business expansion” (the “**Change in Use of Net Proceeds**”). Save for the Change in Use of Net Proceeds, the allocation and the expected timeline for the utilization of the other Net Proceeds remain unchanged, which will be used in the manner as disclosed in the Prospectus. Please refer to the Change in Use of Proceeds Announcement for details.

The following table sets forth a summary of the allocation and status of the utilization of the Net Proceeds and the Unutilized Net Proceeds after the Change in Use of Net Proceeds as at December 31, 2023:

Purpose	Allocation of Net Proceeds before the Change in Use of Net Proceeds (RMB million)	Unutilized amount as at January 1, 2023 (RMB million)	Utilized amount as at Change in Use of Proceeds Announcement (RMB million)	Unutilized amount as at Change in Use of Proceeds Announcement (RMB million)	Allocation of the Unutilized Net Proceeds after the Change in Use of Net Proceeds (RMB million)	Amount utilized from Change in Use of Proceeds to December 31, 2023 (RMB million)	Unutilized amount as at December 31, 2023 (RMB million)
Use for business expansion, including further developing our retail pharmacy business and online healthcare services, enhancing user growth and engagement and promoting brand awareness	10,288	6,454	8,992	1,296	9,010	1,375	7,635
Research and development	7,716	7,716	2	7,714	—	—	—
Potential investments and acquisitions or strategic alliances	5,144	2,911	2,233	2,911	2,911	—	2,911
Working capital needs and general corporate purpose	2,573	648	1,925	648	648	69	579
	25,721	17,729	13,152	12,569	12,569	1,444	11,125

## Report of the Directors (Continued)

### Final dividends

The Board did not recommend the distribution of a final dividend for the year ended December 31, 2023.

### Reserves

As of December 31, 2023, the Company had distributable reserves of RMB42.6 billion.

Details of movements in the reserves of the Company during the year ended December 31, 2023 are set out in Note 37 of the consolidated financial statements.

### Borrowings

The Group did not have any outstanding bank loans and other borrowings as of December 31, 2023.

### Debenture issued

The Group has not issued any debentures during the year ended December 31, 2023.

### Equity-linked agreements

No equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2023.

### Directors

The Directors who held office during the year ended December 31, 2023 and up to the date of this report were:

#### Executive Director

Enlin Jin (金恩林) (*Chief Executive Officer*)

#### Non-Executive Directors

Richard Qiangdong Liu (劉強東) (*Chairman*)

Qingqing Yi

#### Independent Non-Executive Directors

Xingyao Chen (陳興堯)

Ling Li (李玲)

Jiyu Zhang (張吉豫)

Ying Wu (吳鷹)

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, 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) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. Accordingly, Ms. Ling Li (李玲), Dr. Jiyu Zhang (張吉豫) and Mr. Xingyao Chen (陳興堯) shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Details of the Directors standing for re-election at the forthcoming annual general meeting are set out in the circular to the Shareholders together with this annual report.

### **Board of Directors and senior management**

Biographical details of the Directors and senior management of the Group are set out in the section headed “Directors and Senior Management” on pages 19 to 23 of this annual report.

### **Changes in information of Directors**

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors and chief executives since the last published interim report are set out below:

Mr. Ying Wu has resigned as a chairman of the supervisory committee of Huayi Brothers Media Corporation Ltd. (華誼兄弟傳媒股份有限公司) on August 30, 2023, a company listed on the Shenzhen Stock Exchange (SZSE: 300027).

Save as disclosed above, there were no changes in information of Directors of the Company that are required to be disclosed pursuant to Rule 13.51(B)(1) of the Listing Rules since the last published interim report.

### **Permitted indemnity**

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force for the year ended December 31, 2023. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

### **Directors’ service contracts**

The executive Director has entered into a service contract with the Company for an initial term of three years commencing from September 6, 2021, subject to re-election and when required under the Articles of Association, on and subject to the terms and conditions specified in the service contract.

Each of the non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company either (i) 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); or (ii) for an initial period of three years from the date of appointment and be automatically renewed for successive periods of three years until terminated in accordance with the terms and conditions of the letter of appointment (as the case may be). Such appointments are subject to retirement as and when required under the Articles of Association, on and subject to the terms and conditions specified in the respective letter of appointment.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## Report of the Directors (Continued)

### **Directors' interests in transactions, arrangements or contracts of significance**

Save as disclosed in the section "Continuing Connected Transactions" below and in this annual report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries and the Consolidated Affiliated Entities was a party subsisting during or at the end of the year ended December 31, 2023.

### **Management contracts**

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended December 31, 2023.

### **Contracts and relationship with controlling shareholders**

Save as disclosed in the section "Continuing Connected Transactions" below and in this annual report, no contract of significance or contract of significance for the provision of services has been entered into among the Company or any of its subsidiaries and the Consolidated Affiliated Entities and the Controlling Shareholders during the year ended December 31, 2023.

As noted in the section headed "Relationship with Controlling Shareholders" of the Prospectus, our retail pharmacy business is generally intended to only be carried out by our Group, except certain protective equipment products via direct sales channel that are related to healthcare (e.g. thermometers and facemasks), which may also be sold on JD Group's platforms. However, we do not believe that any potential competition with JD Group is likely to be material to us partly because the sale of protective equipment peripheral to the businesses of both our Group and JD Group and JD Group has no intent to substantially develop this line of business in the foreseeable future. The business relating to JD branded facemasks has been substantially transferred to our Group. The remaining protective equipment products still sold by JD Group includes thermometers and facemasks for children (both under the maternal and child product category of JD Group). These products only accounted for approximately 1.18% of our Group's revenue for the year ended December 31, 2023, which has been reviewed by the Audit Committee.

In addition, our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. Our independent non-executive Directors have reviewed and confirmed that there is no conflict of interests between our Group and our Controlling Shareholders that need to be disclosed to the Shareholders.

### **Directors' rights to acquire shares or debentures**

Save as disclosed in this annual report, at no time during the year ended December 31, 2023 was the Company or any of its subsidiaries and the Consolidated Affiliated Entities a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

### **Directors' interests in competing business**

Save and except for the interests of our Controlling Shareholders in our Company, its subsidiaries and the Consolidated Affiliated Entities, during the year ended December 31, 2023, neither our Controlling Shareholders nor any of our Directors is considered to have interests in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

## Directors' and chief executives' interests and short positions in shares and underlying shares and debentures of the company or any of its associated corporations

As of December 31, 2023, the interests and short positions of the Directors and chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### (i) Interest in the Company

Name of Director	Nature of interest	Number of ordinary shares	Approximate % of holding <sup>(8)</sup>
Enlin Jin (金恩林)	Beneficial owner <sup>(1)</sup>	586,699 <sup>(L)</sup>	0.02
Richard Qiangdong Liu (劉強東)	Interest in a controlled corporation <sup>(2)</sup> ; Beneficial owner <sup>(3)</sup>	2,184,655,829 <sup>(L)</sup>	68.51
Xingyao Chen (陳興堯)	Beneficial owner <sup>(4)</sup>	27,145 <sup>(L)</sup>	0.00
Ling Li (李玲)	Beneficial owner <sup>(5)</sup>	27,145 <sup>(L)</sup>	0.00
Jiyu Zhang (張吉豫)	Beneficial owner <sup>(6)</sup>	6,641 <sup>(L)</sup>	0.00
Ying Wu (吳鷹)	Beneficial owner <sup>(7)</sup>	18,383 <sup>(L)</sup>	0.00

Notes:

- (1) Includes Mr. Enlin Jin (金恩林)'s entitlement to receive up to 156,401 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 up to 196,668 Shares pursuant to the vesting of the Award Shares granted to him under the Post-IPO Share Award Scheme, subject to the conditions (including vesting conditions) of those Award Shares.
- (2) JD Jiankang, which holds 2,149,253,732 Shares, is wholly-owned by JD.com. As of December 31, 2023, Mr. Richard Qiangdong Liu (劉強東) is interested in approximately 69.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings.
- (3) Includes Mr. Richard Qiangdong Liu (劉強東)'s entitlement to receive up to 26,521,259 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.
- (4) Includes Mr. Xingyao Chen (陳興堯)'s entitlement to receive up to 21,496 Shares pursuant to the vesting of the Award Shares granted to him under the Post-IPO Share Award Scheme, subject to the conditions (including vesting conditions) of those Award Shares.
- (5) Includes Ms. Ling Li (李玲)'s entitlement to receive up to 21,496 Shares pursuant to the vesting of the Award Shares granted to her under the Post-IPO Share Award Scheme, subject to the conditions (including vesting conditions) of those Award Shares.
- (6) Includes Dr. Jiyu Zhang (張吉豫)'s entitlement to receive up to 2,697 Shares pursuant to the vesting of the Award Shares granted to her under the Post-IPO Share Award Scheme, subject to the conditions (including vesting conditions) of those Award Shares.
- (7) Includes Mr. Ying Wu (吳鷹)'s entitlement to receive up to 13,646 Shares pursuant to the vesting of the Award Shares granted to her under the Post-IPO Share Award Scheme, subject to the conditions (including vesting conditions) of those Award Shares.
- (8) The percentages are calculated on the basis of 3,188,615,111 Shares in issue as of December 31, 2023.
- (9) (L) denotes a long position in the Shares.

## Report of the Directors (Continued)

### (ii) Interests in the underlying shares of associated corporations of the Company

The Company has been granted (i) a certificate of exemption from strict compliance with Part XV of the SFO (other than Divisions 5, 11 and 12 of Part XV of the SFO) to the directors or chief executives of the Company who is/are also a director or chief executive of JD.com (the “**Common Directors/Chief Executives**”) with respect to their disclosure of interest, and short positions, in any shares in JD.com and associated corporations of the Company which are subsidiaries of JD.com (“**Associated Corporations**”), and (ii) a waiver from strict compliance with Practice Note 5 and paragraphs 41(4) and 45 of Part A of Appendix 1 to the Listing Rules such that the Common Directors/Chief Executives will not be required to disclose their interests and short positions in any shares or underlying shares in the Associated Corporations in accordance with Part XV of the SFO (collectively, the “**DI Waivers**”). Further details regarding the waiver and exemption in relation to disclosure of interests information (including the conditions of such waiver and exemption) are set out in the section headed “Waivers from strict compliance with the Listing Rules and exemptions from the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver and exemption in relation to disclosure of interests information” in the Prospectus.

Except as specifically noted, the following table sets forth the directors’ or chief executives’ beneficial ownership of JD.com’s Class A ordinary shares and Class B ordinary shares as of December 31, 2023.

Beneficial ownership is determined in accordance with the rules and regulations of the U.S. SEC. In computing the number of shares beneficially owned by a person and the percentage ownership and voting power percentage of that person, JD.com has included shares and associated votes that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security. These shares and associated votes, however, are not included in the computation of the percentage ownership of any other person. Ordinary shares held by a shareholder are determined in accordance with JD.com’s register of members.

	Ordinary Shares Beneficially Owned*				
	Class A ordinary shares	Class B ordinary shares	Total ordinary shares	% of beneficial ownership	% of aggregate voting power <sup>#(4)</sup>
<b>Directors and Executive Officers</b>					
Richard Qiangdong Liu (劉強東)	34,774,550 <sup>(1)</sup>	305,630,780 <sup>(1)</sup>	340,405,330 <sup>(1)</sup>	10.8 <sup>(1)</sup>	69.9 <sup>(2)(3)</sup>

Notes:

# For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all of the Class A ordinary shares and Class B ordinary shares as a single class.

\* Beneficial ownership information disclosed herein represents direct and indirect holdings of entities owned, controlled or otherwise affiliated with the applicable holder as determined in accordance with the rules and regulations of the U.S. SEC.

## Report of the Directors (Continued)

- (1) Represents (i) 11,487,275 ADSs (each representing two Class A ordinary shares), representing 22,974,550 Class A ordinary shares, held by Max Smart Limited, (ii) 11,800,000 Class A ordinary shares that Mr. Richard Qiangdong Liu (劉強東) had the right to acquire upon exercise of options that shall have become vested within 60 days after December 31, 2023 and (iii) 305,630,780 Class B ordinary shares held by Max Smart Limited. Max Smart Limited is a British Virgin Islands company beneficially owned by Mr. Richard Qiangdong Liu through a trust and of which Mr. Richard Qiangdong Liu is the sole director. The ordinary shares beneficially owned by Mr. Richard Qiangdong Liu do not include 17,581,344 Class B ordinary shares held by Fortune Rising Holdings Limited, a British Virgin Islands company, as described in note (2) below.
- (2) The aggregate voting power includes the voting power with respect to the 17,581,344 Class B ordinary shares held by Fortune Rising Holdings Limited. Mr. Richard Qiangdong Liu (劉強東) is the sole shareholder and the sole director of Fortune Rising Holdings Limited and he may be deemed to beneficially own the voting power with respect to all of the ordinary shares held by Fortune Rising Holdings Limited in accordance with the rules and regulations of the U.S. SEC, notwithstanding the facts described in note (3) below.
- (3) Fortune Rising Holdings Limited holds the 17,581,344 Class B ordinary shares for the purpose of transferring such shares to the plan participants under JD.com's share incentive plan, and administers the awards and acts according to JD.com's instruction. Fortune Rising Holdings Limited exercises the voting power with respect to these shares according to JD.com's instruction. Fortune Rising Holdings Limited is a company incorporated in the British Virgin Islands. Mr. Richard Qiangdong Liu (劉強東) is the sole shareholder and the sole director of Fortune Rising Holdings Limited.
- (4) The percentage is calculated on the basis of 3,144,236,167 ordinary shares outstanding as of December 31, 2023.

The following table lists out the interests of Directors or chief executives (who are not entitled to the DI Waivers) in JD.com, JD Logistics and China Logistics Property Holdings Co., Ltd. ("**CNLP**"), all of which are associated corporations of the Company that are also subsidiaries of JD.com (i.e. fellow subsidiaries), as of December 31, 2023.

Name of Director	Associated corporation	Nature of interest	Number of shares	% of interest in associated corporation
Enlin Jin (金恩林)	JD.com	Beneficial owner <sup>(1)</sup>	2,464 <sup>(L)</sup>	0.00
Enlin Jin (金恩林)	JD Logistics	Beneficial owner	28,000 <sup>(L)</sup>	0.00
Richard Qiangdong Liu (劉強東)	JD Logistics	Beneficial owner <sup>(2)</sup> ; Interest in a controlled corporation <sup>(3)</sup>	4,291,457,805 <sup>(L)</sup>	64.94
Richard Qiangdong Liu (劉強東)	CNLP	Interest in controlled corporation <sup>(4)</sup>	3,474,283,058 <sup>(L)</sup>	100.00
Ling Li (李玲)	JD.com	Interest of spouse <sup>(5)</sup>	49,140 <sup>(L)</sup>	0.00
Ling Li (李玲)	JD Logistics	Interest of spouse <sup>(6)</sup>	49,000 <sup>(L)</sup>	0.00

Notes:

- (1) Includes Mr. Enlin Jin (金恩林)'s entitlement to receive up to 1,248 shares in JD.com pursuant to restricted share units under the share incentive plan of JD.com.
- (2) Includes Mr. Richard Qiangdong Liu (劉強東)'s entitlement to receive up to 49,593,354 shares of JD Logistics pursuant to the exercise of options granted to him, subject to the conditions (including vesting conditions) of those options.

## Report of the Directors (Continued)

- (3) Jingdong Technology Group Corporation, which holds 4,192,271,100 shares in JD Logistics, is wholly-owned by JD.com. As of December 31, 2023, Mr. Richard Qiangdong Liu (劉強東) is interested in approximately 69.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings.
- (4) These interests comprise of 3,474,283,058 shares of CNLP directly held by JD Property which is owned as to 74.96% by JD.com as of December 31, 2023. As of December 31, 2023, Mr. Richard Qiangdong Liu is interested in approximately 69.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings.
- (5) Represents 49,140 shares in JD.com directly held by Mr. Dingbo Xu (許定波). Ms. Ling Li (李玲) is the spouse of Mr. Dingbo Xu, she is deemed to be interested in the shares in JD.com in which Mr. Dingbo Xu is interested.
- (6) Represents 49,000 shares in JD Logistics directly held by Mr. Dingbo Xu (許定波). Ms. Ling Li (李玲) is the spouse of Mr. Dingbo Xu, she is deemed to be interested in the shares in JD Logistics in which Mr. Dingbo Xu is interested.
- (7) (L) denotes a long position in the Shares.

Save as disclosed above, as of December 31, 2023, none of the Directors and chief executives of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Model Code.

## Substantial shareholders' interests and short positions in Shares and underlying Shares

As of December 31, 2023, the persons other than the Directors, whose interests have been disclosed in this annual report, had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company, pursuant to Section 336 of the SFO, were as follows:

Name of Shareholder	Nature of interest	Number of ordinary shares	Approximate % of holding <sup>(2)</sup>
JD Jiankang <sup>(1)</sup>	Beneficial owner	2,149,253,732 <sup>(L)</sup>	67.40%
JD.com <sup>(1)</sup>	Interest in controlled corporation	2,149,253,732 <sup>(L)</sup>	67.40%

Notes:

- (1) JD Jiankang is wholly-owned by JD.com. Under the SFO, JD.com is deemed to be interested in and control the 2,149,253,732 Shares held by JD Jiankang.
- (2) The percentages are calculated on the basis of 3,188,615,111 Shares in issue as of December 31, 2023.
- (3) (L) denotes a long position in the Shares.

Save as disclosed herein, as of December 31, 2023, no person, other than the Directors whose interests are set out in this annual report, had any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### **Emolument policy and Directors' remuneration**

In compliance with the CG Code, the Company has established the Remuneration Committee to formulate remuneration policies. The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors and the senior management personnel are eligible participants of the Pre-IPO ESOP, the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme. Details of the remuneration of the Directors, senior management and the five highest paid individuals are set out in Note 10, Note 34 and Note 11, respectively, to the consolidated financial statements.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

### **Share incentive schemes**

The Company has three existing share incentive schemes, namely the Pre-IPO ESOP, the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme, which were all adopted before the effective date of the new Chapter 17 of the Listing Rules on January 1, 2023. The Company has complied and will continue to comply with the new Chapter 17 to the extent required by the transitional arrangements for the existing share incentive schemes.

5,783,048 new Shares, representing approximately 0.18% of the weighted average of issued share capital of the Company, were issued or may be issued in respect of all options and awards granted during the Reporting Period to eligible participants pursuant to the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme.

Further, details and relevant breakdowns of each of the share incentive schemes are set out below:

#### **1. Pre-IPO ESOP**

The Pre-IPO ESOP was approved and adopted by the Company on September 14, 2020, as amended from time to time.

##### **Purpose**

The purpose of the Pre-IPO ESOP is to promote the success and enhance the value of the Company by linking the personal interests of the members of the Board, employees and consultants to those of the Shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns

## Report of the Directors (Continued)

to the Shareholders. The Pre-IPO ESOP is further intended to provide flexibility to the Company in its ability to motivate, attract and retain the services of its recipients upon whose judgment, interest and special effort the successful conduct of the Company's operation is largely dependent.

### **Eligible participants**

Persons eligible to participate in the Pre-IPO ESOP include employees, consultants and all members of the Board, as determined by a committee authorized by the Board (the "**Committee**"). The awards shall be granted in the form of options, restricted share awards and restricted share units (the "**Pre-IPO Awards**").

### **Maximum number of new Shares available for issue**

The maximum aggregate number of new Shares issued and may be issued pursuant to all Pre-IPO Awards under the Pre-IPO ESOP is 238,805,970 Shares as of September 14, 2020 that are reserved under the Pre-IPO ESOP.

No further Pre-IPO Awards would be granted under the Pre-IPO ESOP after Listing.

Given that no further Pre-IPO Awards would be granted under the Pre-IPO ESOP, the outstanding number of options would be equivalent to the number of new Shares available for issue under the Pre-IPO ESOP. As of the date of this report, outstanding options representing 31,237,663 underlying Shares, being approximately 0.98% of the issued share capital of the Company, were granted to eligible participants pursuant to the Pre-IPO ESOP. Details of the Pre-IPO ESOP are set out in Note 28 to the consolidated financial statements.

### **Maximum entitlement for each participant**

Under the Pre-IPO ESOP, there is no specific limit on the maximum number of Shares which may be granted to a single eligible participant but unvested.

### **Vesting period**

The vesting criteria and conditions, and the vesting date are specified in the award agreement. Details of the vesting period of individual grants are stated in the table below.

### **Period of the Pre-IPO ESOP**

The Pre-IPO ESOP commenced on September 14, 2020 and will expire on September 14, 2030. Upon expiry of the Pre-IPO ESOP, any Pre-IPO Awards that are outstanding shall remain in force according to the terms of the Pre-IPO ESOP and the applicable award agreement.

## Report of the Directors (Continued)

### Exercise price

The exercise price per Share subject to an option shall be determined by the Committee and set forth in the award agreement which may be a fixed or variable price related to the fair market value of the Shares.

The exercise price per Share subject to an option may be amended or adjusted in the absolute discretion of the Committee, the determination of which shall be final, binding and conclusive. For the avoidance of doubt, to the extent not prohibited by applicable laws, rules and regulations, a downward adjustment of the exercise prices of options mentioned in the preceding sentence shall be effective without the approval of the Company's shareholders or the approval of the affected participants.

Further details of the Pre-IPO ESOP are set out in the section headed "Statutory and General Information — Share Incentive Plan" of Appendix IV to the Prospectus.

Details of the outstanding options granted under the Pre-IPO ESOP (to be satisfied by existing Shares) are as follows:

Name	Role	Date of grant	Vesting period <sup>(1)</sup>	Exercise price (per Share)	Outstanding as of January 1, 2023	Exercised during the Reporting Period	Cancelled/ forfeited during the Reporting Period	Lapsed during the Reporting Period	Outstanding as of December 31, 2023	Weighted average closing price of Shares immediately before the date of exercise during the Reporting Period (HKD)
<b>Directors</b>										
Enlin Jin (金恩林)	Executive Director and Chief Executive Officer	October 1, 2020	0 to 5.5 years	US\$0.0000005	239,795	83,394	—	—	156,401	59.60
Richard Qiangdong Liu (劉強東)	Non-executive Director and chairman of the Board	October 15, 2020	1 to 6 years	US\$0.0000005	35,361,678	8,840,419	—	—	26,521,259	38.45
<b>Five highest paid individuals during the Reporting Period in aggregate<sup>(2)</sup></b>		October 1, 2020	0.3 to 5.5 years	US\$0.0000005	259,400	77,600	—	—	181,800	60.25
<b>Other grantees in aggregate</b>		October 1, 2020	0 to 8.8 years	US\$0.0000005	15,976,072	3,253,001	—	1,520,259	11,202,812	54.29
					51,836,945	12,254,414	—	1,520,259	38,062,272	

Note:

- (1) The exercise period of the options granted under the Pre-IPO ESOP shall commence from the date on which the relevant options become vested and end on the 10th anniversary of the grant date, subject to the terms of the Pre-IPO ESOP and the share option award agreement signed by the grantee.
- (2) The five highest paid individuals during the Reporting Period in aggregate did not include the Directors disclosed above.

## Report of the Directors (Continued)

### 2. Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme was adopted pursuant to the written resolutions of the Shareholders passed on November 23, 2020.

#### **Purpose**

The purpose of the Post-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and Shareholders as a whole. The Post-IPO Share Option Scheme will provide our Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to selected participants.

#### **Selected participants**

Any individual, being an employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options. However, no individual who is resident in a place where the grant, acceptance or exercise of options pursuant to the Post-IPO Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options.

#### **Maximum number of Shares available for grant**

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other schemes is 312,708,211 Shares, being no more than 10% of the Shares in issue on the Listing Date (the "**Option Scheme Mandate Limit**") (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option and the shares to be issued under the Pre-IPO ESOP and grants under the Post-IPO Share Award Scheme). Options which have lapsed in accordance with the terms of the rules of the Post-IPO Share Option Scheme (or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time (the "**Option Scheme Limit**"). No options may be granted under any schemes of our Company (or its subsidiaries) if this will result in the Option Scheme Limit being exceeded.

As of December 31, 2023 and the date of this report, no options had been granted, agreed to be granted, exercised, cancelled or lapsed pursuant to the Post-IPO Share Option Scheme and therefore the total number of Shares available for grant under the Post-IPO Share Option Scheme was 312,708,211 Shares and 312,708,211 Shares (representing 9.81% of the issued share capital of the Company as at the date of this report), respectively.

**Maximum entitlement of a grantee**

Unless approved by our Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of the Company to each selected participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.

**Remaining life of the Post-IPO Share Option Scheme**

The Post-IPO Share Option Scheme is valid and effective for a period of 10 years commencing from the Listing Date and up to December 8, 2030. The remaining life of the Post-IPO Share Option Scheme is approximately over six years.

**Option period**

An option may, subject to the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Board or its delegate(s) may from time to time determine stating that the option is thereby exercised and the number of Shares in respect of which it is exercised.

The Board or its delegate(s) has the discretion to determine the minimum period(s) for which an option must be held and/or any minimum performance target(s) that must be achieved before it can be exercised in whole or in part.

**Vesting period**

The vesting criteria and conditions, and the vesting date as determined by the Board or its delegate will be specified in the award agreement.

**Consideration**

A nominal consideration of RMB1.00 is payable upon acceptance of the grant of an option.

**Exercise price**

Pursuant to the Post-IPO Share Option Scheme, the participants may subscribe for the Shares on the exercise of an option at the price determined by the Board or its delegate(s) provided that it shall be not less than the greater of (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; (b) the average closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a Share on the date of grant.

Further details of the Post-IPO Share Option Scheme are set out in the section headed "Statutory and General Information — Share Incentive Plan" of Appendix IV to the Prospectus.

## Report of the Directors (Continued)

### 3. Post-IPO Share Award Scheme

The Post-IPO Share Award Scheme was adopted pursuant to the written resolutions of the Shareholders passed on November 23, 2020.

#### **Purpose**

The purpose of the Post-IPO Share Award Scheme is to align the interests of Eligible Persons' (as defined below) 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 Eligible Persons (as defined below) to make contributions to the long-term growth and profits of the Group.

#### **Eligible participants**

Any individual, being an employee, director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate (an "**Eligible Person**" and, collectively "**Eligible Persons**") who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group is eligible to receive an Award. However, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Post-IPO Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Post-IPO Share Award Scheme.

#### **Award**

An Award gives a selected participant a conditional right, when the Award Shares vest, to obtain the Award Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the selected participant to receive the Award in Shares, the cash equivalent from the sale of the Award Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted to the date the Award vests. For the avoidance of doubt, the Board or its delegate(s) at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the selected participant even though the Award Shares have not yet vested.

#### **Granting of awards**

The Board may, from time to time, grant Awards to a selected participant by way of an award letter. The award letter will specify the grant date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the vesting date and such other details as the Board or its delegate(s) may consider necessary.

Each grant of an Award to any Director or the chairman of the Company shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Shares to connected persons of the Company.

**Maximum number of Award Shares (either to be satisfied by new Shares or existing Shares) available for grant**

The aggregate number of Award Shares granted and to be granted under 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 January 1, 2023, 256,955,180 Award Shares were available for grant under the Post-IPO Share Award Scheme. During the Reporting Period, 6,051,558 Award Shares were granted to eligible participants pursuant to the Post-IPO Share Award Scheme. As of December 31, 2023, 253,678,063 Award Shares were available for grant under the Post-IPO Share Award Scheme.

**Maximum number of new Shares available for issue**

The total number of new Shares issued and may be issued pursuant to the Post-IPO Share Award Scheme will not exceed 312,708,211 Shares, representing 10% of the Company's issued share capital upon Listing (the "Scheme Mandate").

As of January 1, 2023, 294,458,211 new Shares were available for issue under the Scheme Mandate. During the Reporting Period, 8,700,000 new Shares were issued pursuant to the Post-IPO Share Award Scheme. As of December 31, 2023 and the date of this report, 285,758,211 new Shares and 285,258,211 new Shares (representing approximately 8.96% and 8.94% of the issued share capital of the Company as of the date of this report) were available for issue under the Scheme Mandate, respectively.

**Consideration and purchase price**

Pursuant to the Post-IPO Share Award Scheme, there is no amount payable on application or acceptance of the Award and no purchase price of Shares awarded.

**Maximum entitlement for each participant**

Under the Post-IPO Share Award Scheme, there is no specific limit on the maximum number of shares which may be granted to a single eligible participant but unvested under the Post-IPO Share Award Scheme.

**Termination**

The Post-IPO Share Award Scheme shall terminate on the earlier of:

- (a) the end of the period of ten years commencing on the Listing Date except in respect of any non-vested Shares granted hereunder prior to the expiration of the Post-IPO Share Award Scheme, for the purpose of giving effect to the vesting of such Shares or otherwise as may be required in accordance with the provisions of the Post-IPO Share Award Scheme; and
- (b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any selected participant under the rules of the Post-IPO Share Award Scheme, provided further that for the avoidance of doubt, the change in the subsisting rights of a selected participant in this paragraph refers solely to any change in the rights in respect of the Shares already granted to a selected participant.

## Report of the Directors (Continued)

### Remaining life of the Post-IPO Share Award Scheme

The Post-IPO Share Award Scheme is valid and effective for a period of 10 years commencing from the Listing Date and up to December 8, 2030. The remaining life of the Post-IPO Share Award Scheme is approximately over six years.

Further details of the Post-IPO Share Award Scheme are set out in the section headed “Statutory and General Information — Share Incentive Plan” of Appendix IV to the Prospectus.

Details of the unvested Award Shares granted under the Post-IPO Share Award Scheme (to be satisfied by new Shares) are as follows:

Role	Date of Grant	Vesting period	Purchase price	Unvested Award Shares as of January 1, 2023	Granted during the Reporting Period	Vested during the Reporting Period	Cancelled/ forfeited during the Reporting Period	Lapsed during the Reporting Period	Unvested Award Shares as of December 31, 2023	Closing price of Shares immediately before the grant (HKD)	Fair value of Award Shares at the date of grant <sup>(1)</sup> (HKD)	Weighted average closing price of the Share immediately before the date of vesting (HKD)
<b>Employee Participants<sup>(2)</sup></b>	January 1, 2021	1 to 6 years	Nil	85,850	—	17,170	—	8,080	60,600	N/A	N/A	71.35
	April 1, 2021	0.8 to 6 years	Nil	39,656,193	—	7,964,163	1,283	599,461	31,091,286	N/A	N/A	71.15
	July 1, 2021	1 to 6 years	Nil	265,486	—	69,711	—	41,057	154,718	N/A	N/A	49.45
	October 1, 2021	0.3 to 5.3 years	Nil	1,437,833	—	403,525	35	288,161	746,112	N/A	N/A	40.98
	January 1, 2022	0.3 to 6 years	Nil	508,524	—	83,590	—	145,165	279,769	N/A	N/A	69.26
	April 1, 2022	1 to 4 years	Nil	1,553,630	—	301,228	3,597	500,222	748,583	N/A	N/A	58.40
	July 1, 2022	1 to 4 years	Nil	537,511	—	85,626	—	270,705	181,180	N/A	N/A	49.45
	October 1, 2022	1 to 4 years	Nil	1,092,615	—	198,254	224	211,475	682,662	N/A	N/A	40.60
	January 1, 2023	0.2 to 4 years	Nil	—	1,454,006	99,886	—	194,140	1,159,980	71.35	71.35	58.40
	April 1, 2023	0.3 to 4 years	Nil	—	1,088,270	27,565	—	122,020	938,685	58.40	58.40	49.45
	July 1, 2023	1 to 4 years	Nil	—	866,276	—	—	97,972	768,304	49.45	49.45	N/A
	October 1, 2023	0.8 to 4 years	Nil	—	2,374,496	—	—	114,000	2,260,496	40.60	40.60	N/A
					45,137,642	5,783,048	9,250,718	5,139	2,592,458	39,072,375		

## Report of the Directors (Continued)

### Notes:

- (1) The fair values of the Award Shares granted during the year ended December 31, 2023 were determined based on the market value of the Shares at the respective grant dates.
- (2) As disclosed in the 2022 Annual Report, the number of unvested Award Shares for Employee Participants and Related Entity Participants as of December 31, 2022 was 44,942,214 and 188,679, respectively. During the Reporting Period, due to administrative reasons, such as change in personnel positions and costs reasons, the scheme administrator has resolved to make administrative adjustments (the “**Administrative Adjustments**”) in relation to the type of Shares to be used to (i) satisfy 103,679 Award Shares granted by the Company on May 1, 2021 with existing Shares (instead of new Shares as originally intended on the date of grant); and (ii) satisfy 90,225, 203 and 20,000 Award Shares granted by the Company on April 1, 2021, October 1, 2021 and April 1, 2022, respectively, with new Shares (instead of existing Shares as originally intended on the date of grant). After the Administrative Adjustments and the movements of Award Shares as stated in the table, the number of unvested Award Shares for Employee Participants as of December 31, 2023 was 39,072,375.

For the avoidance of doubt, (a) such Administrative Adjustments are allowed under the rules of the Post-IPO Share Award Scheme, (b) all the terms and conditions of the grants as stated in the above (i) and (ii) have not been amended, the updates are purely administrative adjustments and only in respect of how the award shall be satisfied, and (c) all the awards subject to the Administrative Adjustments were granted before the effective date of the new Chapter 17 of the Listing Rules (i.e. January 1, 2023) and the Company has complied and will continue to comply with the new Chapter 17 of the Listing Rules to the extent required by the transitional arrangements for the existing share incentive schemes.

- (3) There is no performance target attached to the Award Shares granted during the Reporting Period.

Details of the outstanding Award Shares granted under the Post-IPO Share Award Scheme (to be satisfied by existing Shares) are as follows:

Name	Role	Date of Grant	Vesting period	Purchase price	Unvested Award Shares as of January 1, 2023	Granted during the Reporting Period	Vested during the Reporting Period	Cancelled/ forfeited during the Reporting Period	Lapsed during the Reporting Period	Unvested Award Shares as of December 31, 2023	Closing price of Shares immediately before the grant (HKD)	Fair value of Award Shares at the date of grant and the accounting standard adopted <sup>(1)</sup> (HKD)	Weighted average closing price of the Share immediately before the date of vesting (HKD)
<b>Directors</b>													
Enlin Jin (金恩林)	Executive	April 1, 2021	1 to 4 years	Nil	85,001	—	28,333	—	—	56,668	N/A	N/A	58.40
	Director and Chief Executive Officer	July 1, 2022	0.8 to 3.8 years	Nil	80,000	—	20,000	—	—	60,000	N/A	N/A	58.40
		July 1, 2023	1 to 4 years	Nil	—	80,000	—	—	—	80,000	49.45	49.45	N/A
Ling Li (李玲)	Independent non-executive Director	July 16, 2021	0.4 to 2.4 years	Nil	2,697	—	2,697	—	—	—	N/A	N/A	39.20
		November 27, 2023	1 to 3 years	Nil	—	21,496	—	—	—	21,496	39.20	39.95	N/A
Xingyao Chen (陳興堯)	Independent non-executive Director	July 16, 2021	0.4 to 2.4 years	Nil	2,697	—	2,697	—	—	—	N/A	N/A	39.20
		November 27, 2023	1 to 3 years	Nil	—	21,496	—	—	—	21,496	39.20	39.95	N/A
Jiyu Zhang (張吉豫)	Independent non-executive Director	July 16, 2021	0.7 to 2.7 years	Nil	5,394	—	2,697	—	—	2,697	N/A	N/A	60.50
Ying Wu (吳鷹)	Independent non-executive Director	July 1, 2022	0.8 to 2.8 years	Nil	20,469	—	6,823	—	—	13,646	N/A	N/A	57.50

## Report of the Directors (Continued)

Name	Role	Date of Grant	Vesting period	Purchase price	Unvested	Granted	Vested	Cancelled/	Lapsed	Unvested	Closing price	Fair value	Weighted
					Award	during the	during the	forfeited	during the	Award	of Shares	of Award	average
					Shares as of	Reporting	Reporting	during the	during the	Shares as of	before the	and policy	of the Share
					January 1,	Period	Period	Reporting	Reporting	December 31,	grant	adopted <sup>(1)</sup>	immediately
					2023			Period	Period	2023	(HKD)	(HKD)	before
													the date
													of vesting
													(HKD)
<i>Other</i>		April 1, 2021	0.8 to 5.8 years	Nil	104,167	—	30,833	—	—	73,334	N/A	N/A	60.85
<i>grantees in</i>		April 29, 2021	0.9 to 12.9 years	Nil	300,000	—	100,000	—	50,000	150,000	N/A	N/A	58.40
<i>aggregate<sup>(2)</sup></i>		May 1, 2021	0.9 to 5.9 years	Nil	103,679	—	10,368	—	51,837	41,474	N/A	N/A	58.40
		April 1, 2022	1 to 4 years	Nil	27,389	—	6,847	—	—	20,542	N/A	N/A	58.40
		July 1, 2022	0.8 to 11.8 years	Nil	340,000	—	85,000	—	75,007	179,993	N/A	N/A	58.40
		October 1, 2022	1 to 4 years	Nil	36,285	—	9,071	—	—	27,214	N/A	N/A	40.60
		April 1, 2023	1 to 4 years	Nil	—	67,400	—	—	—	67,400	58.40	58.40	N/A
		July 1, 2023	1 to 4 years	Nil	—	70,000	—	—	—	70,000	49.45	49.45	N/A
		October 1, 2023	1 to 4 years	Nil	—	8,118	—	—	—	8,118	40.60	40.60	N/A
					1,107,778	268,510	305,366	—	176,844	894,078			

### Notes:

- (1) The fair values of the Award Shares granted during the year ended December 31, 2023 were determined based on the market value of the Shares at the respective grant dates.
- (2) As disclosed in the 2022 Annual Report, the number of unvested Award Shares for the five highest paid individuals during the year ended December 31, 2022 in aggregate and other grantees in aggregate as of December 31, 2022 was 93,174 and 825,095, respectively. During the Reporting Period, due to the Administrative Adjustments as referred to in note (2) in the table on page 43 and the movements of Award Shares as stated in the table above, the number of unvested Award Shares for other grantees in aggregate (including the five highest paid individuals during the financial year ended December 31, 2022 as set out in the 2022 Annual Report) as of December 31, 2023 was 638,075.
- (3) There is no performance target attached to the Award Shares granted during the Reporting Period.

## Our connected persons

During the Reporting Period, the group entered into certain transactions with the following connected persons, which constitute our continuing connected transactions under the listing rules.

### JD.com and its associates

Connected Relationship	Name
Controlling Shareholder	JD.com
JD.com's associates	Including, but not limited to JD Technology

## Continuing connected transactions

Set out below is a table in relation to continuing connected transactions of the Group during the Reporting Period and are required under the Listing Rules to be disclosed in the annual report and consolidated financial statements of the Company.

Continuing Connected Transactions	Proposed Annual Cap in 2023 (RMB'000)	Actual Transaction Amount in 2023 (RMB'000)
<b>2023 JD Health Promotional Campaign Services Framework Agreement</b>		
Transaction amount to be paid to us by JD Group	250,000	56,356
<b>2023 Technology and Traffic Support Services Framework Agreement</b>		
Transaction amount to be paid by us to JD Group	N/A	2,056,136
<b>2023 Loyalty Program Framework Agreement</b>		
Transaction amount to be paid by us to JD Group	100,000	43,966
<b>2023 JD Sales Framework Agreement</b>		
Transaction amount to be paid to us by JD Group	4,100,000	1,302,568
<b>2023 Supply Chain Solutions and Logistics Services Framework Agreement</b>		
Transaction amount to be paid by us to JD Group	3,900,000	3,419,596
<b>2023 Marketing Services Framework Agreement</b>		
Transaction amount to be paid to us by JD Group	2,400,000	1,667,860
Transaction amount to be paid by us to JD Group	1,700,000	959,703

## Report of the Directors (Continued)

<b>Continuing Connected Transactions</b>	<b>Proposed Annual Cap in 2023 (RMB'000)</b>	<b>Actual Transaction Amount in 2023 (RMB'000)</b>
<b>2023 Promotion Services Framework Agreement</b>		
Transaction amount to be paid by us to JD Group	700,000	417,983
<b>2023 Payment Cooperation Framework Agreement</b>		
Transaction amount to be paid by us to JD Group and its associate(s)	600,000	425,697
<b>2023 JD Healthcare Technology Services Framework Agreement</b>		
Transaction amount to be paid to us by JD Group and its associate(s)	220,000	10,210
<b>2023 Shared Services Framework Agreement</b>		
Transaction amount to be paid by us to JD Group and its associate(s)	600,000	536,428
<b>Contractual Arrangements</b>	N/A	N/A

### 1. 2023 JD Health Promotional Campaign Services Framework Agreement

Our Company entered into a promotional campaign services framework agreement with JD.com on January 6, 2022 (the “**JD Health Promotional Campaign Services Framework Agreement**”), pursuant to which our Group shall provide certain promotional campaign services to JD Group, such as organizing promotional activities and campaigns, in return for relevant promotional campaign service fees to be paid by JD Group to our Group. The promotional campaign services include but are not limited to the issuance of coupons or other incentives to customers of our Group and JD Group incentivizing customers to use JD Group’s platforms, to attract customers from our Group’s target customer base to JD Group or to increase customer loyalty of JD Group’s existing customers (“**JD Health Promotional Campaign Services**”).

On October 21, 2022, our Company entered into an agreement with JD.com to renew the JD Health Promotional Campaign Services Framework Agreement (the “**2023 JD Health Promotional Campaign Services Framework Agreement**”) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 JD Health Promotional Campaign Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

JD Group shall pay promotional campaign service fees to our Company in return for the provision of the JD Health Promotional Campaign Services. Such 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 our 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.

To ensure that the terms and relevant service fees the Group charges JD Group under the 2023 JD Health Promotional Campaign Services Framework Agreement are on normal commercial terms or better and are fair and reasonable and in the interests of the Shareholders as a whole, our Group and JD Group along with its associates will, on an annual basis, engage an industry consultant or conduct researches on comparable companies to determine the applicable market rates for the services provided under the 2023 JD Health Promotional Campaign Services Framework Agreement.

Further details of the 2023 JD Health Promotional Campaign Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 2. 2023 Technology and Traffic Support Services Framework Agreement

Our Company entered into a technology and traffic support services framework agreement with JD.com on November 23, 2020 (the “**Technology and Traffic Support Services Framework Agreement**”), pursuant to which JD Group shall provide our 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 our Group’s merchants and suppliers. JD Group shall 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.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Technology and Traffic Support Services Framework Agreement (the “**2023 Technology and Traffic Support Services Framework Agreement**”) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 Technology and Traffic Support Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

JD Group shall 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 commission fees JD Group charged us 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 our Company and our Shareholders as a whole. We 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 us and other third-party online platforms, given that we extensively use the services offered by JD Group to facilitate the sales and marketing of our Group’s products and services.

## Report of the Directors (Continued)

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

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

We have applied for, and the Stock Exchange has granted us, 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 the highest applicable percentage ratio of the transactions under the 2023 Technology and Traffic Support Services Framework Agreement will exceed 5% on an annual basis, such transactions will constitute continuing connected transactions of the Company subject to the annual reporting requirement under Rules 14A.49 and 14A.71 of the Listing Rules, the announcement requirement under Rule 14A.35 of the Listing Rules, and the independent Shareholders' approval requirement under Rule 14A.36 of the Listing Rules.

Further details of the 2023 Technology and Traffic Support Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 3. 2023 Loyalty Program Framework Agreement

Our Company entered into a loyalty program framework agreement with JD.com on November 23, 2020 (the "**Loyalty Program Framework Agreement**"), pursuant to which our Group participates in the customer loyalty program of JD Group and the relevant customer loyalty awards are supplied by JD Group.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Loyalty Program Framework Agreement (the "**2023 Loyalty Program Framework Agreement**") and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 Loyalty Program Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

We pay 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. We shall obtain the relevant number of loyalty points record from JD Group in relation to our 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 us and other third-party online platforms, given that we extensively use the services offered by JD Group to facilitate the sales and marketing of our Group's products and services. If a customer buys a certain amount of products from our Group, this shall 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, our Group shall 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 our Group, JD Group will be responsible to settle and pay our Group the equivalent dollar amount.

Further details of the 2023 Loyalty Program Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

#### 4. 2023 JD Sales Framework Agreement

Our Company entered into a sales framework agreement with JD.com on November 23, 2020 (the “**JD Sales Framework Agreement**”), pursuant to which we shall sell to JD Group healthcare related products, which shall then sell or donate those healthcare products directly to certain large corporate customers or organizations.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the JD Sales Framework Agreement (the “**2023 JD Sales Framework Agreement**”) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 JD Sales Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

Pursuant to the 2023 JD Sales Framework Agreement, the price of the healthcare related products and services supplied to JD Group 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. We shall 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 we 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 our Group on a cost basis. Our Group shall not impose any profit or service fees on top of the costs.

Further details of the 2023 JD Sales Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

#### 5. 2023 Supply Chain Solutions and Logistics Services Framework Agreement

Our Company entered into a logistics services framework agreement with JD.com on November 23, 2020 (the “**Logistics Services Framework Agreement**”) pursuant to which JD Group shall provide to our Group various logistics services including but not limited to warehouse operation and storage services, delivery services, standard and special packaging services, and other value-added and logistics services provided by JD Group from time to time.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Logistics Services Framework Agreement (the “**2023 Supply Chain Solutions and Logistics Services Framework Agreement**”) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025, pursuant to which JD Group shall provide to our Group 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. The term of the 2023 Supply Chain Solutions and Logistics Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

## Report of the Directors (Continued)

Under the 2023 Supply Chain Solutions and Logistics Services Framework Agreement, the service fees are determined after arm's length negotiations in reference to market rates obtainable from comparable service provider, and are charged based a variety of factors including storage space taken and the weights and the delivery distance of the packages. We shall obtain comparable quotations from independent third-party service providers on annual basis to ensure that the terms we obtain 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.

Further details of the 2023 Logistics Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 6. 2023 Marketing Services Framework Agreement

Our Company entered into a marketing services framework agreement with JD.com on November 23, 2020 (the "**Marketing Services Framework Agreement**"), pursuant to which JD Group and our Group shall 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 our Group in return for the marketing fees which shall be calculated in accordance with the underlying standard marketing service agreements.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Marketing Services Framework Agreement (the "**2023 Marketing Services Framework Agreement**") and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 Marketing Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

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

Further details of the 2023 Marketing Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 7. 2023 Promotion Services Framework Agreement

Our Company entered into a promotion services framework agreement with JD.com on November 23, 2020 (the "**Promotion Services Framework Agreement**"), pursuant to which our Group shall 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.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Promotion Services Framework Agreement (the "**2023 Promotion Services Framework Agreement**") and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 Promotion Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

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

Further details of the 2023 Promotion Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 8. 2023 Payment Cooperation Framework Agreement

Our Company entered into a payment cooperation framework agreement with JD.com and its associate(s) on November 23, 2020 (the "**Payment Cooperation Framework Agreement**"), pursuant to which JD Group and its associate(s) agreed to arrange our 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 our Group.

On October 21, 2022, our Company entered into an agreement with JD.com and its associate(s) to renew the Payment Cooperation Framework Agreement (the "**2023 Payment Cooperation Framework Agreement**") and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. The term of the 2023 Payment Cooperation Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

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 our Group. This shall allow our Group to utilize the payment services to enable efficient, safe and prompt real-time payment for its online transactions. JD Group shall not charge us additional service fees on the arrangement of payment service. Our 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 shall 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 our Group, service fees charged to our Group shall be calculated with reference to the prevailing market rates. We shall annually obtain and review prevailing market rates to ensure that the service fees charged by JD Group's associates to our Group to ensure they are fair and reasonable.

Further details of the 2023 Payment Cooperation Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

## Report of the Directors (Continued)

### 9. 2023 JD Healthcare Technology Services Framework Agreement

Our Company entered into a shared services framework agreement with JD Technology on June 22, 2021 (the “**JD Healthcare Technology Services Framework Agreement**”), pursuant to which the Group will provide certain services, including but not limited to healthcare related software development services, information technology system construction and maintenance services and other similar products and services, for example medical insurance information system and medical insurance payment management system, to third-party customers through JD Technology (“**JD Health Software Services**”). JD Technology can then bundle the JD Health Software Services with its own existing products and services offering together to other third-party customers, which are mainly government customers.

On October 21, 2022, our Company entered into an agreement with JD.com to renew the JD Healthcare Technology Services Framework Agreement (the “**2023 JD Healthcare Technology Services Framework Agreement**”) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. JD Technology was considered a connected person of the Company by virtue of it being an associate of JD.com held approximately 41.7% equity interest in JD Technology as of December 31, 2022. The term of the 2023 JD Healthcare Technology Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

The price of our 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 our Group to any direct and independent third-party customers for comparable products and services, and (ii) the price quotations that JD Technology obtain from independent third-party service providers for comparable products and services. We shall from time to time review the prices of our Group’s products and services and ensure that the terms our Group obtains from JD Technology shall be on normal commercial terms or better as compared to those our Group provided to its direct and independent third-party customers of comparable profile.

Further details of the 2023 JD Healthcare Technology Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### 10. 2023 Shared Services Framework Agreement

Our Company entered into a shared services framework agreement with JD.com on November 23, 2020 (the “**Shared Services Framework Agreement**”), pursuant to which JD Group shall provide to our Group certain back-office administrative support services, including cloud services, provision of servers, information technology support service, maintenance and related customer services, certain human resources services, in addition to certain shared services, including office premises sharing and leasing, transportation and canteen facilities for staff, administrative purchases and various support services.

Our Company entered into a shared services framework agreement with JD Technology on June 22, 2021 (the “**JD Technology Shared Services Framework Agreement**”), pursuant to which JD Technology will provide the Group with certain technology support related services, including but not limited to internet data center service, cloud technology services, artificial intelligence customer support services, information technology support services and corporate business services.

## Report of the Directors (Continued)

On October 21, 2022, our Company entered into an agreement with JD.com to renew the Shared Services Framework Agreement and JD Technology Shared Services Framework Agreement (the **“2023 Shared Services Framework Agreement”**) and set new annual caps for the transactions contemplated thereunder for the three years ending December 31, 2025. For clarity, as the nature of the services under the Shared Services Framework Agreement and the JD Technology Shared Services Framework Agreement were similar, for better management and upon the renewal of such existing continuing connected transactions, our Company entered into the 2023 Shared Services Framework Agreement providing a framework for the provision of the services under the Shared Services Framework Agreement and the JD Technology Shared Services Framework Agreement. The term of the 2023 Shared Services Framework Agreement commenced on January 1, 2023 and will end on December 31, 2025.

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 our 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. We shall 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 our 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.

Further details of the 2023 Shared Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

### Confirmation from Independent Non-Executive Directors

Our independent non-executive Directors have reviewed the continuing connected transactions mentioned under sections (1) to (10) under the section headed “Continuing Connected Transactions” above (the **“Continuing Connected Transactions”**), and confirmed that the Continuing Connected Transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better;
- (c) according to the agreement governing them on terms that are fair and reasonable; and
- (d) in the interests of the Shareholders as a whole.

## Report of the Directors (Continued)

During the year ended December 31, 2023, save as disclosed in the section headed “Continuing Connected Transactions” of this annual report, no transactions with related parties (the “**Related Party Transactions**”) disclosed in Note 34 to the financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

### Confirmations from the Auditor

Deloitte Touche Tohmatsu, the Auditor, has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended December 31, 2023:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
- (c) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

A summary of all significant Related Party Transactions entered into by the Group during the Reporting Period is contained in Note 34 to the consolidated financial statements. During the Reporting Period, other than the continuing connected transactions of the Group set out and recognized on pages 45 to 56 which should be disclosed pursuant to the Listing Rules, no Related Party Transactions disclosed in Note 34 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

## 11. Contractual Arrangements

As disclosed in the Prospectus and the announcement of the Company dated September 16, 2022 (the “**New Contractual Arrangements Announcement**”), the businesses operated by the Group include the provision of value-added telecommunications services business and online hospital services business in the PRC (the “**Relevant Business**”). Pursuant to applicable PRC laws, regulations and the consultation with applicable governmental authority, foreign investors are restricted to conduct value-added telecommunications services business and are prohibited to conduct online hospital services business. After consultation with our PRC Legal Adviser, the Group adopted the Previous Contractual Arrangements on September 17, 2020, which enabled the Group, through its wholly owned subsidiary, WFOE, to exercise control over Onshore Holdco

and its subsidiaries that hold the relevant license required for carrying out such services and operating the aforementioned businesses and to consolidate its financial results into the Group's results. The Previous Contractual Arrangements are a series of contractual arrangements between, among others, the WFOE, the Onshore Holdco and the registered shareholders of Onshore Holdco. The registered shareholders of Onshore Holdco at that time were Mr. Richard Qiangdong Liu (劉強東) as to 45%, Ms. Yayun Li (李姪雲) as to 30% and Ms. Pang Zhang (張雱) as to 25%.

On September 16, 2022, for administration efficiency purpose (details of which were stated in the New Contractual Arrangements Announcement), Mr. Richard Qiangdong Liu (劉強東) entered into an equity transfer agreement, pursuant to which Mr. Richard Qiangdong Liu (劉強東) agreed to transfer 45% of the equity interests in Onshore Holdco to Mr. Qin Miao (繆欽), the vice president of the JD Group (the "**Equity Transfer**"). Due to the change of one of its registered shareholders, Onshore Holdco, WFOE and the Registered Shareholders entered into the Contractual Arrangements with the Previous Contractual Arrangements being terminated simultaneously. Under the Contractual Arrangements, the Registered Shareholders are Mr. Qin Miao (繆欽) as to 45%, Ms. Yayun Li (李姪雲) as to 30% and Ms. Pang Zhang (張雱) as to 25%.

The Contractual Arrangements, having their terms and conditions substantially the same as those of the Previous Contractual Arrangements, were cloned from the Previous Contractual Arrangements, except for changes to the dates of the relevant agreements and the parties to those agreements — where Mr. Richard Qiangdong Liu (劉強東) has been changed to Mr. Qin Miao (繆欽) as one of the Registered Shareholders. Accordingly, Onshore Holdco will remain a consolidated affiliated entity of the Company and its financial results will continue to be accounted for and consolidated in the accounts of the Group.

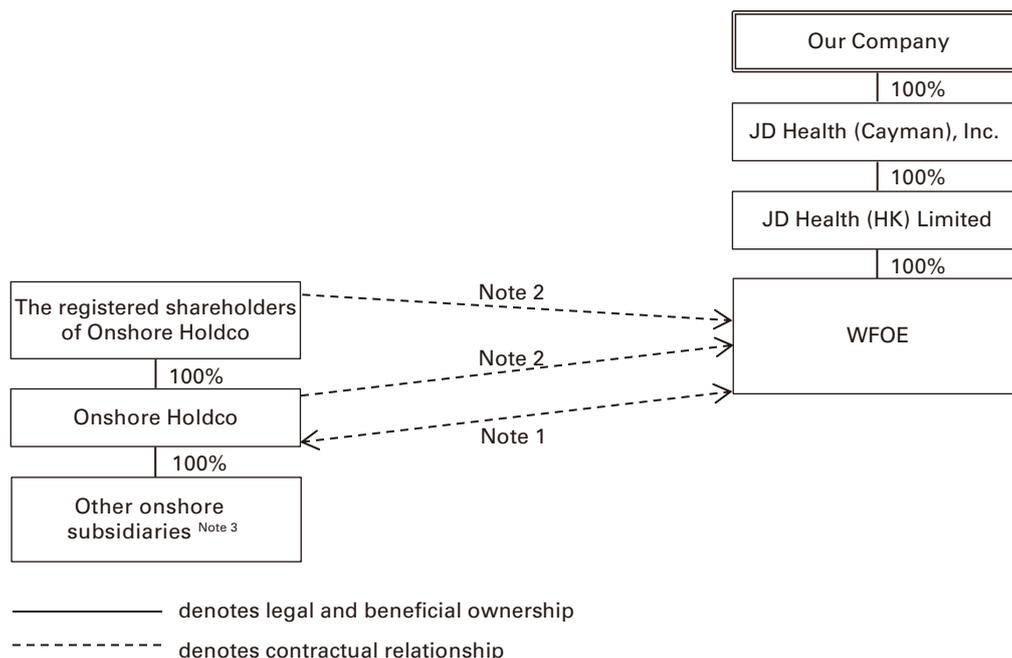
The Contractual Arrangements allow the results of operations and assets and liabilities of our Consolidated Affiliated Entities to be consolidated into our results of operations and assets and liabilities under IFRSs as if they were subsidiaries of our Group.

Based on the above and as set out in the section headed "Contractual Arrangements" in the Prospectus and the New Contractual Arrangements Announcement, the Board believes that both Contractual Arrangements are narrowly tailored because the Contractual Arrangements were/are only used to enable the Group to conduct businesses in industries that are subject to foreign investment restrictions and prohibitions in the PRC, and minimize the potential conflict with relevant PRC laws and regulations.

Further, the Board is of the view that (i) the Contractual Arrangements are fair and reasonable because: (a) the Contractual Arrangements were freely negotiated and entered into between the WFOE and our Consolidated Affiliated Entities; (b) by entering into the exclusive business cooperation agreement (details of which are provided in the Prospectus) with the WFOE, our Consolidated Affiliated Entities shall enjoy better economic and technical support from us, as well as a better market reputation after the Listing; and (c) a number of other companies use similar arrangements to accomplish the same purpose; (ii) the termination of the Previous Contractual Arrangements and the entering into of the Contractual Arrangements are fundamental to the Group's legal structure and business operations, and (iii) the Contractual Arrangements were entered into in the ordinary and usual course of business of the Group, are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Board believes that the Contractual Arrangements are fair and reasonable because the Contractual Arrangements were reproduced from the Previous Contractual Arrangements.

## Report of the Directors (Continued)

The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Company stipulated under the Contractual Arrangements:



Notes:

- (1) The WFOE provides business support, technical and consulting services in exchange for service fees from the Onshore Holdco. Please refer to the paragraph headed "Contractual Arrangements — Our Contractual Arrangements — Exclusive Business Cooperation Agreement" in the Prospectus and "Exclusive Business Cooperation Agreement" in the New Contractual Arrangements Announcement.
- (2) The registered shareholders of Onshore Holdco executed the exclusive option agreement in favor of the WFOE, for the acquisition of all or part of the equity interests in and all or part of the assets in the Onshore Holdco. Please refer to the paragraph headed "Contractual Arrangements — Our Contractual Arrangements — Exclusive Option Agreement" in the Prospectus and "Exclusive Option Agreement" in the New Contractual Arrangements Announcement.

The registered shareholders executed powers of attorney in favor of the WFOE, for the exercise of all shareholders' rights in the Onshore Holdco. Please refer to the paragraph headed "Contractual Arrangements — Our Contractual Arrangements — Shareholders' Rights Entrustment Agreement and Power of Attorney" in the Prospectus and "Shareholders' Rights Entrustment Agreement and Power of Attorney" in the New Contractual Arrangements Announcement.

The registered shareholders granted security interests in favor of the WFOE, over the entire equity interests in the Onshore Holdco. Please refer to the paragraph headed "Contractual Arrangements — Our Contractual Arrangements — Share Pledge Agreement" in the Prospectus and "Share Pledge Agreement" in the New Contractual Arrangements Announcement.

- (3) Onshore Holdco holds, among others, 100% of the equity interests of Yinchuan JD Online Hospital and Jiangsu Jingdong Hongyuan. Onshore Holdco also holds 100% of the equity interest of Jingdong Shanyuan which holds 100% of the equity interest of Jingdong Pharmacy Qingdao. Jingdong Pharmacy Qingdao holds, among others, 100% of the equity interests of Jingdong Pharmacy Taizhou.

### Risks relating to the Contractual Arrangements

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 76 to 82 of the Prospectus.

- If the PRC government deems that the contractual arrangements in relation to the Company's Consolidated Affiliated Entities do not comply with PRC regulatory restrictions on foreign investment in the relevant industries, or if these regulations or the interpretation of existing regulations change in the future, the Group could be subject to severe penalties or be forced to relinquish the Group's interests in those operations.
- The Group relies on the contractual arrangements with the Company's Onshore Holdco and its shareholders for a portion of the Group's business operations, which may not be as effective as direct ownership in providing operational control.
- Any failure by Onshore Holdco or its shareholders to perform their obligations under the contractual arrangements with them would have a material and adverse effect the Group's business.
- The shareholders of Onshore Holdco may have potential conflicts of interest with the Group, which may materially and adversely affect its business and financial condition.
- The Company may rely on dividends and other distributions on equity paid by the Company's PRC subsidiaries to fund any cash and financing requirements the Company may have, and any limitation on the ability of the Company's PRC subsidiaries to make payments to the Company could have a material and adverse effect on the Company's ability to conduct its business.
- PRC regulation of loans to and direct investment in PRC entities by offshore holding companies and governmental control of currency conversion may delay or prevent us from making loans to the Company's PRC subsidiaries and Consolidated Affiliated Entities or making additional capital contributions to our wholly foreign-owned subsidiaries in China, which could materially and adversely affect the Group's liquidity and its ability to fund and expand our business.
- The contractual arrangements in relation to the Company's Consolidated Affiliated Entities may be subject to scrutiny by the PRC tax authorities and they may determine that the Company or the Company's Consolidated Affiliated Entities owe additional taxes, which could negatively affect the Group's financial condition and the value of the Shareholders' investment.
- The Group's current corporate structure and business operations may be affected by the Foreign Investment Law.

Our Group works closely with the shareholders of the Company's Consolidated Affiliated Entities and our external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

### Summary of the major terms of the Contractual Arrangements

The Contractual Arrangements which were in place during the Reporting Period and a description of the specific agreements that comprise the Contractual Arrangements is set out below:

#### Exclusive Business Cooperation Agreement

The Onshore Holdco entered into an exclusive business cooperation agreement with the WFOE on September 17, 2020 (the “**Exclusive Business Cooperation Agreement**”), pursuant to which the Onshore Holdco agrees to engage WFOE as its exclusive provider of business support, technical and consulting services, including technical services, network support, business consultation, intellectual property licensing, equipment leasing, market consultancy, system integration, product research and development and system maintenance, in exchange for service fees. Under these arrangements, the service fees, subject to the WFOE’s adjustment, are equal to all of the net profit of Consolidated Affiliated Entities. The WFOE may adjust the service fees at its sole discretion, after consideration of certain factors, including but not limited to the deduction of necessary costs, expenses, taxes and other statutory contribution in relation to the respective fiscal year, and may also include accumulated losses of Consolidated Affiliated Entities from previous financial periods, which will be wired to the designated account of the WFOE upon issuance of payment notification by the WFOE. The WFOE enjoys all the economic benefits derived from the businesses of Consolidated Affiliated Entities and bears the relevant portion of the business risks of the Onshore Holdco. If the Onshore Holdco runs into financial deficit or suffers severe operation difficulties, the WFOE will provide financial support to the Onshore Holdco. Intellectual property rights are developed during the normal course of business of the Onshore Holdco and its subsidiaries. Pursuant to the Exclusive Business Cooperation Agreement, the WFOE will have the exclusive and proprietary rights to all intellectual properties developed by the Onshore Holdco and its subsidiaries, given that the WFOE provides consultation services to the Onshore Holdco and its subsidiaries during the term of the Exclusive Business Cooperation Agreement. Part of the economic benefits generated by the Onshore Holdco and its subsidiaries will be intellectual properties developed or created during the normal business operation of the Onshore Holdco and its subsidiaries. Though we do not intend to transfer any existing intellectual property rights held by the Onshore Holdco to the WFOE, the Onshore Holdco is required under the Previous Contractual Arrangements to obtain the WFOE’s prior written consent before they transfer, assign or dispose of any of the intellectual properties to any third party.

Unless otherwise terminated early by the WFOE, the Exclusive Business Cooperation Agreement will remain effective unless terminated in the event that (a) the entire equity interests held by the registered shareholders in the Onshore Holdco or the entire assets of the Onshore Holdco have been transferred to the WFOE; (b) in accordance with the other provisions of the Exclusive Business Cooperation Agreement.

Due to the reasons as stated above, Onshore Holdco entered into an exclusive business operation agreement with WFOE on September 16, 2022, the terms of which substantially mirror the terms of the Exclusive Business Cooperation Agreement as set out above. Upon this new agreement taking effect, the Exclusive Business Cooperation Agreement was terminated simultaneously.

### **Exclusive Option Agreement**

The Onshore Holdco and its then registered shareholders entered into an exclusive option agreement with the WFOE dated September 17, 2020 (the “**Exclusive Option Agreement**”), pursuant to which the WFOE (or the Company or any subsidiary of the Company, the “**designee**”) is granted an irrevocable and exclusive right to purchase all of the equity interest in and/or assets of the Onshore Holdco for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request. Subject to relevant PRC laws and regulations, the registered shareholders of the Onshore Holdco and/ or the Onshore Holdco shall return any amount of purchase price they have received to the WFOE or its designee. At the WFOE’s request, the registered shareholders of the Onshore Holdco will promptly and unconditionally transfer their respective equity interests in and/or the relevant assets of the Onshore Holdco to the WFOE (or its designee) after the WFOE exercises its purchase right. Unless otherwise terminated early by the WFOE through written notice, the Exclusive Option Agreement will remain effective until when all the purchased equity interests are transferred to the WFOE and/or the designee and the WFOE and its subsidiaries have the right to legally conduct the business of the Onshore Holdco according to the PRC law.

In order to prevent the flow of the relevant assets and value of the Onshore Holdco and its subsidiaries to its registered shareholders, during the term of the Exclusive Option Agreement, the Onshore Holdco is not allowed to, and shall procure its subsidiaries not to, sell, transfer, mortgage or otherwise dispose of any of its assets (exceeding the value of RMB1 million) without the prior written consent of the WFOE. In addition, the registered shareholders of the Onshore Holdco are not allowed to request for any distributions, gains or other form of profits sharing and should forgo such distributions, gains or any other form of profits sharing within the scope permitted by the PRC law. In the event that the registered shareholders of the Onshore Holdco receive any distribution from the Onshore Holdco and/ or its subsidiaries and subject to the PRC laws, the registered shareholders of the Onshore Holdco must immediately pay or transfer such distribution to the WFOE (or its designee). If the WFOE exercises its purchase right, all or any part of the equity interests in and/or assets of the Onshore Holdco acquired would be transferred to the WFOE and the benefits of equity ownership and/or assets, as applicable, would flow to the Company and the Shareholders.

As provided in the Exclusive Option Agreement, without the prior written consent of the WFOE, the Onshore Holdco shall not, and shall procure its subsidiaries not to, among other things, (i) sell, transfer, pledge or dispose of in any manner any of its assets for a value more than RMB1 million; (ii) execute any material contract for a value more than RMB1 million, except any contracts in the ordinary course of business and any contracts entered into with any members of the Group; (iii) provide any loan, financial support, pledge or guarantees in any form to any third party, or allow any third-party create any pledge or other security interest on its assets or equity; (iv) incur, inherit, guarantee or allow any debt that is not incurred in the ordinary course of business of the Onshore Holdco or not disclosed and consented to by the WFOE; (v) enter into any consolidation or merger with any third party, or acquire or invest in any third party; (vi) increase or reduce its registered capital, or alter the structure of the registered capital in any other way. The Exclusive Option Agreement provides that the registered shareholders of the Onshore Holdco and the Onshore Holdco shall procure the subsidiaries of the Onshore Holdco to comply with the above undertaking as if they are parties to the Exclusive Option Agreement. Therefore, due to the relevant restrictive provisions in the agreements, the potential adverse effect on the WFOE and the Group in the event of any loss suffered from the Onshore Holdco and/or its subsidiaries can be limited to a certain extent.

## Report of the Directors (Continued)

Due to the reasons as stated above, Onshore Holdco and the Registered Shareholders entered into an exclusive option agreement with WFOE on September 16, 2022, the terms of which substantially mirror the terms of the Exclusive Option Agreement as set out above. Upon this new agreement taking effect, the Exclusive Option Agreement was terminated simultaneously.

### **Loan Agreement**

Pursuant to the loan agreement dated September 17, 2020 between the WFOE and the registered shareholders of the Onshore Holdco (the “**Loan Agreement**”), the WFOE made loans in an aggregate amount of RMB1 million to the registered shareholders of the Onshore Holdco solely for the capitalization of the Onshore Holdco. Pursuant to the Loan Agreement, the registered shareholders of the Onshore Holdco can only repay the loans by the sale of all their equity interest in the Onshore Holdco to the WFOE or its designated person. The registered shareholders of the Onshore Holdco must sell all of their equity interests in the Onshore Holdco to the WFOE or its designated person and pay all of the proceeds from sale of such equity interests or the maximum amount permitted under PRC law to the WFOE. In the event that the registered shareholders of the Onshore Holdco sell their equity interests to the WFOE or its designated person with a price equivalent to or less than the amount of the principal, the loans will be interest free. If the price is higher than the amount of the principal, the excess amount will be paid to the WFOE as the loan interest. The maturity date of the loans is on the tenth anniversary of the date when the registered shareholders of the Onshore Holdco received the loans and paid the amount as capital contribution to the Onshore Holdco. The term of the loans will be extended automatically for an additional 10 years, unless the WFOE objects, for an unlimited number of times. The loan must be repaid immediately under certain circumstances, including, among others, (i) if any other third-party claims against the registered shareholders of the Onshore Holdco for an amount more than RMB100,000 and the WFOE has reasonable ground to believe that the shareholders are unable to repay the claimed amount, (ii) if a foreign investor is permitted to hold majority or 100% equity interest in the Onshore Holdco and the WFOE elects to exercise its exclusive purchase option, or (iii) if the Loan Agreement, the Share Pledge Agreement (as defined below) or the Exclusive Option Agreement terminates for cause not attributable to the WFOE or is deemed to be invalid by a court.

Due to the reasons as stated above, the Registered Shareholders entered into a loan agreement with the WFOE on September 16, 2022, the terms of which substantially mirror the terms of the Loan Agreement as set out above. Upon this new agreement taking effect, the Loan Agreement was terminated simultaneously.

### **Shareholders’ Rights Entrustment Agreement and Power of Attorney**

Pursuant to the shareholder’s rights entrustment agreement entered into among the registered shareholders of the Onshore Holdco, the WFOE and the Onshore Holdco on September 17, 2020 (the “**Shareholders’ Rights Entrustment Agreement**”), and the irrevocable power of attorney executed by each of the registered shareholders of the Onshore Holdco on the same day (the “**Power of Attorney**”), whereby the registered shareholders of the Onshore Holdco appointed the WFOE or a director of its offshore holding company or his or her successor (including a liquidator replacing the WFOE’s director) as their exclusive agent and attorney to act on their behalf on all matters concerning the Onshore Holdco and to exercise all of its rights as a registered shareholder of the Onshore Holdco. These rights include (i) the right to propose, convene and attend shareholders’ meetings; (ii) the right to sell, transfer, pledge or dispose of shares; (iii) the right to exercise shareholders’ voting rights; and (iv) the right to act as the legal representative (chairperson), the director,

supervisor, the chief executive officer (or general manager) and other senior management members of the Onshore Holdco. The authorized person is entitled to sign minutes, file documents with the relevant companies registry and exercise voting rights on the winding up of the Onshore Holdco on behalf of the registered shareholders of the Onshore Holdco. The registered shareholders of the Onshore Holdco have each undertaken to transfer all assets obtained after the winding up of the Onshore Holdco to the WFOE at nil consideration or the lowest price permissible by the then applicable PRC laws. As a result of the Shareholders' Rights Entrustment Agreement and the Power of Attorney, the Company, through the WFOE, is able to exercise management control over the activities that most significantly impact the economic performance of the Onshore Holdco.

The Shareholders' Rights Entrustment Agreement also provided that, in order to avoid potential conflicts of interest, where the registered shareholders of the Onshore Holdco are officers or directors of our Group, the powers of attorney are granted in favor of other unrelated officers or the Directors of our Company.

The Shareholders' Rights Entrustment Agreement and the Power of Attorney shall automatically terminate once the WFOE (or any member of our Group other than the Onshore Holdco and their respective subsidiaries) directly holds the entire equity interests in and/or the entire assets of the Onshore Holdco once permitted under the then PRC laws and the WFOE (or its subsidiaries) is allowed to conduct the relevant businesses under the then PRC laws, following which the WFOE is registered as the sole shareholder of the Onshore Holdco.

Due to the reasons as stated above, the Registered Shareholders, the WFOE and Onshore Holdco entered into a shareholder's rights entrustment agreement on September 16, 2022, the terms of which substantially mirror the terms of the Shareholders' Rights Entrustment Agreement as set out above. Each of the Registered Shareholders also executed irrevocable power of attorney on the same day, the terms of which substantially mirror the terms of the Power of Attorney set out above. Upon the respective said new agreements taking effect, the Shareholders' Rights Entrustment Agreement and the Power of Attorney were terminated simultaneously.

### **Share Pledge Agreement**

The Onshore Holdco, the registered shareholders of the Onshore Holdco and the WFOE entered into a share pledge agreement on September 17, 2020 (the "**Share Pledge Agreement**"). Under the Share Pledge Agreement, the registered shareholders of the Onshore Holdco will pledge as first charge all of their respective equity interests in the Onshore Holdco to the WFOE as collateral security for any or all of their payments due to the WFOE and to secure performance of their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement, the Loan Agreement and the Power of Attorney. The Share Pledge Agreement will not terminate until (i) all obligations of the Onshore Holdco and the registered shareholders of the Onshore Holdco are satisfied in full; (ii) the WFOE exercises its exclusive option to purchase the entire equity interests held by the registered shareholders of the Onshore Holdco in the Onshore Holdco and/or the entire assets of the Onshore Holdco pursuant to the terms of the Exclusive Option Agreement when it is permitted to do so under the applicable PRC laws; (iii) the WFOE exercises its unilateral and unconditional right of termination; or (iv) the Share Pledge Agreement is required to be terminated in accordance with applicable PRC laws. In addition, under the Exclusive Option Agreement, none of the registered shareholders of the Onshore Holdco may transfer or permit the encumbrance of any of their equity interests in and the relevant assets of the Onshore Holdco

## Report of the Directors (Continued)

(including any equity interests in and the relevant assets of the subsidiaries of the Onshore Holdco) without the WFOE's prior written consent. Furthermore, under the Exclusive Business Cooperation Agreement, the WFOE is entitled to retain and exercise physical control of company seals and certificates that are crucial to the daily operations of the Onshore Holdco, which further strengthens the protection of the WFOE's interests over the Onshore Holdco under the Contractual Arrangements. Should an event of default (as provided in the Share Pledge Agreement) occur, unless it is successfully resolved to the WFOE's satisfaction within 30 days upon being notified by the WFOE, the WFOE may demand that the registered shareholders of the Onshore Holdco and/or the Onshore Holdco immediately pay all outstanding payments due under the Exclusive Business Cooperation Agreement, repay any loans and make all other payments due to it, and/or dispose of the pledged equity interests and use the proceeds to repay any outstanding payments due to the WFOE. The pledges under the Share Pledge Agreement has been registered with the relevant PRC legal authority pursuant to PRC laws and regulations.

The Onshore Holdco, the Registered Shareholders and the WFOE entered into a share pledge agreement on September 16, 2022, the terms of which substantially mirror the terms of the Share Pledge Agreement set out above. The Registered Shareholders have pledged their equity interests in the Onshore Holdco to the WFOE and registered such pledges with the relevant PRC governmental authority pursuant to PRC laws and regulations. Upon the new agreement taking effect, the Share Pledge Agreement was terminated simultaneously.

### **The extent to which the Contractual Arrangements relate to requirements other than the foreign ownership restriction**

All of the Contractual Arrangements are subject to the restrictions as set out on pages 197 to 214 of the Prospectus. During the Reporting Period, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted, and the regulatory restrictions that led to the adoptions of the Contractual Arrangements were not removed and hence, none of the Contractual Arrangements had been unwound as a result thereof.

### **Listing Rule implications**

The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company under the Listing Rules as the Registered Shareholders are considered as connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As of the date of this report, Richard Qiangdong Liu (劉強東) holds more than 50% of the voting power entitled to be exercised in the general meetings of JD.com, one of our Controlling Shareholders.

Our Directors (including the independent non-executive Directors) are of the view that the Contractual Arrangements and the transactions contemplated therein are fundamental to our Group's legal structure and business, that such transactions have been and will be entered into in the ordinary and usual course of business of our Group, are on normal commercial terms and are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

### Waiver from the Stock Exchange and annual review

The Stock Exchange has granted the Company a waiver (the “**IPO Waiver**”) from strict compliance with (i) the announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Previous Contractual Arrangements pursuant to Rule 14A.105 of the Listing Rules; (ii) the requirement of setting an annual cap for the transactions under the Previous Contractual Arrangements under Rule 14A.53 of the Listing Rules; and (iii) the requirement of limiting the term of the Previous Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange subject to the following conditions:

- (a) no change without independent non-executive Directors’ approval;
- (b) no change without independent Shareholders’ approval;
- (c) the Previous Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the Consolidated Affiliated Entities;
- (d) the Previous Contractual Arrangements may be renewed and/or reproduced upon expiry or when justified by business expediency, without obtaining Shareholders’ approval, on substantially the same terms and conditions as the Previous Contractual Arrangements; and
- (e) our Group will disclose details relating to the Previous Contractual Arrangements on an ongoing basis.

As disclosed in the Prospectus, the Previous Contractual Arrangements may be renewed and/or reproduced upon the expiry of the existing arrangements or in relation to any existing or new operating company engaging in the same business as that of the Group, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the Previous Contractual Arrangements.

Since the Contractual Arrangements is a reproduction of the Previous Contractual Arrangements as stipulated under the IPO Waiver, the Company has sought confirmation from the Stock Exchange, and the Stock Exchange has confirmed, that the transactions contemplated under the Contractual Arrangements would continue to fall within the scope of the IPO Waiver and are exempt from (i) independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Contractual Arrangements; (ii) the requirement of setting an annual cap for the transactions under the Contractual Arrangements under Rule 14A.53 of the Listing Rules; and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange, subject to compliance with the same conditions of the IPO Waiver.

### Confirmation from independent non-executive Directors

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that (i) the transactions carried during the year ended December 31, 2023 have been entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of their equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2023, (iii) no new

## Report of the Directors (Continued)

contracts were entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entities during the year ended December 31, 2023, and (iv) the Contractual Arrangements were entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the relevant agreement governing the Contractual Arrangements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

### Confirmations from the Company's Independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended December 31, 2023:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements under the relevant Contractual Arrangements governing such transactions; and
- (c) with respect of the disclosed continuing connected transactions with Consolidated Affiliated Entities under the Contractual Arrangements, nothing has come to their attention that causes the Auditor to believe that dividends or other distributions have been made by Consolidated Affiliated Entities to the holders of their equity interests which are not otherwise subsequently assigned or transferred to the Group.

### Pre-emptive rights

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

### Tax relief and exemption

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's listed securities.

### Auditor

The consolidated financial statements of the Group have been audited by Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for re-appointment at the upcoming annual general meeting.

### Purchase, sale or redemption of the Company's listed securities

During the year ended December 31, 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Hong Kong Stock Exchange.

### **Public float**

Based on the information that is publicly available to the Company and within the knowledge of the Directors as of the date of this report, the Company has maintained the prescribed percentage of public float under the Listing Rules.

### **Important events after reporting date**

Save as disclosed above and in this annual report, there were no important events affecting the Company which occurred after December 31, 2023 and up to the date of this report.

By the order of the Board

**Richard Qiangdong Liu**

*Chairman*

March 20, 2024

# CORPORATE GOVERNANCE REPORT

The Board is pleased to present the Corporate Governance Report of the Company for the Reporting Period.

## **Corporate Governance Practices**

The Company was incorporated in the Cayman Islands on November 30, 2018 with limited liability, and the shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on the Listing Date.

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to the Shareholders. During the Reporting Period, the Company has complied with all the applicable code provisions as set out in the CG Code contained in Appendix C1 (formerly Appendix 14) to the Listing Rules.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the CG Code, and maintain a high standard of corporate governance practices of the Company.

## **Compliance with the Model Code for securities transactions by Directors**

The Company has adopted the Insider Trading Policy on terms no less exacting than those set out in the Model Code as set out in Appendix C3 (formerly Appendix 10) to the Listing Rules as the code of conduct regarding the relevant employees' (including Directors) dealings in the securities of the Company. Having made specific enquiry with all the Directors of the Company, all the Directors confirmed that they have strictly complied with the required standards set out in the Insider Trading Policy during the Reporting Period.

## Board of Directors

### Board Composition

The details of the Board composition during the Reporting Period and up to the date of this report are as follows:

Name of Director	Membership of Board Committee(s)
<b>Executive Director:</b>	
Enlin Jin (金恩林) ( <i>Chief Executive Officer</i> )	Member of the Remuneration Committee
<b>Non-executive Directors:</b>	
Richard Qiangdong Liu (劉強東) ( <i>Chairman</i> )	Chairperson of the Nomination Committee
Qingqing Yi	
<b>Independent non-executive Directors:</b>	
Xingyao Chen (陳興垚)	Chairperson of the Audit Committee
Ling Li (李玲)	Chairperson of the Remuneration Committee
	Member of the Audit Committee
Jiyu Zhang (張吉豫)	Member of the Audit Committee
	Member of the Nomination Committee
Ying Wu (吳鷹)	Member of the Remuneration Committee
	Member of the Nomination Committee

The biographical information of the Directors are disclosed under the section headed "Directors and Senior Management" on pages 19 to 23 of this annual report.

None of the members of the Board is related to one another.

### Chairman and Chief Executive Officer

The positions of Chairman and CEO are held by Mr. Richard Qiangdong Liu (劉強東) and Mr. Enlin Jin (金恩林), respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The CEO focuses on the Company's business development and the daily management and operations generally.

### Independent non-executive Directors

During the Reporting Period, the Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

## Corporate Governance Report (Continued)

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers each of the independent non-executive Directors to be independent.

### Terms of appointment of non-executive Directors

In accordance with the Articles of Association, all the Directors are subject to retirement by rotation at least once every three years. Any new Director appointed by the Board (i) to fill a casual vacancy or (ii) as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Each of the non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company for (i) 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), or (ii) for an initial period of three years from the date of appointment and be automatically renewed for successive periods of three years until terminated in accordance with the terms and conditions of the letter of appointment (as the case may be). Such appointments are subject to retirement as and when required under the Articles of Association, on and subject to the terms and conditions specified in the relevant letter of appointment.

### Responsibilities, accountabilities and contributions of the Board and management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

## Corporate Governance Report (Continued)

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

### Continuous professional development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for the Directors would be arranged and reading material on relevant topics would be provided to the Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the Reporting Period, the key methods of attaining continuous professional development by each of the Directors are recognized as follows:

<b>Name of Director</b>	<b>Participated in continuous professional training<sup>(1)</sup></b>
<b>Executive Director</b>	
Enlin Jin (金恩林)	√
<b>Non-executive Directors</b>	
Richard Qiangdong Liu (劉強東)	√
Qingqing Yi	√
<b>Independent non-executive Directors</b>	
Xingyao Chen (陳興垚)	√
Ling Li (李玲)	√
Jiyu Zhang (張吉豫)	√
Ying Wu (吳鷹)	√

Note:

(1) Attended training/seminar/conference arranged by the Company or other external parties or read relevant materials.

## Corporate Governance Report (Continued)

### Board meetings, general meetings and Committee meetings

Code provision C.5.1 of the CG Code stipulates that the Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals.

The Board will make arrangements for holding at least four regular Board meetings and a meeting between the Chairman and the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors once a year.

### Attendance records of Directors

During the Reporting Period, the attendance record of each Directors at Board and committee meetings is detailed in the table below.

Name of Director	Attendance/No. of Meeting(s)				
	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
Enlin Jin (金恩林)	4/4	—	3/3	—	1/1
Richard Qiangdong Liu (劉強東)	4/4	—	—	1/1	1/1
Qingqing Yi	2/4	—	—	—	1/1
Xingyao Chen (陳興鈺)	3/4	2/2	—	—	1/1
Ling Li (李玲)	4/4	2/2	3/3	—	1/1
Jiyu Zhang (張吉豫)	4/4	2/2	—	1/1	1/1
Ying Wu (吳鷹)	4/4	—	3/3	1/1	1/1

One general meeting was held during the Reporting Period.

Apart from the regular board meetings above, the Chairman of the Board also held meetings with the independent non-executive Directors without the presence of executive Directors during the Reporting Period.

### Board Committees

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing specific aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

### Audit Committee

The Company has established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code set out in Appendix C1 (formerly Appendix 14) to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls system of our Group, review and approve connected transactions and provide advice and comments to the Board.

## Corporate Governance Report (Continued)

As of the date of this report, the Audit Committee comprises three members, namely Xingyao Chen (陳興垚), Jiyu Zhang (張吉豫) and Ling Li (李玲). Xingyao Chen (陳興垚), Jiyu Zhang (張吉豫) and Ling Li (李玲) are independent non-executive Directors. Xingyao Chen (陳興垚) is the chairperson of the Audit Committee.

The Audit Committee is mainly responsible for, inter alia, the following matters:

- assisting the Board in reviewing the financial information and reporting process of the Company;
- monitoring and reviewing risk management and internal control systems of the Company through the internal audit department;
- reviewing the effectiveness of the internal audit function of the Company;
- reviewing the scope of audit and appointment of external auditor of the Company; and
- supervising internal investigation and reviewing the arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee held 2 meetings during the Reporting Period. The following is a summary of work performed by the Audit Committee during the Reporting Period:

- reviewed the interim and annual financial statements, reports and results announcements for presentation to the Board for approval;
- reviewed the significant issues on the financial reporting, operational and compliance matters;
- reviewed the risk management and internal control systems and internal audit function;
- reviewed the scope of work and appointment of external auditor; and
- reviewed the connected transactions and arrangements for employees to raise concerns about possible improprieties.

### Remuneration Committee

The Company has established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management.

## Corporate Governance Report (Continued)

As of the date of this report, the Remuneration Committee comprises three members, namely Ling Li (李玲), Enlin Jin (金恩林) and Ying Wu (吳鷹). Enlin Jin (金恩林) is an executive Director. Ling Li (李玲) and Ying Wu (吳鷹) are independent non-executive Directors. Ling Li (李玲) is the chairperson of the Remuneration Committee.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The primary functions of the Remuneration Committee include:

- reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management;
- reviewing and making recommendations to the Board on the remuneration of the non-executive Directors;
- reviewing and approving the terms of and/or matters relating to incentive schemes (including share schemes under Chapter 17 of the Listing Rules) ;
- reviewing and making recommendations to the Board on the Company's policy and structure for the remuneration all Directors and senior management; and
- establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee held 3 meetings during the Reporting Period. The following is a summary of work performed by the Remuneration Committee during the Reporting Period:

- reviewed and made recommendation to the Board regarding the policy and structure for the remuneration of the Directors and senior management;
- reviewed and made recommendation to the Board regarding the remuneration of the Directors and senior management;
- reviewed and approved the terms of and/or matters relating to incentive schemes (including share schemes under Chapter 17 of the Listing Rules); and

## Corporate Governance Report (Continued)

- reviewed and made recommendation to the Board regarding the grant of share awards under the Post-Share Award Scheme. While considering the grant of share awards, the Remuneration Committee had evaluated the remuneration of the grantee in comparable market peer and the value of grant to the grantee. After considering those factors, the Remuneration Committee recommended the proposed grant of share awards to the grantee to the Board for approval to appreciate the grantee's devotion and commitment to the Company which align with the purpose of the Post-IPO Share Award Scheme.

During the Reporting Period, the Remuneration Committee has reviewed and approved the following material matters in relation to the Post-IPO Share Award Scheme:

- the grant of share awards under the Post-IPO Share Award Scheme to senior management of the Group excluding Directors on October 1, 2023; and
- in relation to the above grants of share awards to senior management of the Group, there are no performance targets attached to the grants. In considering the grants of share awards 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 share awards 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 share awards 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. 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.

For details of the grants of share awards to senior management, please refer to the announcement of the Company dated October 2, 2023.

Details of the fees and other emoluments paid or payable to the Directors for the year ended December 31, 2023 are set out in Note 10 to the audited consolidated financial statements contained in this annual report.

## Corporate Governance Report (Continued)

### Directors' remuneration policy

The remuneration of Directors comprises an annual directors' fee and may also be entitled to options and/or awards under the rules of the share option scheme or share award scheme adopted by the Company from time to time. Such remuneration is determined and recommended by the Remuneration Committee with reference to the respective Directors' qualification, competencies and responsibilities with the Company, the Company's remuneration policy (as disclosed in this annual report and the prevailing market conditions).

The remuneration of the members of senior management (including the executive Directors) by band for the year ended December 31, 2023 is set out below:

	<b>Number of members of senior management</b>
Nil to RMB50,000,000	3
Total	3

### Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with the CG Code. The primary duties of the nomination committee are to make recommendations to our Board on the appointment of Directors and management of Board succession.

As of the date of this report, the Nomination Committee comprises three members, namely Richard Qiangdong Liu (劉強東), Jiyu Zhang (張吉豫) and Ying Wu (吳鷹). Richard Qiangdong Liu (劉強東) is a non-executive Director, and Jiyu Zhang (張吉豫) and Ying Wu (吳鷹) are independent non-executive Directors. Richard Qiangdong Liu (劉強東) is the chairperson of the nomination committee.

The principal duties of the Nomination Committee include:

- reviewing the structure, size and composition of the Board as per the Company's Board Diversity Policy;
- developing and formulating relevant procedures for the nomination and appointment of Directors;
- making recommendations to the Board on the appointment and succession planning of Directors; and
- assessing the independence of independent non-executive Directors.

The Nomination Committee held 1 meeting during the Reporting Period. The following is a summary of work performed by the Nomination Committee during the Reporting Period:

- reviewed the Board structure, size, composition and board diversity (including skills, knowledge and experience etc.);

- reviewed the effectiveness of the related Board Diversity Policy;
- reviewed and made recommendation to the Board regarding the adoption of the Directors' Nomination Policy;
- reviewed the independence of independent non-executive directors; and
- reviewed and considered the retirement and re-nomination of Directors for re-election at the forthcoming annual general meeting of the Company.

### Board Diversity Policy

The Company has adopted a board diversity policy (the "**Board Diversity Policy**") which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a director of the Company, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the Board Diversity Policy, the Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

Pursuant to the Board Diversity Policy, the Company has set the following measurable objectives:

- the Company aims to maintain an appropriate balance of skills, experience and diversity of perspectives on the Board that are relevant to the Company's business growth;
- the Company is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered; and
- the Nomination Committee will discuss periodically and, where appropriate, agree on measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

On March 22, 2023, the Nomination Committee has reviewed and considered the implementation of the Board Diversity Policy to be effective. The Board Diversity Policy is well implemented as evidenced by the fact that there are both female and male Directors from a diverse age group with experience from different industries and sectors. The Board is characterised by significant diversity in terms of gender, age, education background and professional experience. The Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of business management, e-commerce, engineering, finance, law and computer science. They obtained degrees in various areas including business administration, economics, computer science and technology. Gender diversity of the Board stands at 28.6%, representing two females out of seven Directors, a relatively high level

## Corporate Governance Report (Continued)

amongst companies listed on the Stock Exchange. In addition to gender diversity, the Board targets to maintain the current level of female representation, with the ultimate goal of achieving gender parity.

### Director Nomination Policy

In accordance with code provision E(d)(ii) of the CG Code, the Company has adopted a director nomination policy for election of directors (the “**Director Nomination Policy**”) on March 29, 2021.

According to the Director Nomination Policy:

Such policy sets out the criteria and procedure in the nomination and appointment of Directors, and ensures that the Board will maintain a balance of skills, experience and diversity of perspectives appropriate to the Company. The Board believes that the defined selection process is good for corporate governance in ensuring the Board’s continuity and appropriate leadership at Board level, and enhancing Board effectiveness and diversity.

According to the Director Nomination Policy:

- (i) the Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee;
- (ii) the Nomination Committee shall identify, consider and recommend suitable individuals to the Board to consider and to make recommendations to the Shareholders for election of Directors at a general meeting;
- (iii) in assessing the suitability and the potential contribution to the Board of a proposed candidate, the Nomination Committee may make reference to certain selection criteria, such as integrity, professional qualifications and skills, commitment in respect of available time, and diversity in all aspects; and
- (iv) the Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

### Corporate Purpose, Values and Strategy

The Board believes that a healthy corporate culture is at the heart of good corporate governance. Corporate culture can be defined as the values, attitudes and behaviors that a company demonstrates in its business and in its relationships with its stakeholders. An effective board sets the tone, defines the company’s purpose, values and strategy, and establishes a corporate culture that continues to drive healthy and sustainable growth. The Board will ensure that all of the above are compatible and coherent. Therefore, in accordance with code provision A.1.1 of the CG Code, the Company adopted a policy to establish its purpose, values and strategy (the “**Corporate Purpose, Values and Strategy**”) on March 28, 2022. Accordingly, the Corporate Purpose, Values and Strategy are as follows:

- Objective: to become the most trustworthy health management enterprise and the go-to health management platform for everyone in China
- Values: trust-based value creation centered on customers’ health

## Corporate Governance Report (Continued)

- Strategy: a technology-driven enterprise that centers on the supply chain of pharmaceuticals and healthcare products and is strengthened by healthcare services, encompassing a user's full lifespan for all healthcare needs; and
- Culture: adherence to the Company's core values — customers first, integrity, collaboration, gratitude, dedication and ownership.

The Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

### Corporate governance functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board would review the Company's corporate governance policies and practices, training and continuous professional development of the directors and the senior management, the Company's policies and practices on compliance with legal and regulatory requirements, code of conduct and the compliance manual, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report. The Board has performed the above duties during the Reporting Period.

### Board independence policy

The Company recognizes that Board independence is key to good corporate governance. As part of the established governance framework, the Group has adopted the Policy on Obtaining Independent Views and Input (the "**Board Independence Policy**") in November 2022, which demonstrates the Company's commitment to high standards of corporate governance, and making good governance integral to the Company's culture.

According to the Board Independence Policy, the Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgement when making decisions in furtherance of their Directors' duties at the Company's expense (the "**Mechanism**"). Independent professional advice shall include legal advice and advice of accountants and other professional financial advisers on matters of law, accounting, tax and other regulatory matters.

In the event that independent professional advice, views and input are considered necessary, the Board, Board committees or individual Directors shall communicate with the company secretary to start the Mechanism, providing background and details of the relevant incidents and/or transactions, and the issues involved which would require independent views and input. They may direct any questions, queries, concerns or specific advice to be sought to the company secretary who will then contact the Company's professional advisers (including legal advisers, accountants, independent auditor, internal control adviser) or other independent professional parties to obtain such independent professional advice within a reasonable period of time. Any advice obtained through the Mechanism shall be duly documented and made available to other members of the Board.

Despite having obtained any information or advice from the chairperson of the Board and/or any independent professional advisers through the Mechanism, the Directors are expected to exercise independent judgement in forming their decisions.

## Corporate Governance Report (Continued)

During the Reporting Period, the Board has reviewed and considered the implementation of the Mechanism to be effective.

### Other governance policies

During the Reporting Period, the Board has reviewed the compliance status of the Group with respect to the CG Code as well as other corporate governance topics including the Group's policies and practices on compliance with legal and regulatory requirements, and ensured that any deviation from the CG Code was properly explained and disclosed in this annual report.

In November 2022, the Board has also reviewed certain corporate governance policies and system, and in accordance with code provision D.2.6 and D.2.7 of the CG Code, the Company adopted JD.com's anti-corruption and whistleblowing policy as the Company's anti-corruption and whistleblowing policy (the "**Anti-corruption and Whistleblowing Policy**") on November 17, 2022, which outlines the principles and guidelines that the Company intends to apply to promote and support anti-corruption laws and regulations and establishes a whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence and anonymity with the internal audit and supervision team of the Company, which will then report to the Audit Committee about any material improprieties related to the Company. These policies are reviewed from time to time to ensure their relevance and appropriateness to the Group's business, corporate strategy and stakeholder expectations.

### Workforce diversity

The total gender diversity of the Group is balanced with the gender ratio of 58.3% female to 41.7% male. The Group has a strong focus on promoting gender diversity in the workforce and strive to maintain the female representation with reference to the Shareholders' expectations and recommended best practices, so as to achieve suitable and balanced gender diversity. To support the achievement of these targets, specific initiatives have been implemented, including a review of the recruitment process, with job descriptions and postings amended to motivate a broader applicant pool, as well as changes to applicant screening and interviews. In addition, to support diversity across all facets, the Group is enhancing diversity and inclusion efforts through employee networks, mentoring programmes, equitable hiring practices, policies and awareness raising events and training for all employees to support inclusive behaviours.

### **Directors' responsibility in respect of the consolidated financial statements**

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company during the Reporting Period.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company, Deloitte Touche Tohmatsu, about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 88 to 91 of this annual report.

## Dividend Policy

In accordance with code provision F.1.1 of the CG Code, the Company adopted a dividend policy (the “**Dividend Policy**”) on November 23, 2020, which outlines the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the Shareholders.

According to the Dividend Policy:

1. Subject to Cayman Islands company law and the Articles of Association of the Company (as amended from time to time), the Board has absolute discretion on whether to declare and distribute dividends. In addition, the Shareholders in general meeting may declare dividends but no dividend may be declared in excess of the amount recommended by the Board. In either case, a dividend may only be declared and paid out of the profits and reserves of the Company that are lawfully available for distribution (including share premium), and in no circumstances may a dividend be paid if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. Even if the Board decides to pay dividends, the form, frequency and amount of dividends will depend on the Company’s future operations and earnings, capital requirements and surplus, cash flows, general financial condition, contractual restrictions and other factors that the Board considers relevant.
2. Any future dividend payments to Shareholders will also depend upon the availability of dividends received from the subsidiaries of the Company. Regulations in China may restrict the ability of the Company’s PRC subsidiaries to pay dividends to the Company.
3. If the Company pays any dividends on the Shares, unless and to the extent that the rights attached to the Shares or the terms of issue thereof otherwise provide, (i) all dividends will be declared and paid according to the amounts paid up on the Shares in respect of which the dividend is paid, but no amount paid up on Shares in advance of calls may for this purpose be treated as paid up on the Shares, and (ii) all dividends will be apportioned and paid pro rata according to the amounts paid up on the Shares during any portion or portions of the period in respect of which the dividend is paid. The Board may deduct from any dividend or other monies payable to any of the Shareholders all sums of money (if any) presently payable by such Shareholders to the Company on account of calls, instalments or otherwise.
4. Any final dividend for a financial year will be subject to Shareholders’ approval. The Company may declare and pay dividends in cash or by shares. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company’s Articles of Association and all applicable laws and regulations.
5. The Company does not have a fixed dividend payout ratio. The Company currently intends to recommend dividends commensurate with the industry average level, while maintaining adequate reserves for its operations, expansion and future growth. The Dividend Policy reflects the Board’s current views on the Company’s financial position. The Board will continue to review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount, if at all, for any given period.

## Risk management and internal control

Risk management is one of the core competitive competencies of the Company’s business. We are committed to achieving a consistent standard of strict and effective risk management and internal control to promote the efficiency of the organization’s operations, reduce the risk of asset loss, and assure, to a satisfactory degree, reliable financial reporting and compliance with laws and regulations.

The Board is responsible for the Group’s risk management and internal control system and reviews the effectiveness of this system. This system is designed to manage, though not entirely eliminate, the risk of failing to achieve business objectives, and provides a satisfactory, albeit not absolute, assurance against material misrepresentations or losses. On behalf of the Board, the Audit Committee reviews the effectiveness of the Group’s risk management and internal control system on an annual basis.

The Board has completed the review of the effectiveness of the Group’s risk management and internal control system in fiscal year of 2023, and believes that for the year ended December 31, 2023, (a) the Group has adequate and effective internal audit functions to continuously monitor the success of its risk management and internal control system; and (b) the Group’s risk management and internal control system is effective.

### Organization chart for risk management and internal control

The Group’s framework for risk management and internal control includes three levels: governance, management and executive. The roles and reporting relationships of the different levels are illustrated below:



The business team assumes the main responsibility for carrying out internal control activities. To ensure that risk management measures are implemented effectively, the Group has maintained a strict internal control system as well as formulated and issued an employees' code of conduct. It has also adopted mechanisms including, but not limited to, internal inspection, risk management performance appraisal, a policy of joint accountability and rewards for risk-reporting.

The risk management teams, including the operational quality control team, finance team, legal affairs team, risk control team and information security team, monitor the Company's daily operations and business development. Every year, for major risk areas, the risk management teams and the management of each business team jointly discuss and conduct risk identification and risk assessment. They also formulate risk response measures that serve as the main guide for risk management and internal control work for the following fiscal year.

The internal audit team regularly evaluates the effectiveness of the risk management and internal control system and its implementation. The internal audit team also reports to the Audit Committee and senior management on its conclusions and the major internal control deficiencies identified.

On behalf of the Board, the Audit Committee reviews the effectiveness of the Group's risk management and internal control system on an annual basis. The review procedures include, among other things, taking in inputs from the business teams, risk management teams, internal audit team and external auditors, reviewing relevant work reports of various departments and discussions with senior management on significant changes in risks and significant internal control deficiencies. In addition, the Audit Committee holds meetings every year to consult on, *inter alia*, the conclusions from its review on the effectiveness of the risk management and internal control system, solutions to major internal control deficiencies, the Group's major risk assessment results and the annual risk management and internal control proposal.

The Group conducts various types of risk management-related trainings every year to enhance its employees' risk awareness and ability to manage risks. The topics covered in the trainings include, among other things, external regulations, the Company's business process specifications, standards for employee conduct and network security.

### **Risk management procedures**

The procedures used by the Group to identify, assess and manage significant risks are as follows:

- Risk identification — Based on the Group's risk management objectives, the management level, from the standpoint of major areas such as strategic management, operations, finance, legal affairs, information technology and data security, human resources, reputation management and disaster management, identifies risk factors that affect the Group's realization of its objectives.
- Risk assessment — Regarding inherent risks and residual risks, the management, based on the two dimensions of probability and impact, further analyzes, qualitatively evaluates and scores the risks, ranking the risks on a scale of "high", "medium" and "low".

## Corporate Governance Report (Continued)

- Risk response — Risk response strategies include risk avoidance, risk transfer, mitigation and acceptance. Based on the risk identification and assessment results, the management selects appropriate response strategies and formulates measures to address specific risks.
- Risk monitoring — Through ongoing supervision and individual evaluation, the management team continuously evaluates the quality of the internal control system and makes adjustments when necessary.
- Risk reporting — This involves upward and downward reporting and parallel communication of information regarding risks. Risk reporting includes reporting on the effectiveness of risk management and internal control system to the Group's management, the Board of Directors and its Audit Committee. Downward reporting and parallel communication refers to communication with and providing feedback to various business teams on risk matters.

### Dealings with and disseminating inside information

The Group has adopted adequate and effective internal control measures to regulate dealings with and the dissemination of inside information. These measures also serve to prohibit the unauthorized access to and use of inside information, and to ensure that dealings with and the dissemination of inside information by the Group meets the requirements of the SFO.

### Important risks

During the Reporting Period, the risk management team and the management of each business team have jointly discussed, identified, assessed and formulated response measures for important risks in various fields to guide risk management and internal control for the 2024 fiscal year. The important risks ranked as "high" are summarized below.

### Compliance risks and medical risks

The Group operates its main business in a heavily regulated environment. Due to the complexity of the Group's business and given that the "Internet + Healthcare" sector falls under an emerging industry, we face extensive and evolving regulatory requirements, including regulatory requirements regarding the internet, healthcare, drug and medical devices sales, E-commerce, advertising and other industries. If we violate any regulatory requirements or fail to timely understand, evaluate and take countermeasures in response to changing regulatory requirements, we will be subject to penalties, which will adversely affect the realization of the Group's strategic objectives, brand reputation and business continuity. In addition, with the development of our business, the number of doctors is gradually increasing. Failure to improve our organizational management system and poor medical personnel management may lead to challenges in managing the medical quality and may expose the Group to medical liability claims, adversely affecting the Group's business development and operating performance.

The Group is committed to regulatory compliance in its business development and operations, and has established stringent business process standards and internal control systems. For key areas that are regulated, specialized departments will continuously and more rigorously review the effectiveness of the control system and its implementation to ensure that the Company's operation and business development meet regulatory requirements. We have set up professional teams including teams for operation quality control, finance, legal affairs, risk control

and information security, which pay attention at all times to regulatory changes in various fields, understand new regulatory requirements in a timely manner, and convey them to the business teams. These professional teams work jointly with the business teams to evaluate the impact of the new regulatory requirements on the Group's business, pre-emptively deploy business adjustments and response plans, and ensure business continuity.

To cope with the uncertainty in the interpretation and implementation of new policies, we actively participate in information sharing channels organized by the government and regulatory agencies to feedback industry information. At the same time, we employ external experts in various fields to extensively gather professional opinions on legislative interpretation to ensure full implementation of the new regulatory requirements.

The Group also emphasizes the importance of medical quality control for our doctors. The Group has therefore established a management team composed of professionals, set up a medical quality management committee and establish a three-tier quality control system. It has also set recruitment standards and conducted performance assessments of incentive schemes for doctors. In addition, for online medical services, the Group improves and controls medical quality through multi-level training and quality control. As indicated in the Prospectus, we also insure the medical liability risks involved in related businesses.

### Information technology and data security risks

We are highly dependent on internet technology to provide high-quality online medical services. The Group's business will generate and process a large amount of personal, transaction, group and behavioral data, which are private and sensitive. Information system failures, network security vulnerabilities, user data leaks, loss or tampering will adversely affect the Group's reputation and business development. Particularly in the field of network security and personal healthcare data security, relevant regulatory requirements are constantly updated and increasingly stringent. If the Group fails or is deemed to fail to comply with relevant laws and regulations, we will be subject to punishment, which will have a significant negative impact on the Group's reputation and business prospects.

The Group is committed to improving system stability and protecting user data security, and has formulated and implemented strict data management standards and internal control measures. These include, but are not limited to:

- (i) investing a large amount of resources into system development, adopting powerful encryption algorithms, establishing security procedures and warning systems, continuously improving system reliability and security;
- (ii) monitoring personal sensitive data, health information, medical data and data interaction, as well as desensitized encryption, authority control and other protective measures;
- (iii) recording logs for all data access, modification, extraction and transmission on a daily basis, with a specialized data security team already established to continuously monitor the system's stability, ensure that data access, modification, extraction and transmission complies with internal policies and report any abnormalities or illegitimate operations to the management in a timely manner;

## Corporate Governance Report (Continued)

- (iv) formulating emergency plans and disaster recovery plans for interruptions to information system operations, conducting full data link stress tests and system safety drills on a regular basis to maintain system operations and continuously enhance the system's ability to rapidly respond to unexpected risk events;
- (v) establishing a data backup system, regularly conducting data backup and carrying out backup recovery tests, checking the condition of the backup system, at the same time encrypting and storing sensitive data, to reduce the risk of data loss; and
- (vi) separating incompatible duties for data management personnel and organizing regular trainings for employees on information security and data protection.

### Competitive risks

China's internet healthcare industry is still in the early stages of development. There is fierce competition and great uncertainty in the industry's evolution and regulatory environment. Significant moves by major operators, new innovations in business models and new competition may all adversely affect the Group's competitive advantage and market position.

We continue to carry out our corporate mission, implement our business strategy, and maintain our competitive advantage. The Group's senior management has always been committed to innovating and diversifying business decisions and operational strategies. In the process of firmly implementing the Group's strategy, we have made great efforts to accumulate and build our core competitive advantages. The Group has deployed a professional team to conduct in-depth analyses of the competition in the industry, so that the Group's management can make informed decisions to deal with the risks of competition. The heads of the business sectors pay close attention to competition in their own sectors and report insights and judgments at regular senior management meetings.

### Auditor's remuneration

Set out below is a breakdown of the remuneration paid/payable to the Auditor, Deloitte Touche Tohmatsu, in respect of the audit and audit related services and the non-audit services for the year ended December 31, 2023. The audit and audit related services conducted by the Auditor comprise of audit and review services for the Group.

<b>Service Category</b>	<b>Fees Paid/Payable RMB'000</b>
Audit and audit related services	7,860
Non-audit services	—

### Company secretary

Ming King Chiu (趙明璟), our company secretary, is the head of corporate and fund services at Vistra Corporate Services (HK) Limited. The biographical information of Mr. Chiu is disclosed under the section headed "Directors and Senior Management — Company Secretary" on page 23 of this annual report.

Mr. Chiu's primary contact person at the Company is Hui Deng (鄧卉), the chief financial officer of the Company.

During the Reporting Period, Mr. Chiu has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

### Changes in constitutional documents

The Company adopted the sixth amended and restated articles of association on June 21, 2023. From June 21, 2023 and up to the date of this report, we have not made any changes to our Articles of Association. The current version of our Articles of Association is available for viewing on the websites of the Company and the Stock Exchange.

### Shareholders' rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

### Convening an extraordinary general meeting by Shareholders

Pursuant to Article 12.3 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more members holding together, as of the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which as at that date carry the right to vote at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within one month from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further one month, the requisitionist(s) themselves or any of them holding no less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

### Putting forward proposals at general meetings

The Board is not aware of any provisions allowing the Shareholders to put forward proposals at general meetings of the Company under the Articles of Association and the Companies Act. Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for Shareholders to propose a person for election as a director of the Company are published on the Company's website.

## Corporate Governance Report (Continued)

### Putting forward enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

### Contact details

Shareholders may send their enquiries or requests as mentioned above to the following:

**Address:** 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  
(For the attention of the Board of Directors/Company Secretary)

**Email:** ir-jdhealth@jd.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the Shareholder(s) may be disclosed as required by law.

### Communication with Shareholders and investor relations

The Company considers effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company adopted a shareholders' communication policy (the "**Shareholders' Communication Policy**") on November 23, 2020, which aims to set out the approach of the Board to provide Shareholders of the Company and other stakeholders (including potential investors) with balanced and understandable information about the Company.

In accordance with the Shareholders' Communication Policy, the Company endeavors to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At annual general meetings, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

Also, the Company discloses information and publishes periodic reports and announcements to the public on the Stock Exchange's website in a timely manner in accordance with the Listing Rules, the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and does not contain any material omission, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions.

As the information of the Company be disseminated in a timely and effective manner, the Company has reviewed and considered the implementation of the Shareholders' Communication Policy to be effective during the Reporting Period.

## Corporate Governance Report (Continued)

By the order of the Board

**Richard Qiangdong Liu**  
*Chairman*

March 20, 2024

# INDEPENDENT AUDITOR'S REPORT



## To the Shareholders of JD Health International Inc.

*(incorporated in the Cayman Islands with limited liability)*

### Opinion

We have audited the consolidated financial statements of JD Health International Inc. (the "Company"), its subsidiaries and consolidated affiliated entities (collectively referred to as the "Group") set out on pages 92 to 162, which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue recognition – product revenue</b></p> <p>The Group recognizes product revenue from online pharmaceutical and healthcare products sales business when the products are delivered, and the customer obtains control of the products. Due to the significant volume of transactions from products revenue, the Group uses information technology (“IT”) systems to process and record its revenue transactions. Auditing product revenue required a significant extent of effort due to the significant volume of transactions and involvement of the IT systems of the Group, which includes the need for us to involve data analytics specialists and IT professionals to assist with the performance of certain procedures.</p>	<p>Our audit procedures related to the Group’s system to process and record product revenue transactions included the following, among others:</p> <ul style="list-style-type: none"> <li>• With the assistance of our IT professionals, we: <ul style="list-style-type: none"> <li>— Identified relevant systems used to process revenue transactions and tested the general IT controls over each of these systems, including testing of user access controls, change management controls, and data center and network operation controls;</li> <li>— Performed testing of relevant automated controls and interface controls of the IT systems used in the transaction process;</li> </ul> </li> <li>• With the assistance of our data analytics specialists, we created data visualizations to analyze transactional revenue data for trends and reasonableness;</li> <li>• We tested the operating effectiveness of manual controls within the relevant revenue business processes;</li> <li>• We tested, on a sample basis, product revenue transactions, by agreeing the recorded revenue to supporting documents including but not limited to executed customer orders, product delivery evidence with acceptance by customers and cash collections to evaluate whether the revenue was properly recorded; and</li> <li>• We performed substantive analytics procedures over product revenue by developing our own expected amounts based on cost of revenue.</li> </ul>

**Other Information**

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Independent Auditor's Report (Continued)

### **Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## Independent Auditor's Report (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine the matter that was of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matter. We describe this matter in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Mak Chi Lung.

### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

March 20, 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	Year ended December 31,	
		2023 RMB'000	2022 RMB'000
Revenue	6	<b>53,529,941</b>	46,736,150
Cost of revenue		<b>(41,664,605)</b>	(36,844,642)
<b>Gross profit</b>		<b>11,865,336</b>	9,891,508
Fulfillment expenses		<b>(5,284,786)</b>	(4,521,959)
Selling and marketing expenses		<b>(2,654,973)</b>	(2,195,764)
Research and development expenses		<b>(1,226,494)</b>	(1,067,174)
General and administrative expenses		<b>(1,998,376)</b>	(2,153,529)
Other income and gains, net		<b>193,710</b>	82,521
Finance income	7	<b>1,949,032</b>	864,266
Finance costs		<b>(9,485)</b>	(9,099)
Impairment losses under expected credit loss model, net of reversal		<b>(69,859)</b>	(98,202)
Share of results of associates and joint ventures		<b>(70,757)</b>	(96,759)
<b>Profit before income tax</b>	8	<b>2,693,348</b>	695,809
Income tax expense	9	<b>(550,468)</b>	(312,580)
<b>Profit for the year</b>		<b>2,142,880</b>	383,229
<b>Profit for the year attributable to:</b>			
Owners of the Company		<b>2,141,841</b>	380,105
Non-controlling interests		<b>1,039</b>	3,124
		<b>2,142,880</b>	383,229
<b>Earnings per share</b>		<b>RMB</b>	<b>RMB</b>
Basic	13	<b>0.69</b>	0.12
Diluted	13	<b>0.68</b>	0.12

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
<b>Profit for the year</b>	<b>2,142,880</b>	383,229
<b>Other comprehensive income/(loss)</b>		
<i>Items that will not be reclassified to profit or loss:</i>		
Exchange differences on translation from functional currency to presentation currency	<b>709,755</b>	3,390,001
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	<b>(31,334)</b>	(90,364)
<b>Other comprehensive income for the year</b>	<b>678,421</b>	3,299,637
<b>Total comprehensive income for the year</b>	<b>2,821,301</b>	3,682,866
<b>Total comprehensive income for the year attributable to:</b>		
Owners of the Company	<b>2,820,262</b>	3,679,742
Non-controlling interests	<b>1,039</b>	3,124
	<b>2,821,301</b>	3,682,866

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As of December 31,	
		2023 RMB'000	2022 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment		<b>88,792</b>	46,643
Right-of-use assets	14	<b>199,204</b>	205,268
Intangible assets	15	<b>2,182,200</b>	2,268,011
Investments in associates		<b>3,412</b>	3,179
Investments in joint ventures	16	<b>345,055</b>	415,295
Financial assets at fair value through profit or loss	17	<b>1,115,916</b>	1,204,690
Deferred tax assets	23	<b>299,825</b>	208,465
Prepayments, other receivables and other assets	18	<b>12,204,005</b>	478,586
Total non-current assets		<b>16,438,409</b>	4,830,137
<b>Current assets</b>			
Inventories	19	<b>5,084,574</b>	5,996,269
Trade and note receivables	20	<b>347,962</b>	954,958
Prepayments, other receivables and other assets	18	<b>1,913,575</b>	2,496,721
Financial assets at fair value through profit or loss	17	<b>9,384,793</b>	1,003,061
Term deposits	21	<b>16,066,577</b>	27,245,424
Restricted cash	21	<b>15,377</b>	33,002
Cash and cash equivalents	21	<b>15,037,033</b>	18,717,724
Total current assets		<b>47,849,891</b>	56,447,159
<b>Total assets</b>		<b>64,288,300</b>	61,277,296
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	22	<b>11</b>	11
Treasury shares	22	<b>(92,573)</b>	(34,297)
Reserves		<b>66,784,340</b>	64,196,597
Accumulated losses		<b>(17,336,026)</b>	(19,382,063)
<b>Equity attributable to owners of the Company</b>		<b>49,355,752</b>	44,780,248
<b>Non-controlling interests</b>		<b>14,512</b>	4,314
<b>Total equity</b>		<b>49,370,264</b>	44,784,562

## Consolidated Statement of Financial Position (Continued)

	Notes	As of December 31,	
		2023 RMB'000	2022 RMB'000
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	23	213,606	7,819
Lease liabilities	24	119,431	128,761
Total non-current liabilities		<b>333,037</b>	136,580
<b>Current liabilities</b>			
Trade payables	25	9,660,450	10,526,029
Income tax payables		337,543	380,186
Contract liabilities	6	405,604	1,374,953
Financial liabilities at fair value through profit or loss	26	—	108,927
Lease liabilities	24	95,323	70,649
Accrued expenses and other payables	27	4,086,079	3,895,410
Total current liabilities		<b>14,584,999</b>	16,356,154
<b>Total liabilities</b>		<b>14,918,036</b>	16,492,734
<b>Total equity and liabilities</b>		<b>64,288,300</b>	61,277,296

The consolidated financial statements on pages 92 to 162 were approved and authorized for issue by the Board of Directors on March 20, 2024 and are signed on its behalf by:

**Enlin Jin**  
*Director*

**Richard Qiangdong Liu**  
*Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Notes	Attributable to owners of the Company							Non-controlling interests	Total		
		Share capital	Treasury shares	Share premium	Contribution reserve	Other reserve <sup>1</sup>	Accumulated losses	Sub-total				
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000				
<b>As of January 1, 2022</b>		11	(50,636)	56,241,734	768,023	2,609,100	(19,714,839)	39,853,393	1,190	39,854,583		
Profit for the year			—	—	—	—	380,105	380,105	3,124	383,229		
Other comprehensive income for the year			—	—	—	3,299,637	—	3,299,637	—	3,299,637		
Total comprehensive income for the year			—	—	—	3,299,637	380,105	3,679,742	3,124	3,682,866		
Issuance of ordinary shares to Share Scheme Trusts	22		—*	—*	—	—	—	—	—	—		
Repurchase and cancellation of shares	22		—*	—	(869,035)	—	—	(869,035)	—	(869,035)		
Exercise of share options and vesting of RSUs <sup>2</sup>	22		—	16,339	1,690,130	—	(1,706,469)	—	—	—		
Share-based payment expenses with tax effects	28		—	—	—	—	2,116,148	—	2,116,148	2,116,148		
Appropriations to statutory reserves			—	—	—	—	47,329	(47,329)	—	—		
<b>As of December 31, 2022</b>			11	(34,297)	57,062,829	768,023	6,365,745	(19,382,063)	44,780,248	4,314	44,784,562	
Profit for the year				—	—	—	—	2,141,841	2,141,841	1,039	2,142,880	
Other comprehensive income for the year				—	—	—	—	678,421	—	678,421		
Total comprehensive income for the year				—	—	—	—	678,421	2,141,841	2,820,262	1,039	2,821,301
Issuance of ordinary shares to Share Scheme Trusts	22			—*	—*	—	—	—	—	—		
Repurchase of shares	22			—	(69,104)	—	—	—	(69,104)	—	(69,104)	
Exercise of share options and vesting of RSUs <sup>2</sup>	22			—	10,828	1,488,430	—	(1,499,258)	—	—		
Share-based payment expenses with tax effects	28			—	—	—	—	1,829,565	—	1,829,565		
Change of the capital from non-controlling interest shareholders				—	—	—	—	(5,219)	—	(5,219)	9,159	3,940
Appropriations to statutory reserves				—	—	—	—	95,804	(95,804)	—	—	
<b>As of December 31, 2023</b>				11	(92,573)	58,551,259	768,023	7,465,058	(17,336,026)	49,355,752	14,512	49,370,264

\* less than RMB1,000.

- Other reserve consists of share-based payment expenses, surplus of tax effects, which are from the deemed contribution of JD.com, Inc. and share awards under the Company's share award schemes, exchange differences on foreign currency translation recognized in other comprehensive income, change of the capital from non-controlling interest shareholders and statutory reserves required by relevant laws of the People's Republic of China (the "PRC") applicable to the Company's PRC subsidiaries and consolidated affiliated entities.
- RSU is defined in Note 3.16

# CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year ended December 31,	
		2023 RMB'000	2022 RMB'000
<b>OPERATING ACTIVITIES</b>			
Cash generated from operations	33(a)	<b>3,213,340</b>	5,541,506
Income tax paid		<b>(496,909)</b>	(153,007)
Interest received		<b>1,888,347</b>	516,650
<b>Net cash generated from operating activities</b>		<b>4,604,778</b>	5,905,149
<b>Investing activities</b>			
Placement of restricted cash		<b>(19,268)</b>	(47,459)
Withdrawal of restricted cash		<b>36,893</b>	39,808
Placement of term deposits		<b>(33,441,409)</b>	(27,087,420)
Maturity of term deposits		<b>36,868,275</b>	26,353,910
Purchase of financial assets at fair value through profit or loss		<b>(10,266,171)</b>	(5,269,600)
Maturity and disposal of financial assets at fair value through profit or loss		<b>2,074,753</b>	4,749,884
Payments for financial assets at amortized cost		<b>(3,920,080)</b>	(700,955)
Maturity of financial assets at amortized cost		<b>713,455</b>	—
Purchases of property and equipment		<b>(61,183)</b>	(40,160)
Payments for right-of-use assets		<b>(8,150)</b>	2,245
Payments for an investment in an associate		—	(3,000)
Purchases of intangible assets		—	(2,232,794)
<b>Net cash used in investing activities</b>		<b>(8,022,885)</b>	(4,235,541)
<b>Financing activities</b>			
Interest paid		<b>(9,485)</b>	(8,850)
Acquisition of partial interest of a subsidiary		<b>(4,780)</b>	—
Principal portion of lease payments		<b>(33,833)</b>	(47,564)
Payment on repurchase of shares	22	<b>(69,104)</b>	(869,035)
<b>Net cash used in financing activities</b>		<b>(117,202)</b>	(925,449)
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(3,535,309)</b>	744,159
Cash and cash equivalents at the beginning of the year	21	<b>18,717,724</b>	17,252,295
Effects of foreign exchange rate changes		<b>(145,382)</b>	721,270
<b>Total cash and cash equivalents at the end of the year</b>	21	<b>15,037,033</b>	18,717,724

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. General information

JD Health International Inc. (the “Company”) was incorporated in the Cayman Islands in November 2018 as an exempted company registered under the laws of the Cayman Islands, and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The Company acting as an investment holding company, its subsidiaries and consolidated affiliated entities (collectively the “Group”), engage in a comprehensive “Internet + Healthcare” ecosystem, providing pharmaceutical and healthcare products, internet healthcare, health management, intelligent healthcare solutions to the customers, and a variety of marketing services to the business partners. The Group’s principal operations and geographic markets are in the People’s Republic of China (the “PRC”).

JD Jiankang Limited is the immediate parent company of the Company and owned by JD.com, Inc., which is the Company’s ultimate parent company. JD.com, Inc., its subsidiaries and consolidated affiliated entities, excluding the Group, are collectively referred to as the “JD Group”. The addresses of the registered office and principal place of business of the Company are stated in the section “Corporate Information” of this annual report.

The consolidated financial statements are presented in Renminbi (“RMB”), which is different from the Company’s functional currency of United States dollars (“USD”). Details are set out in Note 3.11.

### Contractual Arrangements

Under a series of contractual arrangements (collectively, the “Contractual Arrangements”) with Suqian Jingdong Tianning Jiankang Technology Co., Ltd. (“Suqian Jingdong Tianning”) and its three nominee shareholders (the “Nominee Shareholders”), Beijing Jingdong Jiankang Co., Ltd. (“Beijing Jingdong Jiankang”), incorporated in the PRC as a wholly foreign-owned subsidiary ultimately owned by the Company, has control over Suqian Jingdong Tianning, with no directly or indirectly legal ownership in equity. As a result, Suqian Jingdong Tianning is accounted as a consolidated affiliated entity of the Group. The Contractual Arrangements were entered to comply with the relevant laws and regulations in the PRC which prohibit or restrict foreign ownership of the companies engaged in retail pharmaceutical product business and the online hospital service which are conducted by the Group.

The Contractual Arrangements enable Beijing Jingdong Jiankang to control Suqian Jingdong Tianning by:

- Irrevocably exercising equity holders’ voting rights of Suqian Jingdong Tianning;
- Exercising effective financial and operational control over of Suqian Jingdong Tianning;
- Receiving substantially all of the economic interest returns generated by Suqian Jingdong Tianning in consideration for the technology consulting and services provided by Beijing Jingdong Jiankang. Beijing Jingdong Jiankang has obligation to grant interest-free loans to the relevant Nominee Shareholders of Suqian Jingdong Tianning with the sole purpose of providing funds necessary for the capital contribution to Suqian Jingdong Tianning;

## Notes to the Consolidated Financial Statements (Continued)

### 1. General information (Continued)

#### Contractual Arrangements (Continued)

- Obtaining an irrevocable and exclusive right which Beijing Jingdong Jiankang may exercise at any time to purchase all or part of the equity interests in Suqian Jingdong Tianning from the Nominee Shareholders at a minimum purchase price permitted under the PRC laws and regulations; and
- Obtaining a pledge over the entire equity interests of Suqian Jingdong Tianning from its Nominee Shareholders as collateral security for all of Suqian Jingdong Tianning's payments due to Beijing Jingdong Jiankang and to secure performance of Suqian Jingdong Tianning's obligation under the Contractual Arrangements.

In September 2022, one of the Nominee Shareholders has been changed to a senior management of JD Group. The previous Contractual Arrangements were terminated and replaced with the current set of the Contractual Arrangements in September 2022. No substantial terms of the Contractual Arrangements were modified.

Total assets of the Group's consolidated affiliated entities were RMB2,371 million as of December 31, 2023 (2022: RMB2,688 million), and that balance has been reflected in the Group's consolidated financial statements with intercompany balances between the consolidated affiliated entities, the subsidiaries of the consolidated affiliated entities and other entities within the Group eliminated. Total revenue of the Group's consolidated affiliated entities was RMB13,828 million for the year ended December 31, 2023 (2022: RMB10,410 million), and that amount has been reflected in the Group's consolidated financial statements with intercompany transactions between the consolidated affiliated entities, the subsidiaries of the consolidated affiliated entities and other entities within the Group eliminated.

### 2. Application of new and amendments to International Financial Reporting Standards ("IFRSs")

#### 2.1 New and amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by International Accounting Standards Board (the "IASB") for the first time, which are mandatorily effective for the annual period beginning on January 1, 2023 for the preparation of the consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform — Pillar Two model Rules</i>

## 2. Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

### 2.1 New and amendments to IFRSs that are mandatorily effective for the current year (Continued)

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### **Impacts on application of Amendments to IAS 12 Income Taxes International Tax Reform-Pillar Two model Rules**

The Group has applied the amendments for the first time in the current year. IAS 12 is amended to add the exception to recognizing and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organization for Economic Co-operation and Development (the “Pillar Two legislation”). The amendments require that entities apply the amendments immediately upon issuance and retrospectively. The amendments also require that entities to disclose separately its current tax expense/income related to Pillar Two income taxes in periods which the Pillar Two legislation is in effect, and the qualitative and quantitative information about its exposure to Pillar Two income taxes in periods in which the Pillar Two legislation is enacted or substantially enacted but not yet in effect in annual reporting periods beginning on or after January 1, 2023.

The Group is yet to apply the temporary exception during the current year because the Group’s entities are operating in jurisdictions which the Pillar Two legislation has not yet been enacted or substantially enacted. The Group would continually evaluate the impact of the amendments on the consolidated financial statements.

#### **Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2**

The Group has applied the amendments for the first time in the current year. IAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

## 2. Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

### 2.1 New and amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 (Continued)

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

### 2.2 Amendments to IFRSs in issue but not yet effective

The Group has not early applied the following amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>1</sup></i>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback<sup>2</sup></i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current<sup>2</sup></i>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants<sup>2</sup></i>
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements<sup>2</sup></i>
Amendments to IAS 21	<i>Lack of Exchangeability<sup>3</sup></i>

1. Effective for annual periods beginning on or after a date to be determined.

2. Effective for annual periods beginning on or after 1 January 2024.

3. Effective for annual periods beginning on or after 1 January 2025.

The Group anticipate that the application of above amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### **3. Basis of preparation of consolidated financial statements and material accounting policy information**

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The material accounting policy information is set out below.

#### **3.1 Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities (including affiliated entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker’s exposure to variability of returns from other interests that it holds in the investee.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

### **3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)**

#### **3.1 Basis of consolidation (Continued)**

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### **3.2 Investments in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.2 Investments in associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognized in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

#### 3.3 Revenue from contracts with customers

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e., when control of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

### **3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)**

#### **3.3 Revenue from contracts with customers (Continued)**

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service.

The Group mainly through its and JD Group's mobile apps and www.jd.com website engages primarily in the sale of pharmaceutical and healthcare products sourced from manufacturers and distributors in the PRC, offers an online marketplace that enables third-party merchants to sell their products to consumers, and provides internet healthcare, health management and intelligent healthcare solutions services to its customers. Customers place orders for those products or services online primarily through the Group's and JD Group's mobile apps and www.jd.com website. Payment for the purchased products or services is generally made either before delivery or upon delivery.

The Group evaluates whether it is appropriate to record the gross amounts of product sales or services provided and related costs, or the net amount earned as commissions. When the Group is a principal, that the Group obtains control of the specified goods or services before they are transferred to the customers, the revenue should be recognized in the gross amount of consideration to which it expects to be entitled in exchange for the specified goods or services transferred. When the Group is an agent and its obligation is to facilitate third parties in fulfilling their performance obligation for specified goods or services, in which case the Group does not control the specified goods or services provided by third parties before those goods or services are transferred to the customer, the revenue should be recognized in the net amount for the amount of commission which the Group earns in exchange for arranging for the specified goods or services to be provided by other parties.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price ("SSP") basis. The SSP of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If an SSP is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

#### **(a) Product Revenue**

The Group primarily sells pharmaceutical and healthcare products through online direct sales. The Group recognizes the product revenue from the online direct sales on a gross basis as the Group is acting as a principal in these transactions and is responsible for fulfilling the promise to provide the specified goods. Product revenue is recognized at the point of delivery of products, net of discounts and return allowances.

### **3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)**

#### **3.3 Revenue from contracts with customers (Continued)**

##### **(b) Service Revenue**

The service revenue primarily consists of commission fees charged to third-party merchants for participating in the online marketplace mainly through the Group's and JD Group's mobile apps and www.jd.com website. The Group generally is acting as an agent and its performance obligation is to arrange for the provision of the specified goods or services by those third-party merchants. Upon successful sales, the Group charges the third-party merchants a fixed rate commission fee based on the sales amount, net of discounts and return allowances. Commission fee revenue is recognized on a net basis at the point of delivery of products.

The Group provides online marketing services to advertisers including third-party merchants and suppliers on its and JD Group's various website channels and third-party marketing affiliate's websites, including but not limited to advertising placements such as banners, links, logos and buttons, and pay for performance marketing services on which third-party merchants and suppliers are charged based on display per thousand impressions or per effective click on their products or service listings. The Group recognizes revenue from pay for performance marketing services at point of time when each effective click is generated. The Group recognizes revenue from advertising placements ratably over time as the customer simultaneously receives and consumes the benefits throughout the period during which the advertising services are provided or on the number of times that the advertisement has been displayed based on cost per thousand impressions.

The Group provides internet healthcare, health management and intelligent healthcare solutions services to customers on the Group's and JD Group's mobile apps and www.jd.com website. The services mainly include online consultation, hospital or doctor referral, health check-ups, genetic testing and beauty care. The Group recognizes revenue overtime during the service period or at point in time when such services are rendered. Revenue from such services is recognized on a gross basis when the Group has the ability to determine the pricing and nature of the services, and is responsible for the services provided as the Group is acting as a principal and obtains control of the specified services before they are transferred to the customers. Revenue is recognized on a net basis when the Group charges commissions from such services as the Group is acting as an agent.

#### **3.4 Contract balances**

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

Unearned revenue consists of payments received or awards to customers related to unsatisfied performance obligations at the end of the period, included in contract liabilities in the Group's consolidated statement of financial position.

### **3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)**

#### **3.4 Contract balances (Continued)**

Timing of revenue recognition may differ from the timing of invoicing to customers. Trade receivables represent amounts invoiced and revenue recognized prior to invoicing when the Group has satisfied the Group's performance obligation and has the unconditional right to payment.

For online retail business with return conditions, the Group estimates the possibility of return based on the historical experience. Liabilities for return allowances are included in "Accrued expenses and other payables". The estimated return of product sold associated with the Group's liabilities for return allowances are the Group's assets, which are included in "Prepayments, other receivables and other assets".

The Group applied a practical expedient to expense costs as incurred for costs to obtain a contract with a customer when the amortization period would have been one year or less. The Group has no material incremental costs of obtaining contracts with customers that the Group expects the benefit of those costs to be longer than one year which need to be recognized as assets.

#### **3.5 Loyalty programs**

Given that the Group's businesses are operated on both JD Group and the Group's platforms, the customers of the Group participate in the customer loyalty programs of JD Group and use such loyalty points across the platforms of both JD Group and the Group for the purchase of products and services. Certain loyalty points can be used as cash to buy any products sold by the Group, which will directly reduce the amount paid by the customer. The sales consideration is allocated to the products and loyalty points based on the relative SSP of the products and loyalty points awarded. The Group pays JD Group based on the number of loyalty points it granted and unit cost, and recognize revenues when the loyalty points were used or expired. Those loyalty points will expire at the subsequent year end after issuance. For the year ended December 31, 2023, the amount of expired loyalty points was not material (for the year ended December 31, 2022: not material). Details are set out in Note 34.

#### **3.6 Cost of revenue**

Cost of revenue consists primarily of purchase price of products, inbound shipping charges and write-downs of inventories. Shipping charges to receive products from the suppliers are included in inventories, and recognized as cost of revenue upon sale of the products to the customers.

The Group periodically receives considerations from certain vendors, representing rebates for products sold and subsidies for the sales of the vendors' products over a period of time. The rebates are not sufficiently separable from the Group's purchase of the vendors' products and they do not represent a reimbursement of costs incurred by the Group to sell vendors' products. The Group accounts for the rebates received from its vendors as a reduction to the prices it pays for the products purchased and therefore the Group records such amounts as a reduction of cost of revenue when recognized in the consolidated statement of profit or loss.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.7 Fulfillment expenses

Fulfillment expenses consist primarily of (i) expenses incurred in the Group's operations, including personnel cost and miscellaneous expenses, (ii) expenses charged by JD Group for warehousing and logistic services, payment services and customer services, (iii) lease expenses of warehouses and physical stores, and (iv) amortization of pet-care related intangible assets.

#### 3.8 Selling and marketing expenses

Selling and marketing expenses consist primarily of (i) expenses of promotion and advertising, including online advertising, offline television, movie and outdoor advertising, and incentive programs to attract or retain consumers for the Group's online marketplace, and (ii) expenses of technology and traffic support services provided by JD Group.

#### 3.9 Research and development expenses

Research expenditures are recognized as expenses as incurred. Costs incurred on development projects are capitalized as intangible assets when recognition criteria are met, including (a) it is technically feasible to complete the software so that it will be available for use; (b) management intends to complete the software and use or sell it; (c) there is an ability to use or sell the software; (d) it can be demonstrated how the software will generate probable future economic benefits; (e) adequate technical, financial and other resources to complete the development and to use or sell the software are available; and (f) the expenditure attributable to the software during its development can be reliably measured. Other development costs that do not meet those criteria are expensed as incurred. There were no development costs meeting these criteria and capitalized as intangible assets as of December 31, 2023 (2022: nil).

#### 3.10 Leases

##### **The Group as a lessee**

##### ***Allocation of consideration to components of a contract***

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless such allocation cannot be made reliably. Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

##### ***Short-term leases***

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.10 Leases (Continued)

##### **The Group as a lessee (Continued)**

##### ***Right-of-use assets***

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position.

##### ***Lease liabilities***

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.10 Leases (Continued)

##### **The Group as a lessee (Continued)**

##### ***Lease liabilities (Continued)***

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

##### ***Lease modifications***

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.11 Foreign currencies

The Group's presentation currency is RMB, which is different from the Company's functional currency of USD. The management adopted RMB as the presentation currency as the management controls and maintains the performance and financial position of the Group based on RMB. The functional currency of the Company is USD as its key activities and transactions are denominated in USD. The functional currency of the Group's subsidiaries incorporated in Cayman Islands, BVI and Hong Kong is USD. The Group's PRC subsidiaries and consolidated affiliated entities determined their functional currency to be RMB. Exchange differences relating to the retranslation of the Group's net assets in functional currencies to the Group's presentation currency (i.e. RMB) are recognized directly in other comprehensive income and accumulated in other reserves. Such exchange differences accumulated in other reserves are not reclassified to profit or loss subsequently.

#### 3.12 Taxation

Income tax expense represents the sum of current and deferred income tax expense. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized directly in equity, in which case, the current and deferred tax are also recognized directly in equity.

#### 3.13 Property and equipment

Depreciation is recognized so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The estimated useful lives are as follows:

Categories	Estimated useful lives
Electronic equipment	3–5 years
Office equipment	5 years
Vehicles	5 years

## Notes to the Consolidated Financial Statements (Continued)

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.14 Intangible assets

Amortization for intangible assets with finite useful lives is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

The estimated useful lives of intangible assets are as follows:

Categories	Estimated useful lives
Pet-care related intangible assets <sup>1</sup>	20 years
Domain names	10–15 years
Licenses	2 years
Software	3–5 years

1. Details are set out in Note 15.

#### 3.15 Inventories

The Group takes ownership, risks and rewards of the products purchased, but has arrangements to return unsold goods with certain vendors. Write downs are recorded in cost of revenue in the consolidated statement of profit or loss.

#### 3.16 Share-based payments

As detailed in Note 28, share-based awards to the Group's employees and non-employees are granted under share incentive plans of JD Group (the "JD Group Share Incentive Plan") and the Group ("JD Health Share Incentive Plan").

Under the JD Group Share Incentive Plan, the consolidated financial statements include allocation of the expenses recorded at JD Group based on the services value provided by the Group's employees. JD Group grants its service-based restricted share units ("RSU"s) and share options to the Group's eligible employees, which are treated as deemed contribution from JD Group and recorded in other reserves in the Group's consolidated statement of financial position.

Under the JD Health Share Incentive Plan, which consists of a pre-IPO employee share incentive plan (the "Pre-IPO ESOP"), a post-IPO share option scheme (the "Post-IPO Share Option Scheme") and a post-IPO share awards scheme (the "Post-IPO Share Awards Scheme") (collectively the "Post-IPO ESOP"), the Group receives services from employees and non-employees as consideration for share options and RSUs of the Company. The fair value of the services received in exchange for the grant of share options and RSUs is recognized as an expense in the consolidated statement of profit or loss with a corresponding increase in equity.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.16 Share-based payments (Continued)

##### (a) Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and non-employees providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed using graded vesting method over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (other reserves). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserves. For RSUs/share options that vest immediately at the date of grant, the fair value of the RSUs/share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognized in other reserves will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in other reserves will continue to be held in other reserves. Forfeitures are estimated based on the historical experience and revised in the subsequent periods if actual forfeitures differ from those estimates.

When RSUs granted are vested, the amount previously recognized in other reserves will be transferred to share premium.

Equity-settled share-based payments transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognized as expenses (unless the goods or services qualify for recognition as assets).

##### (b) Modifications to equity-settled transactions

When the terms and conditions of an equity-settled share-based payment arrangement are modified, the Group recognizes, as a minimum, the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. In addition, if the Group modifies the vesting conditions (other than a market condition) in a manner that is beneficial to the employees, for example, by reducing the vesting period, the Group takes the modified vesting conditions into consideration over the remaining vesting period. The incremental fair value granted, if any, is the difference between the fair value of the modified equity instruments and that of the original equity instruments, both estimated as at the date of modification.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.16 Share-based payments (Continued)

##### (b) Modifications to equity-settled transactions (Continued)

If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognized for services received over the period from modification date until the date when the modified equity instruments are vested, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognized over the remainder of the original vesting period.

#### 3.17 Financial instruments

##### (a) Financial assets

###### ***Classification and subsequent measurement of financial assets***

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL").

###### **Amortized cost and interest income**

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

###### **Financial assets at FVTPL**

Financial assets that do not meet the criteria for being measured at amortized cost or fair value through other comprehensive income ("FVTOCI") or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in "Other income and gains, net" line item.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.17 Financial instruments (Continued)

##### (a) Financial assets (Continued)

###### ***Impairment of financial assets***

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and note receivables, other receivables, wealth management products at amortized cost under other assets, term deposits, restricted cash, cash and cash equivalents), which are subject to impairment assessment under IFRS 9 *Financial Instruments*. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for trade and note receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

###### **Significant increase in credit risk**

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as of the reporting date with the risk of a default occurring on the financial instrument as of the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.17 Financial instruments (Continued)

##### (a) Financial assets (Continued)

###### *Impairment of financial assets (Continued)*

###### **Significant increase in credit risk (Continued)**

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

###### **Definition of default**

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### **Credit-impaired financial assets**

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.17 Financial instruments (Continued)

##### (a) Financial assets (Continued)

###### *Impairment of financial assets (Continued)*

###### **Credit-impaired financial assets (Continued)**

(c) the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

###### **Write-off policy**

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognized in profit or loss.

###### **Measurement and recognition of ECL**

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.17 Financial instruments (Continued)

##### (a) Financial assets (Continued)

###### ***Impairment of financial assets (Continued)***

###### **Measurement and recognition of ECL (Continued)**

The grouping is regularly reviewed by the directors of the Company to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortized cost of the financial asset.

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and note receivables and other receivables where the corresponding adjustment is recognized through a loss allowance account.

##### (b) Financial liabilities and equity

###### ***Classification as debt or equity***

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

###### ***Equity instruments***

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

###### ***Financial liabilities***

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

###### ***Financial liabilities at amortized cost***

Financial liabilities including trade payables and other payables are subsequently measured at amortized cost, using the effective interest method.

### 3. Basis of preparation of consolidated financial statements and material accounting policy information (Continued)

#### 3.17 Financial instruments (Continued)

##### (c) Derivative financial instruments

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognized in profit or loss.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realized or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

##### *Embedded derivatives*

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortized cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

##### (d) Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### 4. Critical accounting judgements and key sources of estimation uncertainty (Continued)

##### 4.1 Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

##### **Determination of consolidation of affiliated entities**

The Group obtained control over a PRC domestic company, Suqian Jingdong Tianning, by entering into a series of the Contractual Arrangements with the PRC domestic company and its respective Nominee Shareholders. Nevertheless, the Contractual Arrangements and other measures may not be as effective as direct legal ownership in providing the Group with direct control over the PRC domestic company and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the PRC domestic company. The directors of the Company, based on the advice of its legal counsel, consider that the Contractual Arrangements among Beijing Jingdong Jiankang, Suqian Jingdong Tianning and its respective Nominee Shareholders are in compliance with the relevant PRC Laws and are legally enforceable.

##### 4.2 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

##### **Estimated impairment of inventories**

Adjustments are recorded to write down the cost of inventory to the estimated net realizable value due to slow-moving merchandise and damaged goods, which is dependent upon factors such as historical and forecasted consumer demand, and promotional environment.

##### **Rebates and subsidies**

Rebates are earned upon reaching minimum purchase thresholds for a specified period. When volume rebates can be reasonably estimated based on the Group's past experiences and current forecasts, a portion of the rebates is recognized as the Group makes progress towards the purchase threshold. Subsidies are calculated based on the volume of products sold through the Group and are recorded as a reduction of cost of revenue when the sales have been completed and the amount is determinable.

##### **Fair value measurement of the Level 3 financial instruments**

The Level 3 financial instruments are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See Note 17, Note 26 and Note 32.3 for further disclosure.

## Notes to the Consolidated Financial Statements (Continued)

### 5. Segment information

The Group operates a comprehensive “Internet + Healthcare” ecosystem, providing pharmaceutical and healthcare products, internet healthcare, health management and intelligent healthcare solutions to the customers.

The Group’s chief operating decision maker, who has been identified as the Chief Executive Officer (the “CEO”), reviews the consolidated results when making decisions about allocating resources and assessing performance of the Group as a whole and no other discrete financial information is provided to the CEO. Hence, the Group has only one reportable segment. The Group does not distinguish between markets or segments for the purpose of internal reports. As the Group’s main non-current assets excluding financial instruments and deferred tax assets are located in the PRC and most of the Group’s revenue are derived from the PRC, no geographical information is presented. During the year ended December 31, 2023, there was no revenue derived from transactions with a single external customer which amounted to 10% or more of the Group’s revenue (2022: nil).

### 6. Revenue

#### (a) Disaggregation of revenue from contracts with customers

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
<b>Type of goods or services</b>		
Product revenue:		
Sales of pharmaceutical and healthcare products	<b>45,652,922</b>	40,366,661
Service revenue:		
Marketplace, advertising and other services	<b>7,877,019</b>	6,369,489
	<b>53,529,941</b>	46,736,150
<b>Timing of revenue recognition</b>		
A point in time	<b>53,055,774</b>	46,163,917
Overtime	<b>474,167</b>	572,233
	<b>53,529,941</b>	46,736,150

## Notes to the Consolidated Financial Statements (Continued)

### 6. Revenue (Continued)

#### (b) Contract liabilities

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Contract liabilities	<b>405,604</b>	1,374,953

The Group collected payments in advance from customers primarily for sales of pharmaceutical and healthcare products and marketplace service fees. The Group has recognized the above liabilities related to contracts with customers under "Contract liabilities" line item.

The directors of the Company expect that all of the contract liabilities as of December 31, 2023 will be recognized as revenue within one year (December 31, 2022: within one year). The Group applies the practical expedient of not disclosing the transaction price allocated to the remaining performance obligation as the original expected duration of all the contracts of the Group are within one year or less.

#### (c) Revenue recognized in relation to contract liabilities

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	<b>1,367,062</b>	385,502

The above table shows the amount of the revenue recognized during the year ended December 31, 2023 relates to carried-forward contract liabilities. As of January 1, 2022, contract liabilities amounted to RMB395 million.

## Notes to the Consolidated Financial Statements (Continued)

### 7. Finance income

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Interest income from bank balances	1,851,966	832,305
Interest income from financial assets at amortized cost	97,066	31,961
	<b>1,949,032</b>	864,266

### 8. Profit before income tax

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Cost of inventories sold	41,366,786	36,340,928
Employee benefit expenses	2,877,031	3,117,187
Expenses of logistics and warehousing services	3,509,732	2,917,396
Expenses of technology and traffic support services provided by JD Group	2,056,136	1,770,198
Expenses of promotion and advertising	1,304,873	922,224
Expenses of payment services	435,718	415,755
Depreciation of property and equipment, right-of-use assets and amortization of intangible assets	227,458	140,676
Provision for impairment of inventories and advance to suppliers	77,417	356,377
Auditor's remuneration	7,860	7,559

### 9. Income tax expense

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Current tax	454,265	414,386
Deferred tax	96,203	(101,806)
	<b>550,468</b>	312,580

## Notes to the Consolidated Financial Statements (Continued)

### 9. Income tax expense (Continued)

#### Cayman Islands

Under the current laws of the Cayman Islands, the Company and its subsidiaries incorporated in the Cayman Islands are not subject to tax on income or capital gains. Additionally, the Cayman Islands does not impose a withholding tax on payments of dividends to shareholders.

#### British Virgin Islands

Under the current laws of the British Virgin Islands, entities incorporated in the British Virgin Islands are not subject to tax on their income or capital gains.

#### Hong Kong

Under the two-tiered profits tax rates regime from The Inland Revenue (Amendment) (No. 7) Bill 2017 released by the Hong Kong Legislative Council, the first HKD2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong profits tax of the qualifying group entity is calculated at 8.25% on the first HKD2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HKD2 million. Additionally, payments of dividends by the subsidiaries incorporated in Hong Kong to the Company are not subject to Hong Kong withholding tax.

#### Chinese mainland (the “Mainland China”)

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the standard enterprise income tax rate for entities operating in PRC is 25%.

The EIT Law and its implementation rules permit certain High and New Technologies Enterprises (the “HNTE”s), to enjoy a reduced 15% enterprise income tax rate subject to these HNTEs meeting certain qualification criteria. Certain entity of the Group is qualified as HNTE, and accordingly is subject to a preferential income tax rate of 15%.

Certain enterprises will benefit from a preferential tax rate of 15% under the EIT Law if they are located in applicable PRC regions as specified in the catalog of encouraged industries in western regions (initially effective through the end of 2010 and further extended to 2030), subject to certain general restrictions described in the EIT Law and the related regulations. Among those enterprises, 40% of the enterprise income tax (the “EIT”) payables could be additionally deducted for an enterprise that is located in an autonomous region of PRC.

The State Taxation Administration of the PRC (“STA”) announced in March 2021 that enterprises engaging in research and development activities would be entitled to claim 175% of eligible research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year (“Super Deduction”) until December 2023. Based on the announcements made by STA in September 2022 and March 2023, such enterprises would be entitled to claim 200% of their research and development expenses incurred since October 1, 2022.

## 9. Income tax expense (Continued)

### Withholding tax on undistributed dividends

The EIT Law imposes a withholding income tax of 10% on dividends distributed by a foreign investment enterprise (“FIE”) to its immediate holding company outside of Mainland China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within Mainland China or if the received dividends have no connection with the establishment or place of such immediate holding company within Mainland China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with Mainland China that provides for a different withholding arrangement.

According to the arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by an FIE in China to its immediate holding company in Hong Kong will be subject to withholding tax at a rate of no more than 5% (if the FIE satisfies the criteria for “beneficial owner” under a circular issued by the State Administration of Taxation in February 2018 (Circular No. 9), and the foreign investor owns directly at least 25% of the shares of the FIE).

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of profit or loss as follows:

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
Profit before income tax	<b>2,693,348</b>	695,809
Tax calculated at PRC statutory income tax rate of 25%	<b>673,337</b>	173,952
Tax effects of:		
— Expenses not deductible for tax purpose	<b>132,467</b>	122,556
— Super deduction for research and development expenses and others	<b>(116,924)</b>	(91,323)
— Utilization of tax losses previously not recognized	<b>(64,294)</b>	(16,014)
— Different tax rates of subsidiaries and consolidated affiliated entities operating in other jurisdictions	<b>(97,175)</b>	(28,494)
— Tax effect of tax-exempt entities	<b>(248,392)</b>	209,292
— Preferential income tax rates applicable to subsidiaries and consolidated affiliated entities	<b>(200,526)</b>	(227,067)
— Share of results of joint ventures and associates	<b>17,689</b>	24,190
— Tax losses/deductible temporary differences not recognized	<b>238,724</b>	145,488
— Effect on withholding income tax	<b>215,562</b>	—
Total income tax expense	<b>550,468</b>	312,580

## Notes to the Consolidated Financial Statements (Continued)

### 10. Directors' and the CEO's emoluments

Directors' and the CEO's emoluments for the year ended December 31, 2023, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

#### (a) The emoluments of directors and the CEO

Name	For the year ended December 31, 2023					
	Salaries and other emoluments RMB'000	Bonuses RMB'000	Share-based payment expenses RMB'000	Pension costs – defined contribution plans RMB'000	Welfare, medical and other benefits RMB'000	Total RMB'000
Executive director and CEO						
Enlin Jin	1,256	392	6,426	74	237	8,385
Non-executive directors						
Richard Qiangdong Liu	–	–	407,821	–	–	407,821
Qingqing Yi	–	–	–	–	–	–
Independent non-executive directors						
Xingyao Chen	338	–	138	–	–	476
Ling Li	338	–	138	–	–	476
Jiyu Zhang	338	–	125	–	–	463
Ying Wu <sup>1</sup>	338	–	480	–	–	818
	2,608	392	415,128	74	237	418,439

## Notes to the Consolidated Financial Statements (Continued)

### 10. Directors' and the CEO's emoluments (Continued)

#### (a) The emoluments of directors and the CEO (Continued)

Name	For the year ended December 31, 2022					
	Salaries and other emoluments RMB'000	Bonuses RMB'000	Share-based payment expenses RMB'000	Pension costs — defined contribution plans RMB'000	Welfare, medical and other benefits RMB'000	Total RMB'000
Executive director and CEO						
Enlin Jin	1,291	367	6,131	58	198	8,045
Non-executive directors						
Richard Qiangdong Liu	—	—	592,080	—	—	592,080
Lijun Xin <sup>2</sup>	—	—	59,256	—	—	59,256
Lei Xu <sup>2</sup>	—	—	2,207	—	—	2,207
Sandy Ran Xu <sup>2</sup>	—	—	1,104	—	—	1,104
Qingqing Yi	—	—	—	—	—	—
Independent non-executive directors						
Xingyao Chen	250	—	252	—	—	502
Ling Li	250	—	252	—	—	502
Jiyu Zhang	250	—	298	—	—	548
Ying Wu <sup>1</sup>	184	—	418	—	—	602
	2,225	367	661,998	58	198	664,846

1. Appointed as independent non-executive director since April 2022.

2. Resigned as non-executive director in April 2022.

## 10. Directors' and the CEO's emoluments (Continued)

### (a) The emoluments of directors and the CEO (Continued)

The executive director's emoluments shown above were for his services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors and non-executive directors' emoluments shown above were for their services as directors of the Company.

### (b) Benefits and interests of directors

Except for the amounts disclosed above, there are no other benefits offered to the directors and the CEO.

### (c) Directors' termination benefits

No director's termination benefit subsisted at the end of the year or at any time during the year ended December 31, 2023 (2022: none).

### (d) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available director's services subsisted at the end of the year or at any time during the year ended December 31, 2023 (2022: none).

### (e) Information about loans, quasi-loans and other dealings in favor of directors, their controlled bodies and connected entities

No other loans, quasi-loans and other dealings in favor of directors, their controlled bodies corporate and connected entities subsisted at the end of the year or at any time during the year ended December 31, 2023 (2022: none).

### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended December 31, 2023 (2022: none).

### (g) Inducement to join the Group and compensation for loss of office

No emolument was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended December 31, 2023 (2022: none).

### (h) Waiver of emoluments

There was no arrangement under which a director or the CEO waived or agreed to waive any remuneration during the year ended December 31, 2023 (2022: none).

## Notes to the Consolidated Financial Statements (Continued)

### 11. Five highest paid employees

The five highest paid employees include two directors (2022: three) whose emoluments are set out in Note 10 for the year ended December 31, 2023. No emolument was paid by the Group to the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended December 31, 2023 (2022: none). None of the five highest paid employees waived or agreed to waive any emoluments during the year ended December 31, 2023 (2022: none).

Details of the remuneration for the year of the remaining three (2022: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	<b>Year ended December 31,</b>	
	<b>2023</b>	2022
	<b>RMB'000</b>	RMB'000
Salaries and other emoluments	<b>3,748</b>	2,451
Bonuses	<b>1,164</b>	721
Share-based payment expenses	<b>39,358</b>	9,335
Pension costs — defined contribution plans	<b>169</b>	115
Welfare, medical and other benefits	<b>370</b>	391
	<b>44,809</b>	13,013

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	<b>Number of employees</b>	
	<b>Year ended December 31,</b>	
	<b>2023</b>	2022
Emolument bands (in Hong Kong dollars ("HKD"))		
HKD6,000,001 to HKD6,500,000	<b>1</b>	—
HKD6,500,001 to HKD7,000,000	—	1
HKD7,000,001 to HKD7,500,000	<b>1</b>	—
HKD8,000,001 to HKD8,500,000	—	1
HKD36,000,001 to HKD36,500,000	<b>1</b>	—
	<b>3</b>	2

## Notes to the Consolidated Financial Statements (Continued)

### 12. Dividends

No dividend was paid or proposed for ordinary shareholders of the Company during 2023, nor has any dividend been proposed since the end of the reporting period (2022: none).

### 13. Earnings per share

	Year ended December 31,	
	2023	2022
<b>Numerator</b>		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share (RMB'000)	<b>2,141,841</b>	380,105
<b>Denominator</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share (thousand shares)	<b>3,123,736</b>	3,106,937
Add: Effect of dilutive potential ordinary share: share options and RSUs granted (thousand shares)	<b>40,249</b>	37,439
Weighted average number of ordinary shares for the purpose of diluted earnings per share (thousand shares)	<b>3,163,985</b>	3,144,376
Basic earnings per share attributable to owners of the Company (RMB per share)	<b>0.69</b>	0.12
Diluted earnings per share attributable to owners of the Company (RMB per share)	<b>0.68</b>	0.12

### 14. Right-of-use assets

The Group leases certain of its offline pharmacies, offices, and warehouses under lease arrangements, which are negotiated for terms ranging from 1 to 10 years.

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Carrying amount at the beginning of the year	<b>205,268</b>	218,295
Additions	<b>57,327</b>	43,460
Depreciation charge	<b>(63,391)</b>	(56,487)
Carrying amount at the end of the year	<b>199,204</b>	205,268

## Notes to the Consolidated Financial Statements (Continued)

### 15. Intangible assets

	Pet-care related intangible assets <sup>1</sup> RMB'000	Other intangible assets <sup>2</sup> RMB'000	Total RMB'000
<b>Cost</b>			
As of January 1, 2022	—	46,465	46,465
Additions	2,292,120	—	2,292,120
As of December 31, 2022	2,292,120	46,465	2,338,585
Exchange adjustments	38,867	—	38,867
Additions	—	1,374	1,374
As of December 31, 2023	2,330,987	47,839	2,378,826
<b>Amortization</b>			
As of January 1, 2022	—	(21,074)	(21,074)
Exchange adjustments	321	—	321
Charge for the year	(38,523)	(11,298)	(49,821)
As of December 31, 2022	(38,202)	(32,372)	(70,574)
Exchange adjustments	(1,290)	—	(1,290)
Charge for the year	(115,907)	(8,855)	(124,762)
As of December 31, 2023	(155,399)	(41,227)	(196,626)
<b>Carrying amount at the end of the year</b>			
As of December 31, 2022	2,253,918	14,093	2,268,011
As of December 31, 2023	2,175,588	6,612	2,182,200

1. In June 2022, the Group entered into a sale and purchase agreement with JD Group to procure operating rights, inventories and others (which do not constitute a business) in relation to the sale, distribution and operation of pet-care related products falling into the categories of prescription drugs/prescription diet, pet nutrition, pet deworm, pet milk powder, pet mouth, ear and eye cleaning, etc.

2. Mainly consist of domain names, licenses and software.

### 16. Investments in joint ventures

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Cost of investments in unlisted entities <sup>1</sup>	682,745	682,745
Share of post-acquisition loss and other comprehensive loss	(337,690)	(267,450)
	345,055	415,295

1. Including another insignificant joint venture other than Tangshan Hongci.

## Notes to the Consolidated Financial Statements (Continued)

### 16. Investments in joint ventures (Continued)

The details of the primary investment in the joint venture as of December 31, 2022 and 2023 are as follows:

<b>Name of entity</b>	<b>Place of incorporation and principal place of operation</b>	<b>Proportion of ownership interest/ voting rights held by the Group</b>	<b>Principal activities</b>
Tangshan Hongci Healthcare Management Co., Ltd. <sup>1</sup> ("Tangshan Hongci")	Mainland China	49%	Healthcare enterprise management services

1. The English name of the joint venture is translated from its registered Chinese name (唐山弘慈醫療管理有限公司) for identification only.

In April 2020, the Group entered into a series of agreements with Tangshan Hongci and its shareholder, pursuant to which the Group injected approximately RMB668 million in cash to Tangshan Hongci in exchange for a 49% equity interest in Tangshan Hongci in June 2020. The Group accounts for Tangshan Hongci as a joint venture due to the veto rights that the Group is entitled to in making significant decisions in the board and shareholder meetings, which enable the Group to share the control with the existing shareholder of Tangshan Hongci.

In connection with the equity investment in Tangshan Hongci, the Group is entitled to a call option (the "Call Option") to acquire additional equity interest of 21% or above in Tangshan Hongci at a pre-determined schedule with the consideration calculated based on a pre-determined formula. Upon initial recognition, the Group's Call Option was classified as financial asset measured at FVTPL (See Note 17). The Group did not consider the Call Option may provide a potential voting power since it is not substantive as the option was out-of-the-money.

In addition, the Group has granted a put option (the "Put Option") to the existing shareholder of Tangshan Hongci, pursuant to which the existing shareholder shall have the right to request the Group to buy out their shares at a pre-determined schedule with put price calculated based on a pre-determined formula when Tangshan Hongci achieves certain pre-determined operating targets. Upon initial recognition, the Put Option granted by the Group was classified as financial liability measured at FVTPL (See Note 26).

Pursuant to the exercise of the Put Option by the existing shareholder of Tangshan Hongci, in December 2023, the Group entered into an agreement (the "Acquisition Agreement") with the existing shareholder of Tangshan Hongci. Consequently, upon the exercise of the Put Option, the Call Option was no longer exercisable and therefore expired at the same time. As of the approval date of these consolidated financial statements by the Board of Directors on March 20, 2024, the acquisition has not been completed.

## Notes to the Consolidated Financial Statements (Continued)

### 16. Investments in joint ventures (Continued)

Set out below is the summarized financial information of Tangshan Hongci.

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Non-current assets	2,881,752	2,709,637
Current assets	383,113	584,811
Non-current liabilities	1,596,933	1,692,034
Current liabilities	1,063,686	857,724
Equity attributable to owners of Tangshan Hongci	263,656	371,887
Non-controlling interest	340,590	372,803
	Year ended December 31,	
	2023	2022
	RMB'000	RMB'000
Revenue for the year	1,353,725	1,078,360
Loss and other comprehensive loss for the year	(140,443)	(252,571)
	As of December 31,	
	2023	2022
	RMB'000	RMB'000
<b>Reconciliation to carrying amount</b>		
Equity attributable to owners of Tangshan Hongci	263,656	371,887
Proportion of the Group's ownership interest in Tangshan Hongci	49%	49%
Adjustment:		
— Goodwill, intangible asset, revaluation of property and land use right and others	210,755	223,673
Carrying amount	339,946	405,898

The aggregate share of loss and comprehensive loss of the joint venture that is not individually material is insignificant to the Group.

There are no contingent liabilities relating to the Group's interests in joint ventures.

## Notes to the Consolidated Financial Statements (Continued)

### 17. Financial assets at FVTPL

	As of December 31,	
	2023 RMB'000	2022 RMB'000
<b>Non-current</b>		
Wealth management products at FVTPL <sup>2</sup>	<b>744,440</b>	687,855
Equity investments in private companies	<b>371,476</b>	416,437
Call option <sup>1</sup>	—	100,398
	<b>1,115,916</b>	1,204,690
<b>Current</b>		
Wealth management products at FVTPL <sup>2</sup>	<b>9,384,793</b>	1,003,061
	<b>10,500,709</b>	2,207,751

1. Details are set out in Note 16.

2. Wealth management products at FVTPL purchased by the Group are issued by major and reputable commercial banks without guaranteed returns. The expected rates of return for such wealth management products at FVTPL held by the Group as of December 31, 2023 range from 3.80% to 5.55% per annum (December 31, 2022: 3.02% to 3.80% per annum). The Group managed and evaluated the performance of investments on a fair value basis in accordance with the Group's risk management and investment strategy. The major assumptions used in the valuation for wealth management products at FVTPL are set out in Note 32.3.

## Notes to the Consolidated Financial Statements (Continued)

### 18. Prepayments, other receivables and other assets

	As of December 31,	
	2023 RMB'000	2022 RMB'000
<b>Non-current</b>		
Term deposits <sup>1</sup>	<b>8,522,972</b>	—
Wealth management products at amortized cost <sup>2</sup>	<b>3,209,265</b>	—
Prepayment for property and equipment	<b>453,406</b>	452,780
Amounts due from employees <sup>3</sup>	<b>16,167</b>	19,460
Others	<b>2,195</b>	6,346
	<b>12,204,005</b>	478,586
<b>Current</b>		
Wealth management products at amortized cost <sup>2</sup>	<b>732,857</b>	705,757
Advance to suppliers	<b>486,946</b>	702,041
Amounts due from related parties	<b>358,793</b>	346,155
Recoverable value-added tax	<b>236,766</b>	68,684
Estimated return of products sold	<b>16,375</b>	11,268
Prepaid expense	<b>16,351</b>	15,792
Amounts due from employees <sup>3</sup>	<b>7,694</b>	8,529
Receivables related to employees' exercise of share-based payments	<b>4,512</b>	598,106
Others	<b>53,281</b>	40,389
	<b>1,913,575</b>	2,496,721
	<b>14,117,580</b>	2,975,307

- Term deposits are bank deposits redeemable on maturity. Details of current portion of term deposits are set out in Note 21. The interest rates of the term deposits held by the Group as of December 31, 2023 range from 3.45% to 6.11% per annum (2022: 1.61% to 4.84% per annum).
- Wealth management products at amortized costs purchased by the Group are issued by major and reputable commercial banks. The interest rates for such wealth management products at amortized cost held by the Group as of December 31, 2023 range from 5.28% to 6.12% per annum (2022: 4.46% to 5.00% per annum).
- Mainly the first-home interest-free or low-interest loans provided by the Group to its employees.

### 19. Inventories

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Products	<b>5,465,077</b>	6,256,683
Less: impairment provision	<b>(380,503)</b>	(260,414)
	<b>5,084,574</b>	5,996,269

## Notes to the Consolidated Financial Statements (Continued)

### 20. Trade and note receivables

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Trade receivables from third parties	528,454	773,575
Trade receivables from a related party	31,189	18,275
Note receivables	1,101	306,031
Less: allowance for ECL	(212,782)	(142,923)
	<b>347,962</b>	954,958

The Group applies the simplified approach under IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The Group's trading terms with some of its customers are on credit. The Group primarily allows a credit period of 30 days. Trade receivables are settled in accordance with the terms of the respective contracts. Aging analysis of trade receivables from third parties based on invoice date is as follows:

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Within 3 months	303,507	519,165
3 to 6 months	45,741	182,139
6 to 12 months	40,271	55,313
Over 12 months	138,935	16,958
	<b>528,454</b>	773,575
Less: allowance for ECL	(212,782)	(142,923)
	<b>315,672</b>	630,652

The Group holds notes received for settlement of trade receivables. The Group continues to recognize full carrying amounts of note receivables at the end of each reporting period. Notes received by the Group are with a maturity period of less than one year.

As of December 31, 2023, included in the Group's trade receivables balance was debtors with aggregate carrying amount of RMB203 million (2022: RMB467 million), which was past due but not considered credit-impaired as of the reporting date. The Group has not provided an impairment loss as the Group is satisfied with the past subsequent settlement record and the credit quality of these customers had not seen deteriorated. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables are set out in Note 32.2.

## Notes to the Consolidated Financial Statements (Continued)

### 21. Cash and bank balances

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments. Restricted cash represents deposits held in designated bank accounts for issuance of bank acceptance. Current term deposits are bank deposits redeemable on maturity, with maturities over three months. Details of non-current term deposits and the range of interest rates for term deposits balances carrying interest are set out in Note 18.

### 22. Share capital and treasury shares

#### Authorized

As of December 31, 2023 and 2022, the Company had an authorized share capital of USD50,000, divided into 100,000,000 thousand authorized ordinary shares, with par value of USD0.0000005 each.

#### Issued and fully paid

	Number of shares in issue '000	Share capital RMB'000	Treasury shares RMB'000
<b>As of January 1, 2022</b>	3,194,617	11	(50,636)
Issuance of ordinary shares to Share Scheme Trusts <sup>1</sup>	8,000	—*	—*
Repurchase and cancellation of shares	(22,702)	—*	—
Exercise of options and RSUs vesting	—	—	16,339
<b>As of December 31, 2022</b>	3,179,915	11	(34,297)
Issuance of ordinary shares to Share Scheme Trusts <sup>1</sup>	<b>8,700</b>	—*	—*
Repurchase of ordinary shares and held by Share Scheme Trusts <sup>2</sup>	—	—	<b>(69,104)</b>
Exercise of options and RSUs vesting	—	—	<b>10,828</b>
<b>As of December 31, 2023</b>	<b>3,188,615</b>	<b>11</b>	<b>(92,573)</b>

\* less than RMB1,000.

- During the year ended December 31, 2023 and 2022, 8,700 thousand and 8,000 thousand ordinary shares, respectively, with a par value of USD0.0000005 per share were issued to a trust (the "Share Scheme Trust"), which is the trustee holding the shares on trust for the benefit of the participants of the Post-IPO ESOP as defined in Note 28. As the Company has the control over the Share Scheme Trust, the shares held by the trustee were consolidated and presented as treasury shares in the consolidated financial statements.
- In December 2023, 2 million ordinary shares with a par value of USD0.0000005 per share were repurchased at a total consideration of RMB69 million and held by the Share Scheme Trusts for issuing of RSUs to be vested in subsequent period.

## Notes to the Consolidated Financial Statements (Continued)

### 23. Deferred tax assets/liabilities

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Deferred tax assets	299,825	208,465
Deferred tax liabilities	(213,606)	(7,819)
	86,219	200,646

The following is the deferred tax assets/(liabilities) recognized and movements thereon during the reporting periods:

	Provision for impairment of inventories and advance to suppliers RMB'000	ECL provision RMB'000	Tax losses and others RMB'000	Distributable profits of subsidiaries RMB'000	Fair value change of financial assets RMB'000	Total RMB'000
<b>As of January 1, 2022</b>	9,891	11,180	74,786	—	(8,887)	86,970
Credit/(charge) to profit or loss	84,535	(167)	16,370	—	1,068	101,806
Credit to equity	—	—	11,870	—	—	11,870
<b>As of December 31, 2022</b>	94,426	11,013	103,026	—	(7,819)	200,646
Credit/(charge) to profit or loss	13,365	24,007	72,211	(210,585)	4,799	(96,203)
Charge to equity	—	—	(18,224)	—	—	(18,224)
<b>As of December 31, 2023</b>	107,791	35,020	157,013	(210,585)	(3,020)	86,219

As of December 31, 2023, the Group had unused tax losses of RMB289 million (2022: RMB132 million) from certain PRC entities available for offset against future profits. As of December 31, 2023, these unused tax losses will expire from 2024 to 2033 (2022: 2023 to 2032). No deferred tax asset has been recognized due to the unpredictability of future profit streams.

As of December 31, 2023, the Group had unused tax losses of RMB393 million (2022: RMB632 million) from certain HK entities, which can be carried forward indefinitely to offset against future profits. No deferred tax asset has been recognized due to the unpredictability of future profit streams.

## Notes to the Consolidated Financial Statements (Continued)

### 23. Deferred tax assets/liabilities (Continued)

As of December 31, 2023, the Group had deductible temporary differences of RMB2,273 million (2022: RMB1,605 million) from certain PRC entities. No deferred tax asset has been recognized in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilized.

As of December 31, 2023, the Group has accrued withholding tax liabilities associated with all of its earnings expected to be distributed from its FIEs in the Chinese mainland to countries and regions other than Chinese mainland, except for unrecognized deferred tax liabilities of RMB102 million (2022: RMB205 million) related to the remaining undistributed earnings that the Group still intends to reinvest in the Chinese mainland in the foreseeable future.

### 24. Lease liabilities

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Lease liabilities payable:		
Within one year	<b>95,323</b>	70,649
Within a period of more than one year but not exceeding two years	<b>50,831</b>	53,167
Within a period of more than two years but not exceeding five years	<b>44,311</b>	57,693
Within a period of more than five years	<b>24,289</b>	17,901
	<b>214,754</b>	199,410
Less: amount due for settlement within 12 months shown under current liabilities	<b>(95,323)</b>	(70,649)
Amount due for settlement after 12 months shown under non-current liabilities	<b>119,431</b>	128,761

The lease liabilities were measured at the present value of the lease payments that are not yet paid using incremental borrowing rates. The weighted average incremental borrowing rates are set out in Note 32. All leases are entered at fixed rates.

The maturity analysis of lease liabilities at each reporting date and total cash outflow for leases during the reporting periods are set out in Note 32 and Note 33, respectively.

## Notes to the Consolidated Financial Statements (Continued)

### 25. Trade payables

Trade payables primarily consist of payables to suppliers.

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Trade payables	8,867,566	9,609,032
Trade payables under supplier financing arrangements*	792,884	916,997
	<b>9,660,450</b>	10,526,029

\* Certain reputable financial institutions offer supply chain financing services to the Group's suppliers. Suppliers can sell one or more of the Group's payment obligations at their sole discretion to the financial institutions to receive funds ahead of time from the financial institutions to meet their cash flow needs. The Group's rights and obligations to suppliers are not impacted. The original payment terms, timing and amount of trade payables remain unchanged. In the consolidated statement of cash flows, settlements of these payables are included within operating cash flows based on the nature of the arrangements.

The credit period of trade payables is mainly ranging from 30 to 90 days. An aging analysis of the trade payables based on the invoice date is as follows:

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Within 3 months	9,210,796	8,817,716
3 to 6 months	241,535	1,589,398
Over 6 months	208,119	118,915
	<b>9,660,450</b>	10,526,029

### 26. Financial liabilities at FVTPL

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Put option <sup>1</sup>	—	108,927

1. Details are set out in Note 16.

## Notes to the Consolidated Financial Statements (Continued)

### 27. Accrued expenses and other payables

	As of December 31,	
	2023 RMB'000	2022 RMB'000
Deposits received <sup>1</sup>	1,315,718	1,216,407
Amounts due to a related party (Note 34)	1,680,041	616,566
Advances from customers	375,623	585,473
Salary and welfare payables	229,828	234,173
Other tax payables	71,444	371,559
Liabilities for return allowances	15,983	11,531
Payables related to employees' exercise of share-based payments	4,512	598,106
Others	392,930	261,595
	<b>4,086,079</b>	<b>3,895,410</b>

1. Mainly represents the deposits received from third-party merchants from the online marketplace business.

### 28. Share-based payments

	Year ended December 31,	
	2023 RMB'000	2022 RMB'000
RSUs	1,230,797	1,143,780
Share options	616,992	960,498
	<b>1,847,789</b>	<b>2,104,278</b>

#### 28.1 JD Group Share Incentive Plan

JD Group grants its share-based awards to the Group's eligible employees and non-employees, which are treated as deemed contribution from JD Group and recorded in other reserves in the Group's consolidated financial statements. Under the JD Group Share Incentive Plan, the RSUs and share options are generally service-based and scheduled to be vested over two to ten years. One-second, one-third, one-fourth, one-fifth, one-sixth, or one-tenth of the awards, depending on different vesting schedules of JD Group Share Incentive Plan, shall be vested upon the end of the calendar year in which the awards were granted or the first anniversary dates of the grants, and the remaining of the awards shall be vested on straight line basis at the end of the remaining calendar or the anniversary years. Starting from the year ended December 31, 2016, certain awards had multiple tranches with tiered vesting commencement dates from 2016 to 2025, and each of the tranches is subject to a six-year vesting schedule. Starting from the year ended December 31, 2021, certain granted RSUs are subject to vesting ratably over a 4-year vesting period from the grant dates.

## Notes to the Consolidated Financial Statements (Continued)

### 28. Share-based payments (Continued)

#### 28.1 JD Group Share Incentive Plan (Continued)

The Group recognizes share-based payment expenses in its consolidated statement of profit or loss based on awards ultimately expected to vest, after considering estimated forfeitures of the Group. The number of RSUs and share options granted expected to vest has been reduced to reflect historical experience of forfeiture of certain percentage of RSUs and share options granted prior to completion of vesting period and accordingly the share-based payment expenses have been adjusted.

Details of the primary share incentive of JD Group Share Incentive Plan are as follows.

#### RSUs

A summary of activities of the service-based RSUs is presented as follows:

	Number of RSUs	Weighted- average grant- date fair value USD
<b>Unvested as of January 1, 2022</b>	589,310	21.52
Granted	69,962	27.04
Transfer <sup>1</sup>	471,354	29.34
Vested	(199,534)	20.48
Forfeited or cancelled	(430,892)	29.31
<b>Unvested as of December 31, 2022</b>	500,200	23.36
Granted	<b>68,070</b>	<b>18.86</b>
Transfer <sup>1</sup>	<b>389,274</b>	<b>28.31</b>
Vested	<b>(237,064)</b>	<b>22.78</b>
Forfeited or cancelled	<b>(293,936)</b>	<b>28.11</b>
<b>Unvested as of December 31, 2023</b>	<b>426,544</b>	<b>24.21</b>

1. The transfer represents the addition or deduction of RSUs that were previously granted to employees who transferred into or out of the business carried out by the Group during the reporting periods.

The estimated compensation cost of RSUs was based on the fair value of JD.com, Inc.'s ordinary shares on the date of the grant. The Group recognizes the compensation cost, net of estimated forfeitures, over the vesting term of the RSUs.

#### 28.2 JD Health Share Incentive Plan

The Group grants share-based awards to eligible employees and non-employees pursuant to the JD Health Share Incentive Plan, which governs the terms of the awards. Under the JD Health Share Incentive Plan, the share options and RSUs are generally service-based and scheduled to be vested between one to ten years. All, one-second, one-third, one-fourth, one-fifth, one-sixth, or one-tenth of the awards, shall be vested upon agreed dates and the remaining of the awards shall be vested on straight line basis at the anniversary years. Starting from 2021, certain granted RSUs are subject to vesting ratably over a 4-year vesting period from the grant dates.

## 28. Share-based payments (Continued)

### 28.2 JD Health Share Incentive Plan (Continued)

The Post-IPO ESOP commenced in November 2020 and is valid and effective for the period of ten years commencing on December 8, 2020. As of December 31, 2023, the total number of shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme is 312,708,211 shares (December 31, 2022: 312,708,211). As of December 31, 2023, the total number of shares which may be issued upon vest of all RSUs to be granted under the Post-IPO Share Awards Scheme is 253,678,063 shares (December 31, 2022: 256,955,180).

#### Share options

A summary of activities of the service-based share options is presented as follows:

	Number of share options	Weighted average exercise price USD	Weighted average remaining contractual term Year
<b>Outstanding as of January 1, 2022</b>	73,355,847	0.0000005	8.8
Exercised	(20,094,418)	0.0000005	
Forfeited	(1,424,484)	0.0000005	
<b>Outstanding as of December 31, 2022</b>	51,836,945	0.0000005	7.8
Exercised	<b>(12,254,414)</b>	<b>0.0000005</b>	
Forfeited	<b>(1,520,259)</b>	<b>0.0000005</b>	
<b>Outstanding as of December 31, 2023</b>	<b>38,062,272</b>	<b>0.0000005</b>	<b>6.8</b>

The number of exercisable service-based share options as of December 31, 2023 was 685,151 (December 31, 2022: 620,186). The weighted average share price at the dates of exercise was HKD42.96 (2022: HKD48.23) per share.

## Notes to the Consolidated Financial Statements (Continued)

### 28. Share-based payments (Continued)

#### 28.2 JD Health Share Incentive Plan (Continued)

##### RSUs

A summary of activities of the service-based RSUs is presented as follows:

	Number of RSUs	Weighted-average grant-date fair value HKD
<b>Unvested as of January 1, 2022</b>	52,717,780	112.75
Granted	4,638,422	52.33
Vested	(8,902,217)	112.58
Forfeited or cancelled	(2,208,565)	93.82
<b>Unvested as of December 31, 2022</b>	46,245,420	107.63
Granted	<b>6,051,558</b>	<b>52.87</b>
Vested	<b>(9,556,084)</b>	<b>107.07</b>
Forfeited or cancelled	<b>(2,774,441)</b>	<b>73.10</b>
<b>Unvested as of December 31, 2023</b>	<b>39,966,453</b>	<b>101.87</b>

As of December 31, 2023, no share option and aggregated 91,272,692 RSUs were granted under the Post-IPO ESOP (December 31, 2022: no share option and 85,221,134 RSUs).

The fair values of the RSUs granted during the year ended December 31, 2023 were determined based on the market value of the Company's shares at the respective grant dates.

### 29. Contingencies

The Group did not have any material contingent liabilities as of December 31, 2023 (2022: none).

### 30. Capital commitments

Pursuant to the exercise of the Put Option by the existing shareholder of Tangshan Hongci, in December 2023, the Group entered into the Acquisition Agreement with the existing shareholder of Tangshan Hongci to acquire the remaining 51% equity interests in Tangshan Hongci for net cash consideration of approximately RMB619 million.

As of December 31, 2023, the acquisition has not been completed.

Save as disclosed above, the Group had no material capital commitment as of December 31, 2023 (2022: none).

## Notes to the Consolidated Financial Statements (Continued)

### 31. Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group monitors capital (including share capital and reserves) by regularly reviewing the capital structure. As a part of this review, the Company considers the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends to pay to shareholders, capital to return to shareholders, new shares to issue, shares of the Company to repurchase and debts to raise/repay. In the opinion of the directors of the Company, the Group's capital risk is low.

### 32. Financial instruments

#### 32.1 Financial instruments by categories

	Notes	As of December 31,	
		2023 RMB'000	2022 RMB'000
<b>Financial assets</b>			
FVTPL			
Financial assets at FVTPL	17	<b>10,500,709</b>	2,207,751
Amortized cost		<b>44,374,685</b>	48,675,850
<b>Financial liabilities</b>			
FVTPL			
Financial liabilities at FVTPL	26	—	108,927
Amortized cost		<b>13,429,274</b>	13,804,176

#### 32.2 Financial risk management

The Group's major financial instruments include financial assets at FVTPL, trade and note receivables, other receivables, wealth management products at amortized cost under other assets, term deposits, restricted cash, cash and cash equivalents, financial liabilities at FVTPL, trade payables and other payables and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## 32. Financial instruments (Continued)

### 32.2 Financial risk management (Continued)

#### (a) Market risk

##### ***Currency risk***

The functional currency of the Group's entities incorporated in Cayman Islands, BVI and Hong Kong is USD. The Group's PRC subsidiaries and consolidated affiliated entities determined their functional currency to be RMB. Foreign exchange risk arises when future commercial transactions or recognized financial assets and liabilities are denominated in a currency that is not the respective functional currency of the Group's entities. In addition, the Company has intra-group balances with several subsidiaries denominated in foreign currency which also expose the Group to foreign currency risk.

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

Exchange gains and losses from those foreign currency transactions denominated in a currency other than the functional currency are considered immaterial. The directors of the Company consider that any reasonable changes in foreign exchange rates of other currencies against the two major functional currencies would not result in a significant change in the Group's results. Accordingly, no sensitivity analysis is presented for foreign exchange risk.

##### ***Interest rate risk***

The Group is exposed to fair value interest rate risk primarily in relation to term deposits and wealth management products at amortized cost (see Note 21 and Note 18, respectively). The Group is also exposed to cash flow interest rate risk primarily in relation to cash and cash equivalents and restricted cash, as well as lease liabilities, (see Note 21 and Note 32.2(c), respectively). Total interest income from financial assets that are measured at amortized is disclosed in Note 7.

##### ***Sensitivity analysis***

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2022: 50 basis points) increase or decrease in floating-rate cash and cash equivalents and restricted cash are used represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended December 31, 2023 would increase/decrease by RMB41 million (2022: increase/decrease by RMB44 million). This is mainly attributable to the Group's exposure to the interest rates on its floating-rate cash and cash equivalents and restricted cash.

## 32. Financial instruments (Continued)

### 32.2 Financial risk management (Continued)

#### (a) Market risk (Continued)

##### *Other price risk*

The Group is exposed to price risk in respect of its equity investments in private companies and wealth management products at FVTPL. The above financial instruments are exposed to price risk because of changes in market prices, where changes are caused by factors specific to the individual financial instruments or their issuers, or factors affecting all similar financial instruments traded in the market.

The directors of the Company consider that any reasonable changes in significant unobservable inputs would not result in a significant change in the Group's results. Accordingly, no sensitivity analysis is presented for price risk

#### (b) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to cash and cash equivalents, restricted cash, term deposits, wealth management products at amortized cost under other assets, trade and note receivables and other receivables. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets. The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's cash and cash equivalents, restricted cash, term deposits and wealth management products at amortized cost under other assets are mainly deposited in state-owned or reputable financial institutions in Mainland China and reputable international financial institutions outside of Mainland China. There has been no recent history of default in relation to these financial institutions. The Group considers the instruments have low credit risk because they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term. The identified credit losses are insignificant during the reporting periods. The Group considers that there is no significant credit risk and does not generate any material losses due to the default of the other parties.

In order to minimize credit risk, the Group has tasked its credit management team to develop and maintain the credit risk grading for the Group's trade and note receivables and other receivables to categorize exposures according to their degree of risk of default. The credit management team uses publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. The Group only accepts notes issued or guaranteed by reputable PRC banks if trade receivables are settled by notes and therefore the management of the Group considers the credit risk arising from the endorsed notes is insignificant. In this regard, the management considers that the Group's credit risk is significantly reduced.

## Notes to the Consolidated Financial Statements (Continued)

### 32. Financial instruments (Continued)

#### 32.2 Financial risk management (Continued)

##### (b) Credit risk and impairment assessment (Continued)

The table below set forth how the Group defines the credit risk grading of its counterparties and its accounting policies for recognition of ECL:

Category	Group definition of category	Basis for recognition of ECL	
Performing	The counterparties have a low risk of default and a strong capacity to meet contractual cash flows	Trade receivables Lifetime ECL — not credit-impaired	Other receivables 12m ECL. — where the expected lifetime of an asset is less than 12 months, ECL are measured at its expected lifetime
Doubtful	There has been significant increase in credit risk since initial recognition through information developed internally or externally resources	Lifetime ECL — not credit-impaired	
In default	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit impaired	
Write-off	There is evidence indicating that debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	

The directors of the Company estimate the amount of lifetime ECL of trade receivables based on provision matrix through grouping of various debtors that have similar loss patterns, after considering aging, internal credit ratings of trade debtors, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. In addition, trade receivables that are credit-impaired are assessed for ECL individually.

**32. Financial instruments (Continued)****32.2 Financial risk management (Continued)****(b) Credit risk and impairment assessment (Continued)**

On that basis, the loss allowance as of December 31, 2023 and 2022 was determined as follows for trade receivables:

**As of December 31, 2023**

<b>Provision on collective basis</b>	<b>Within 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>Total</b>
Lifetime expected credit loss rate	<b>3.40%</b>	<b>18.14%</b>	<b>53.03%</b>	
Gross carrying amount (RMB'000)	<b>273,756</b>	<b>36,867</b>	<b>37,502</b>	<b>348,125</b>
Loss allowance (RMB'000)	<b>(9,295)</b>	<b>(6,689)</b>	<b>(19,888)</b>	<b>(35,872)</b>

**As of December 31, 2022**

<b>Provision on collective basis</b>	<b>Within 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>Total</b>
Lifetime expected credit loss rate	1.60%	7.24%	33.42%	
Gross carrying amount (RMB'000)	461,268	156,806	47,014	665,088
Loss allowance (RMB'000)	(7,379)	(11,347)	(15,710)	(34,436)

The following table shows the movement in lifetime ECL that has been recognized for trade receivables under the simplified approach.

	<b>Lifetime ECL (not credit- impaired) RMB'000</b>	<b>Lifetime ECL (credit- impaired) RMB'000</b>	<b>Total RMB'000</b>
<b>As of January 1, 2022</b>	33,833	10,888	44,721
Impairment losses recognized, net of reversal	603	97,599	98,202
<b>As of December 31, 2022</b>	34,436	108,487	142,923
Impairment losses recognized, net of reversal	<b>1,436</b>	<b>68,423</b>	<b>69,859</b>
<b>As of December 31, 2023</b>	<b>35,872</b>	<b>176,910</b>	<b>212,782</b>

## Notes to the Consolidated Financial Statements (Continued)

### 32. Financial instruments (Continued)

#### 32.2 Financial risk management (Continued)

##### (b) Credit risk and impairment assessment (Continued)

The management is of the opinion that there is no default occurred for trade receivables past due 90 days or more other than those identified as credit-impaired and the balances are still considered fully recoverable due to long-term/on-going relationship and good repayment record from these customers.

No allowance has been provided for note receivables since the balances are all with the banks which have low credit risks during the year ended December 31, 2023.

No concentration of credit risk noted on the trade and note receivables of the Group for both years.

For other receivables, the Group makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records, qualitative information that is reasonable, including but not limited to credit background of the debtors, and forward-looking information. The Group believes that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended December 31, 2023, the Group assessed the ECL for other receivables were insignificant and thus no loss allowance was recognized.

##### (c) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details remaining contractual maturity of the Group's financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities on the earliest date which the Group can be required to pay. The maturity dates are based on the agreed repayment dates.

## Notes to the Consolidated Financial Statements (Continued)

### 32. Financial instruments (Continued)

#### 32.2 Financial risk management (Continued)

##### (c) Liquidity risk (Continued)

The table includes both interest and principal cash flows.

	The Group						
	Weighted average interest rate %	Carrying amount RMB'000	On demand or less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
<b>As of December 31, 2023</b>							
Trade payables		9,660,450	9,660,450	—	—	—	9,660,450
Lease liabilities	4.55	214,754	97,123	54,705	51,030	33,729	236,587
Financial liabilities included in accrued expenses and other payables		3,768,824	3,768,824	—	—	—	3,768,824
		<b>13,644,028</b>	<b>13,526,397</b>	<b>54,705</b>	<b>51,030</b>	<b>33,729</b>	<b>13,665,861</b>
<b>As of December 31, 2022</b>							
Trade payables		10,526,029	10,526,029	—	—	—	10,526,029
Lease liabilities	4.88	199,410	72,650	57,210	66,358	25,527	221,745
Financial liabilities included in accrued expenses and other payables		3,278,147	3,278,147	—	—	—	3,278,147
		14,003,586	13,876,826	57,210	66,358	25,527	14,025,921

Details of the description of financial liabilities at FVTPL is presented in Note 26.

## Notes to the Consolidated Financial Statements (Continued)

### 32. Financial instruments (Continued)

#### 32.3 Fair value measurement of financial instruments

**(a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

The tables below analyze the Group's financial assets and financial liabilities carried at fair value, by level of the inputs to valuation techniques used to measure fair value.

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>As of December 31, 2023</b>				
Assets:				
Financial assets at FVTPL	—	10,129,233	371,476	10,500,709
<b>As of December 31, 2022</b>				
Assets:				
Financial assets at FVTPL	—	1,690,916	516,835	2,207,751
Liabilities:				
Financial liabilities at FVTPL	—	—	108,927	108,927

The following table gives information about how the fair values of these financial assets (other than Call Option and Put Option) are determined (in particular, the valuation techniques and inputs used).

Financial assets	Fair value as of December 31,		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	2023 RMB'000	2022 RMB'000			
Wealth management products at FVTPL	10,129,233	1,690,916	Level 2	Cash flow discounted using the expected return based on observable market inputs	N/A
Equity investments measured as financial assets at FVTPL	371,476	416,437	Level 3	A combination of observable and unobservable inputs	Discount for lack of marketability; market multiples

**32. Financial instruments (Continued)****32.3 Fair value measurement of financial instruments (Continued)****(a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)**

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. During the year ended December 31, 2023, there were no transfers among different levels of fair value measurement (2022: none).

The directors of the Company consider that any reasonable changes in the key assumptions as disclosed above, in Note 17 and in Note 26, respectively, would not result in a significant change in the Group's results. Accordingly, no sensitivity analysis is presented.

**(b) Reconciliation of Level 3 fair value measurements**

	<b>Financial assets at FVTPL RMB'000</b>	<b>Financial Liabilities at FVTPL RMB'000</b>
<b>As of January 1, 2022</b>	666,663	98,743
Changes in fair value		
— Fair value changes of equity investments in private companies measured as financial assets at FVTPL	(102,250)	—
— Fair value changes of options	(47,578)	10,184
<b>As of December 31, 2022</b>	516,835	108,927
Purchased	<b>50,000</b>	—
Changes in fair value		
— Fair value changes of equity investments in private companies measured as financial assets at FVTPL	<b>(93,007)</b>	—
— Disposal of equity investments in private companies measured as financial assets at FVTPL	<b>(1,954)</b>	—
— Fair value changes and the expiration of options	<b>(100,398)</b>	<b>29,515</b>
Exercised	—	<b>(138,442)</b>
<b>As of December 31, 2023</b>	<b>371,476</b>	—

## Notes to the Consolidated Financial Statements (Continued)

### 32. Financial instruments (Continued)

#### 32.3 Fair value measurement of financial instruments (Continued)

##### (c) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The carrying amount of the Group's financial assets that are not measured at fair value on a recurring basis, including cash and cash equivalents, restricted cash, term deposits, trade and note receivables, other receivables and wealth management products at amortized cost under other assets, and the Group's financial liabilities that are not measured at fair value on a recurring basis, including trade payables, lease liabilities, accrued expenses and other payables, approximate their fair values.

### 33. Note to consolidated statement of cash flows

#### (a) Reconciliation of profit for the year to cash generated from operations

	Year ended December 31,	
	2023	2022
	RMB'000	RMB'000
Profit for the year	<b>2,142,880</b>	383,229
Adjustments for:		
Income tax expense	<b>550,468</b>	312,580
Finance costs	<b>9,485</b>	9,099
Finance income	<b>(1,949,032)</b>	(864,266)
Share of results of associates and joint ventures	<b>70,757</b>	96,759
Depreciation and amortization	<b>227,458</b>	140,676
Impairment losses under expected credit loss model, net of reversal	<b>69,859</b>	98,202
Provision for impairment of inventories and advance to suppliers	<b>77,417</b>	356,377
Share-based payment expenses	<b>1,847,789</b>	2,104,278
(Gain)/loss on fair value changes of financial assets at FVTPL	<b>(93,514)</b>	106,170
Loss on fair value changes of financial liabilities at FVTPL	<b>29,515</b>	10,184
Foreign exchange loss/(gain), net	<b>15,877</b>	(60,917)
Operating cash flows before movements in working capital	<b>2,998,959</b>	2,692,371
Decrease/(increase) in inventories	<b>791,606</b>	(3,151,376)
Decrease/(increase) in trade and note receivables	<b>537,137</b>	(685,076)
Decrease/(increase) in prepayments, other receivables and other assets	<b>715,809</b>	(1,387,416)
(Decrease)/increase in trade payables	<b>(865,579)</b>	5,040,963
(Decrease)/increase in contract liabilities	<b>(969,349)</b>	979,541
Increase in accrued expenses and other payables	<b>4,757</b>	2,052,499
Cash generated from operations	<b>3,213,340</b>	5,541,506

There were no material non-cash investing and financing activities for the year ended December 31, 2023 except disclosed elsewhere in the consolidated financial statements (2022: none).

**33. Note to consolidated statement of cash flows (Continued)****(b) Reconciliation of liabilities arising from financing activities**

	<b>Lease liabilities RMB'000</b>
<b>At January 1, 2022</b>	201,269
Financing cash flows	(56,414)
New leases entered	45,705
Finance costs	8,850
<b>At December 31, 2022</b>	199,410
Financing cash flows	<b>(43,318)</b>
New leases entered	<b>49,177</b>
Finance costs	<b>9,485</b>
<b>At December 31, 2023</b>	<b>214,754</b>

**34. Related party transactions****(a) Names and relationships with related parties**

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the year ended December 31, 2023.

<b>Names of related parties</b>	<b>Relationships</b>
JD.com, Inc.	The ultimate parent company of the Company
JD Jiankang Limited	The immediate parent company of the Company
JD Group	Controlled by JD.com, Inc.
Tangshan Hongci and its subsidiaries	A joint venture of the Company
Jingdong Technology Holding Co., Ltd. and its subsidiaries ("JD Technology")	An associate of JD Group, and controlled by Mr. Richard Qiangdong Liu

## Notes to the Consolidated Financial Statements (Continued)

### 34. Related party transactions (Continued)

#### (b) Significant transactions with related parties

In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties. The Group's pricing policies of the transactions with related parties are determined on the basis of mutual negotiations between the relevant parties.

Details of significant transactions with related parties recorded with above terms and pricing policies during the year ended December 31, 2023 are separately shown as follows:

	Notes	Year ended December 31,	
		2023 RMB'000	2022 RMB'000
<b>Services and products provided to related parties:</b>			
Marketing services provided to JD Group		<b>1,667,860</b>	1,294,303
Other services provided to JD Group		<b>106,112</b>	65,377
Products provided to Tangshan Hongci and its subsidiaries		<b>80,419</b>	72,586
Services provided to JD Technology		<b>16,750</b>	3,554
<b>Services, products and other assets received from related parties:</b>			
Pet-care related net assets received from JD Group	1	—	2,338,391
Logistics and warehousing services received from JD Group	2	<b>3,419,596</b>	2,795,468
Technology and traffic support services received from JD Group	3	<b>2,056,136</b>	1,770,198
Marketing services received from JD Group	4	<b>959,703</b>	907,698
Payment services received from JD Group	5	<b>328,040</b>	246,224
Shared services received from JD Group	6	<b>441,193</b>	377,554
Share-based payments received from JD.com, Inc. to pay the Group's employees for the services provided	7	<b>69,984</b>	36,356
Loyalty program services received from JD Group	8	<b>43,966</b>	38,528
Services received from JD Technology	9	<b>183,966</b>	125,769
<b>Other</b>			
Interest income from Tangshan Hongci		<b>23,061</b>	23,061

#### Services and products provided to related parties

The Group provides marketing services to JD Group. The Group charges JD Group marketing service fees calculated in accordance with the underlying standard marketing service agreements.

### 34. Related party transactions (Continued)

#### (b) Significant transactions with related parties (Continued)

##### Services, products and other assets received from related parties

1. In June 2022, the Group entered into a sale and purchase agreement with JD Group to procure pet-care related operating rights, inventories and others. Details are set out in Note 15.
2. JD Group provides various logistics services to the Group in exchange for service fees, including but not limited to warehouse operation and storage services, domestic and international delivery services, customs registration and clearance services, standard and special packaging services and other value-added logistics services from time to time. The logistics service fees are determined after arm's length negotiations, and are charged based on a variety of factors including storage space taken and the weights and the delivery distances of the packages.
3. JD Group provides to the Group technology and traffic support services through its online platforms (e.g. www.jd.com). 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 charges commissions by applying a fixed rate on the fulfilled order volume of healthcare products and services generated through JD Group's online platforms.
4. JD Group provides marketing services to the Group. JD Group charges the Group marketing service fees calculated in accordance with the underlying standard marketing service agreements.
5. The Group, through JD Group, uses certain payment services through payment channels provided by third-party payment service providers to JD Group on a cost basis, as the related costs are first settled by JD Group and later settled in full (on a cost basis) by the Group. This allows the Group to utilize the payment services to enable efficient, safe and prompt real-time payment for its online transactions.
6. JD Group provides back-office administrative support services to the Group, including but not limited to cloud service, provision of servers, and maintenance and related customer services. The Group pays JD Group the actual costs incurred during the service process.
7. JD Group grants RSUs and share options to the Group's eligible employees under JD Group Share Incentive Plan.
8. Given that the Group's businesses are operated on JD Group's platforms, the customers of the Group participate in the customer loyalty programs of JD Group and use such loyalty points across the platforms of both JD Group and the Group for the purchase of products and services. The Group pays JD Group based on the number of loyalty points it granted and unit cost.
9. The Group uses certain payment services and other shared services provided by JD Technology in accordance with the underlying standard payment services agreement and shared services agreement.

## Notes to the Consolidated Financial Statements (Continued)

### 34. Related party transactions (Continued)

#### (c) Balances with the major related parties

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
Amounts due to JD Group	<b>1,680,041</b>	616,566
Amounts due from Tangshan Hongci and its subsidiaries	<b>334,900</b>	298,924
Amounts due from other major related party(s)	<b>55,082</b>	65,506

The amounts due to JD Group are trade in nature, unsecured and non-interest bearing.

The amounts due from Tangshan Hongci and its subsidiaries are mainly from an interest-bearing loan. Other than that, the amounts due from Tangshan Hongci and its subsidiaries are trade in nature, unsecured and non-interest bearing.

The amounts due from other major related party(s) included in prepayments, other receivables and other assets are trade in nature, unsecured and non-interest bearing.

#### (d) Key management personnel compensation

The remuneration of directors and other key management personnel is as follows:

	Year ended December 31,	
	2023	2022
	RMB'000	RMB'000
Salaries and bonuses	<b>4,079</b>	4,346
Pension costs — defined contribution plans	<b>141</b>	116
Welfare, medical and other benefits	<b>483</b>	436
Share-based payments	<b>417,100</b>	667,094
	<b>421,803</b>	671,992

## Notes to the Consolidated Financial Statements (Continued)

### 35. Particulars of principal subsidiaries and consolidated affiliated entities of the Company

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiaries <sup>2</sup>	Place of incorporation/ registration/ operations and kind of legal entity	Paid up issued/ registered capital	Proportion ownership interest attributable by the Company		Principal activities
			December 31, 2023	2022	
JD Health HK Limited	Hong Kong, China, limited liability company	HKD10,000	100%	100%	Worldwide online shopping
Beijing Jingdong Jiankang	Mainland China, limited liability company	RMB100,000,000	100%	100%	Online retail of healthcare products
Beijing Jingdong Hongjian Jiankang Co., Ltd.	Mainland China, limited liability company	RMB1,000,000	100%	100%	Procurement and online retail of healthcare products
Guangxi Jingdong Tuoxian E-commerce Co., Ltd.	Mainland China, limited liability company	RMB2,000,000	100%	100%	Technical and advertising services
Guangzhou Jingdong Hongjian Trade Co., Ltd.	Mainland China, limited liability company	RMB1,000,000	100%	100%	Procurement and online retail of healthcare products
Guangxi Jingdong Tuoxing E-commerce Co., Ltd.	Mainland China, limited liability company	RMB2,000,000	100%	100%	Technical and advertising services
Beijing Jingdong Tuoxian Technology Co., Ltd.	Mainland China, limited liability company	RMB1,000,000,000	100%	100%	Technical services

## Notes to the Consolidated Financial Statements (Continued)

### 35. Particulars of principal subsidiaries and consolidated affiliated entities of the Company (Continued)

Details of the principal consolidated affiliated entities of the Company at the end of the reporting period are set out below:

Name of consolidated affiliated entities <sup>1/2</sup>	Place of incorporation/ registration/ operations and kind of legal entity	Paid up issued/ registered capital	Proportion ownership interest attributable by the Company		Principal activities
			December 31, 2023	2022	
Suqian Jingdong Tianning	Mainland China, limited liability company	RMB1,000,000	100%	100%	Pharmacy sales and healthcare services
Jingdong Pharmacy (Qingdao) Chain Co., Ltd.	Mainland China, limited liability company	RMB10,000,000	100%	100%	Online retail of pharmaceutical products
Jingdong Pharmacy Taizhou Chain Co., Ltd.	Mainland China, limited liability company	RMB10,000,000	100%	100%	Online retail of pharmaceutical products
Yinchuan JD Online Hospital Co., Ltd.	Mainland China, limited liability company	RMB10,000,000	100%	100%	Online hospital services

- As described in Note 1, the Company does not have directly or indirectly legal ownership in equity of these affiliated entities or their subsidiaries. Nevertheless, under certain Contractual Arrangements entered into with the equity holders of these affiliated entities, the Company are considered to have control over these affiliated entities and regards these affiliated entities as its indirect subsidiaries.
- The English names of the subsidiaries and consolidated affiliated entities established in the PRC are translated from their registered Chinese names for identification only.

The above tables list the subsidiaries and consolidated affiliated entities of the Company that the directors of the Company believe to principally affect the results or assets of the Group. In the opinion of the directors of the Company, to give details of other subsidiaries would, result in particulars of excessive length.

The voting power of the subsidiaries and consolidated affiliated entities held by the Company are same with the ownership interest held by the Company.

None of the subsidiaries and consolidated affiliated entities had issued any debt securities during the year ended December 31, 2023 (the year ended December 31, 2022: none).

### 36. Events after the end of the reporting period

There were no material subsequent events during the period from December 31, 2023 to the approval date of these consolidated financial statements by the Board on March 20, 2024.

**37. Statement of financial position and reserve movement of the Company**

## Statement of financial position of the Company

	As of December 31,	
	2023	2022
	RMB'000	RMB'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Prepayments, other receivables and other assets	36,887,971	5,627,427
Investment in a subsidiary	4,272,847	2,910,135
Total non-current assets	41,160,818	8,537,562
<b>Current assets</b>		
Prepayments, other receivables and other assets	2,887,783	6,835,840
Term deposits	302,256	21,937,355
Cash and cash equivalents	2,332,489	6,592,968
Total current assets	5,522,528	35,366,163
<b>Total assets</b>	<b>46,683,346</b>	<b>43,903,725</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	11	11
Treasury shares	(92,573)	(34,297)
Reserves	66,374,522	63,921,362
Accumulated losses	(19,625,124)	(20,053,444)
<b>Total equity</b>	<b>46,656,836</b>	<b>43,833,632</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accrued expenses and other payables	1,471	2,734
Income tax payables	25,039	67,359
Total current liabilities	26,510	70,093
<b>Total liabilities</b>	<b>26,510</b>	<b>70,093</b>
<b>Total equity and liabilities</b>	<b>46,683,346</b>	<b>43,903,725</b>

Notes to the Consolidated Financial Statements (Continued)

**37. Statement of financial position and reserve movement of the Company (Continued)**

Reserve movement of the Company

	<b>Accumulated losses RMB'000</b>	<b>Reserves RMB'000</b>
<b>As of January 1, 2022</b>	(20,195,551)	59,324,679
Profit for the year	142,107	—
Exercise of share options and vesting of RSUs	—	(16,339)
Share-based payment expenses	—	2,068,156
Repurchase and cancellation of shares	—	(869,035)
Currency translation differences	—	3,413,901
<b>As of December 31, 2022</b>	(20,053,444)	63,921,362
Profit for the year	<b>428,320</b>	—
Exercise of share options and vesting of RSUs	—	<b>(10,828)</b>
Share-based payment expenses	—	<b>1,777,840</b>
Currency translation differences	—	<b>686,148</b>
<b>As of December 31, 2023</b>	<b>(19,625,124)</b>	<b>66,374,522</b>

# DEFINITIONS

<b>“2023 Agreements”</b>	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
<b>“ADSs”</b>	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
<b>“affiliate(s)”</b>	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
<b>“annual active user accounts”</b>	user accounts that made at least one purchase during the past trailing twelve months ended on the applicable date, including through JD Pharmacy, online marketplace and omnichannel initiative
<b>“Articles” or “Articles of Association”</b>	the articles of association of our Company conditionally adopted on November 23, 2020 with effect from December 8, 2020 and amended on June 21, 2023
<b>“associate(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Audit Committee”</b>	the audit committee of the Company
<b>“Auditor”</b>	Deloitte Touche Tohmatsu, the auditor of the Company
<b>“Awards”</b>	the grant of Award Shares to the Eligible Persons in accordance with the terms of the Post-IPO Share Award Scheme
<b>“Award Shares”</b>	the Shares granted under the Post-IPO Share Award Scheme
<b>“Board of Directors” or “Board”</b>	our Board of Directors
<b>“BVI”</b>	the British Virgin Islands
<b>“CG Code”</b>	the Corporate Governance Code set out in Appendix C1 (formerly Appendix 14) of the Listing Rules

## Definitions (Continued)

<b>“China”, or “the PRC”</b>	the People’s Republic of China and, except where the context requires and only for the purpose of this annual report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan. “Chinese” shall be construed accordingly
<b>“Class A ordinary share(s)”</b>	Class A ordinary shares in the share capital of JD.com with par value of US\$0.00002 each, conferring a holder of a Class A ordinary share to one vote per share on any resolution tabled at JD.com’s general meeting
<b>“Class B ordinary share(s)”</b>	Class B ordinary shares in the share capital of JD.com with par value of US\$0.00002 each, conferring weighted voting rights in JD.com such that a holder of a Class B ordinary share is entitled to 20 votes per share on any resolution tabled at JD.com’s general meeting
<b>“Company”, “our Company”, or “the Company”</b>	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
<b>“Companies Act”</b>	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“connected transaction(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Consolidated Affiliated Entities”</b>	the entities we control through the Contractual Arrangements, namely the Onshore Holdco and its respective subsidiaries
<b>“Contractual Arrangement(s)”</b>	the series of contractual arrangements entered into by and among WFOE, Onshore Holdco and the Registered Shareholders
<b>“Controlling Shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to JD Jiankang, JD.com, Mr. Richard Qiangdong Liu (劉強東), Max Smart Limited and Fortune Rising Holdings Limited
<b>“Director(s)”</b>	the director(s) of our Company

## Definitions (Continued)

<b>“Existing Agreements”</b>	collectively, (i) the Technology and Traffic Support Services Framework Agreement; (ii) the JD Sales Framework Agreement; (iii) the Logistics Services Framework Agreement; (iv) the Marketing Services Framework Agreement; (v) the Loyalty Program Framework Agreement; (vi) the Promotion Services Framework Agreement; (vii) the Payment Cooperation Framework Agreement; (viii) the Shared Services Framework Agreement; (ix) the JD Technology Shared Services Framework Agreement; and (x) the JD Healthcare Technology Services Framework Agreement
<b>“Global Offering”</b>	the Hong Kong Public Offering and the International Offering as defined in the Prospectus
<b>“Group”, “our Group”, “the Group”, “we”, “us”, or “our”</b>	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time
<b>“HK” or “Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Hong Kong dollars” or “HK dollars” or “HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“IFRS” or “IFRSs”</b>	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
<b>“JD.com”</b>	JD.com, Inc., one of our Controlling Shareholders, a company incorporated in the BVI 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 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”
<b>“JD Group”</b>	JD.com and its subsidiaries and consolidated affiliated entities, excluding our Group upon the Reorganization and including our Group prior to the Reorganization
<b>“JD Jiankang”</b>	JD Jiankang Limited, a company incorporated in the BVI on April 24, 2019, wholly-owned by JD.com and one of our Controlling Shareholders
<b>“JD Logistics”</b>	JD Logistics, Inc., JD.com’s logistics business that provides integrated supply chain solutions and logistics services to JD.com and third-party business partners across a wide range of industries, and the shares of which are listed on the Main Board (stock code: 2618)

## Definitions (Continued)

<b>“JD Share(s)”</b>	Class A ordinary shares and Class B ordinary shares in the share capital of JD.com
<b>“JD Technology”</b>	Jingdong Technology Holding Co., Ltd. (京东科技控股股份有限公司), formerly known as Jingdong Digits Technology Holding Co., Ltd. (京东数字科技控股股份有限公司), and, where the context requires, includes its consolidated subsidiaries from time to time
<b>“Jiangsu Jingdong Hongyuan”</b>	Jiangsu Jingdong Hongyuan Information Technology Co., Ltd. (江蘇京東弘元信息技術有限公司), a company incorporated under the laws of PRC on August 2, 2019, a wholly-owned subsidiary of the Onshore Holdco and one of our Consolidated Affiliated Entities
<b>“Jingdong Pharmacy Qingdao”</b>	Jingdong Pharmacy (Qingdao) Chain Co., Ltd. (京東大藥房(青島)連鎖有限公司), a company incorporated under the laws of PRC on January 22, 2010, an indirectly wholly-owned subsidiary of the Onshore Holdco and one of our Consolidated Affiliated Entities
<b>“Jingdong Pharmacy Taizhou”</b>	Jingdong Pharmacy Taizhou Chain Co., Ltd. (京東大藥房泰州連鎖有限公司), a company incorporated under the laws of PRC on October 23, 2017, a wholly-owned subsidiary of the Jingdong Pharmacy Qingdao and one of our Consolidated Affiliated Entities
<b>“Jingdong Shanyuan”</b>	Jingdong Shanyuan (Qingdao) E-commerce Co., Ltd. (京東善元(青島)電子商務有限公司), a company incorporated under the laws of PRC on August 28, 2013, the holding company of Jingdong Pharmacy Qingdao and one of our Consolidated Affiliated Entities
<b>“Listing”</b>	the listing of the Shares on the Main Board
<b>“Listing Date”</b>	December 8, 2020, the date on which the Shares were listed on the Stock Exchange
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
<b>“Main Board”</b>	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange

## Definitions (Continued)

<b>“Model Code”</b>	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 (formerly Appendix 10) of the Listing Rules
<b>“Nomination Committee”</b>	the nomination committee of the Company
<b>“Onshore Holdco”</b>	Suqian Jingdong Tianning Jiankang Technology Co., Ltd. (宿遷京東天甯健康科技有限公司), a company established in the PRC on June 10, 2019 and our Consolidated Affiliated Entity
<b>“Post-IPO Share Award Scheme”</b>	the post-IPO share award scheme adopted by our Company on November 23, 2020
<b>“Post-IPO Share Option Scheme”</b>	the post-IPO share option scheme adopted by the Company on November 23, 2020
<b>“PRC Legal Adviser”</b>	Shihui Partners, our legal adviser on PRC law
<b>“Pre-IPO ESOP”</b>	the pre-IPO employee share incentive plan adopted by our Company on September 14, 2020
<b>“Previous Contractual Arrangements”</b>	the series of contractual arrangements entered into by, among others, WFOE, Onshore Holdco and its previous registered shareholders, details of which are described in the section headed “Contractual Arrangements” in the Prospectus
<b>“Prospectus”</b>	the prospectus of the Company dated November 26, 2020
<b>“Registered Shareholders”</b>	the registered shareholders of the Onshore Holdco, namely Mr. Qin Miao (繆欽), Ms. Yayun Li (李婭雲) and Ms. Pang Zhang (張霽)
<b>“Remuneration Committee”</b>	the remuneration committee of the Company
<b>“Reporting Period”</b>	year ended December 31, 2023
<b>“Reorganization”</b>	the corporate restructuring of the Group in preparation for the Listing, as described in the section headed “History, Reorganization and Corporate Structure — Corporate Reorganization” in the Prospectus
<b>“RMB” or “Renminbi”</b>	Renminbi, the lawful currency of PRC
<b>“SFO”</b>	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

## Definitions (Continued)

<b>“Share(s)”</b>	ordinary share(s) in the share capital of our Company with a par value of US\$0.0000005 each
<b>“Shareholder(s)”</b>	holder(s) of our Share(s)
<b>“State Council”</b>	the State Council of the PRC (中華人民共和國國務院)
<b>“Stock Exchange” or “Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“subsidiary” or “subsidiaries”</b>	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
<b>“substantial shareholder(s)”</b>	has the meaning ascribed to it in the Listing Rules
<b>“U.S. SEC”</b>	the Securities and Exchange Commission of the United States
<b>“United States”, “U.S.” or “US”</b>	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
<b>“US dollars”, “U.S. dollars”, “US\$” or “USD”</b>	United States dollars, the lawful currency of the United States
<b>“WFOE”</b>	Beijing Jingdong Jiankang Co., Ltd. (北京京東健康有限公司), a company established in the PRC on June 6, 2019 and a wholly-owned subsidiary of our Company
<b>“%”</b>	per cent

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