JD Health International Inc.

京东健康股份有限公司

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

Stock Code: 6618

2022

Annual Report

CONTENTS

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
Lei Xu (徐雷) *(Resigned on April 7, 2022)*
Lijun Xin (辛利軍) *(Resigned on April 7, 2022)*
Sandy Ran Xu (許冉) *(Resigned on April 7, 2022)*

Independent Non-Executive Directors

Xingyao Chen (陳興垚)
Ling Li (李玲)
Jiyu Zhang (張吉豫)
Ying Wu (吳鷹) *(Appointed on April 7, 2022)*

Audit Committee

Xingyao Chen (陳興垚) *(Chairperson)*
Jiyu Zhang (張吉豫)
Ling Li (李玲) *(Appointed on April 7, 2022)*
Sandy Ran Xu (許冉) *(Resigned on April 7, 2022)*

Remuneration Committee

Ling Li (李玲) *(Chairperson) (Re-designated as chairperson on April 7, 2022)*
Enlin Jin (金恩林) *(Appointed on April 7, 2022)*
Ying Wu (吳鷹) *(Appointed on April 7, 2022)*
Xingyao Chen (陳興垚) *(Resigned on April 7, 2022)*
Sandy Ran Xu (許冉) *(Resigned on April 7, 2022)*

Nomination Committee

Richard Qiangdong Liu (劉強東) *(Chairperson)*
Jiyu Zhang (張吉豫)
Ying Wu (吳鷹) *(Appointed on April 7, 2022)*
Ling Li (李玲) *(Resigned on April 7, 2022)*

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

Headquarters

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 code
6618

Company website
https://ir.jdhealth.com

FINANCIAL SUMMARY

Condensed consolidated statements of comprehensive income/(loss)

	Year ended December 31,				
	2022	2021	2020	2019	2018
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**46,736,150**	30,682,267	19,382,568	10,842,140	8,169,057
Gross profit	**9,891,508**	7,197,282	4,917,298	2,812,272	1,978,958
Profit/(loss) before income tax	**695,809**	(901,491)	(17,072,141)	(834,700)	306,232
Profit/(loss) for the year	**383,229**	(1,072,818)	(17,234,897)	(971,805)	214,927
Profit/(loss) for the year attributable to owners of the Company	**380,105**	(1,073,507)	(17,234,363)	(971,805)	214,927
Total comprehensive income/(loss) for the year	**3,682,866**	(1,929,813)	(16,303,672)	(946,694)	214,927
Total comprehensive income/(loss) for the year attributable to owners of the Company	**3,679,742**	(1,930,502)	(16,303,138)	(946,694)	214,927
Non-IFRS measures:					
Non-IFRS profit for the year	**2,616,292**	1,402,095	732,117	344,053	248,398

Condensed consolidated statements of financial position

	As of December 31,				
	2022	2021	2020	2019	2018
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
ASSETS					
Non-current assets	**4,830,137**	2,296,737	1,289,779	52,634	15,810
Current assets	**56,447,159**	45,705,480	42,704,769	8,624,043	1,166,337
Total assets	**61,277,296**	48,002,217	43,994,548	8,676,677	1,182,147
EQUITY					
Equity attributable to owners of the Company	**44,780,248**	39,853,393	39,250,843	(459,031)	749,221
Non-controlling interests	**4,314**	1,190	501	—	—
Total equity	**44,784,562**	39,854,583	39,251,344	(459,031)	749,221
LIABILITIES					
Non-current liabilities	**136,580**	142,602	61,410	7,590,832	2,411
Current liabilities	**16,356,154**	8,005,032	4,681,794	1,544,876	430,515
Total liabilities	**16,492,734**	8,147,634	4,743,204	9,135,708	432,926
Total equity and liabilities	**61,277,296**	48,002,217	43,994,548	8,676,677	1,182,147

CEO STATEMENT

To our Shareholders:

In 2022, the meeting of the 20th National Congress of the Communist Party of China ("**CPC**") was successfully held. The report delivered at the event stated that China will further its commitment to advancing the Healthy China Initiative, giving strategic priority to ensuring people's health and improving policies on promoting public health. 2022 was a crucial year for China's 14th Five-Year Plan and marked the beginning of a new journey toward the Second Centenary Goal. Over the past year, the fight against the pandemic and efforts to ensure adequate supplies underscored the importance of "Internet + Healthcare" amid growing public demand for online medical and healthcare services. In particular, people's awareness of health has surged to new heights, necessitating integrated online and offline healthcare services and facilitating its entry into more households. In the past year, the Details of Administration of Internet Diagnosis and Treatment (for Trail Implementation) (互聯網診療監管細則(試行)) and the Measures for the Supervision and Administration of Online Drug Sales (藥品網絡銷售監督管理辦法) were officially put in place. The implementation of the new regulations has ensured public demand is met for online access to medicine and healthcare services, and further promoted the high-quality development of the online healthcare industry.

As a leading healthcare enterprise, JD Health has proactively responded to the changes in relevant national policies and regulations. Guided by our new business philosophy of "trust-based value creation centered on customer's health", we have continued to optimize customer experience and open up our capabilities within the "Retail pharmacy + Healthcare services" ecosystem to meet people's pressing needs, as well as further promote the realization of inclusive medical care. In the process, we have maintained our focus on users' health needs and our long-term goal of achieving high quality growth of our business, altogether aimed at creating sustainable value for our Shareholders and society as a whole.

Accelerating online and offline integration to shape an innovative healthcare service system

In 2022, building on our efforts to make quality healthcare services accessible to the broader public, we collaborated with our partners to promote the digital and intelligent upgrade and transformation of the healthcare industry. In the process, we have established an innovative online and offline platform by constantly exploring new cooperation opportunities and improving our service capabilities.

Over the past year, we continued to improve our supply chain capabilities and digital marketing capabilities, bringing more quality products and services to our users while creating more value for our partners. In 2022, we forged new strategic cooperations and upgraded our existing cooperations with a number of pharmaceutical and healthcare brands. On the supply chain side, we helped pharmaceutical companies accelerate the launch of new and specialty drugs on our platform, provided consumer-to-manufacturer ("C2M") reverse customization services and integrated healthcare service solutions to healthcare product suppliers. In addition, we further expanded the scope of our cooperations with various brands and provided value-added services such as innovative digital marketing tools and omnichannel sales solutions. Working together, we aim to offer high quality pharmaceutical and healthcare products to our users, while exploring greater market and development opportunities with our partners.

In 2022, we continued to develop our innovative healthcare service platform to meet users' needs in a variety of scenarios. We have upgraded users' online medical service experience by launching "Instant Consultation with JD Doctors", "Nighttime Consultation" and "Expert Consulting". We have also introduced online pharmaceutical care and consultation services to further ensure medication safety. We have opened our first offline "JD Health Hearing Center", providing a one-stop experience through integrated online and offline services, including hearing aid selection, fitting and consultation services, etc.

In the past year, JD Health has accelerated the digital transformation of healthcare services through technological upgrades and offering open access to our customized and digitalized healthcare service solutions. We debuted our "Enterprise Health Strategy" and employee health service solutions to better serve our corporate customers. We also launched our "Digital and Smart Medical Services" (數智醫療) system and provided an integrated solution that covers various usage scenarios for hospitals and offline medical institutions, which promoted the integration of diverse medical scenarios across the entire medical journey.

Promoting innovative businesses and leading industry standardization

In 2022, JD Health actively promoted the development and upgrade of innovative businesses. We acquired the pet health-related assets of JD Group, which enabled us to form an online closed-loop business and provide users with both veterinarian services and healthcare products. We successfully launched the "*JD Pet Health*" (京東寵物健康) platform, a strategic brand upgrade of our pet health business, aiming to provide all-scenario, full-life span, one-stop pet healthcare services to our users. In terms of our retail pharmacy business, we continued to optimize the user experience by accelerating the deployment of our omnichannel initiative, which further enhanced users' recognition and loyalty to our "JD Pharmacy" brand.

During the past year, we joined forces with numerous experts, associations and partners to create certification programs and formulate a number of industrial standards, aimed at leading the high-quality development of industry standardization. In 2022, we became the first internet healthcare company to obtain the BSI ISO 27799 personal health information security management certification, demonstrating that our information security management system and private information management system adhere to international standards. In collaboration with the Chinese Academy of Inspection and Quarantine, Edible Bird's Nest Market Committee of China Agricultural Wholesale Markets Association and other industrial institutions, we formulated classification standards for wolfberries, edible bird's nests and cordyceps to promote the development of standards for the health supplements and tonics industry.

Staunch commitment to corporate social responsibility and serving people's pressing needs

As an innovative healthcare service provider, we actively fulfill our social responsibilities leveraging our healthcare supply chain capabilities and advanced technology. We played an effective role in fighting against the pandemic and providing medical assistance to target groups. We also continued to expand our coverage of health welfare programs and maximize the efficiency of public welfare resource utilization.

"Fighting the Pandemic and Ensuring Supplies" is a significant manifestation of the social and user value created by JD Health. By the end of 2022, we had gone all out to fight the pandemic and teamed up with the Ministry of Industry and Information and over 20 local governments to ensure the supply and price stability of medicines and anti-pandemic products. In response to drug shortages, we promptly launched the "Pandemic Mutual Assistance Platform" (抗疫互助平台) to quickly and accurately match people's medication needs, assisting nearly 1 million users during the pandemic. We also rapidly deployed anti-pandemic supplies and medical resources to nearly 160 villages in need, safeguarding people's physical and psychological health through a joint program with the National Rural Revitalization Administration and People's Daily. Partnered with more than 100 regional governments and local media, we jointly launched official online medical service platforms to serve local residents, which greatly alleviated pressure on offline medical institutions.

Looking into 2023, we are confident that the positive policy environment and users' demand will further drive the development of the online healthcare industry, which will create even greater value and ultimately benefit our broader society. As always, we are firmly grounded in our strategic positioning — 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. By adhering to our business philosophy, "trust-based value creation centered on customer's health", we are empowered to better serve our users, facilitate industry development, reward our Shareholders and give back to our society.

Enlin Jin
Chief Executive Officer
March 22, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

In 2022, the report to the 20th National Congress of the CPC noted that China will advance its commitments to the Healthy China Initiative, strategically prioritize people's health and improve policies on promoting public health. Looking back on the past year, regulators and relevant authorities issued a series of policies and regulations, which reaffirmed the value of digital healthcare services. At the same time, we are keenly aware that "Internet + Healthcare" is playing an increasingly instrumental role in deepening the reform of the medical and healthcare system and fighting the COVID-19 pandemic.

In terms of macro policies, the 14th Five-Year Plan for the Development of the Digital Economy (「十四五」數字經濟發展規劃) clarified the importance of "Internet + Healthcare" to the digital economy and prioritized it as a new business format to be fostered. The 14th Five-Year Plan for National Health (「十四五」國民健康規劃) called on more efforts to enhance the digitalization and interconnectivity of national health information and to promote the development of internet hospitals, online chronic disease management solutions and smart healthcare services, specifying the need for an integrated online and offline healthcare service model that covers the pre-, during and post-consultation processes. With respect to industry regulation, the Details of Administration of Internet Diagnosis and Treatment (for Trail Implementation) (互聯網診療監管細則(試行)) and the Measures for the Supervision and Administration of Online Drug Sales (藥品網絡銷售監督管理辦法) have been released to guide the standardized and high-quality development of internet healthcare industries. In particular, to address the new pandemic prevention and control situation in December 2022, the Joint Prevention and Control Mechanism of the State Council issued the Circular on the Provision of the Internet Healthcare Services for COVID-19 (關於做好新冠肺炎互聯網醫療服務的通知), which clearly stated that internet hospitals are allowed to issue online prescriptions to treat COVID-19 related symptoms. This proved, once again, the tremendous social value of digital healthcare services in safeguarding people's health and elevating the accessibility of healthcare services.

During the Reporting Period, our business maintained strong growth momentum and total revenue amounted to RMB46.7 billion, representing year-over-year growth of 52.3%. We further strengthened users' mindset by enriching our pharmaceutical and healthcare product offerings and optimizing healthcare service procedures and product experiences. As of December 31, 2022, our annual active user accounts reached 154.3 million, representing a net addition of 31.0 million from 2021. During the Reporting Period, we further enhanced our healthcare service efficiency by using innovative technologies and our average daily online consultation volume grew at a faster pace to exceed 300,000.

Retail pharmacy

We continued to enhance our retail pharmacy business by combining direct sales, online marketplace and omnichannel initiatives, and further enrich our pharmaceutical and healthcare product offerings including prescription drugs, OTC drugs and medical devices, as well as health supplements and tonics. At the same time, we provided our users with a better online and offline one-stop experience and further gained users' trust with affordable pricing and enhanced supply chain operating efficiency.

Direct sales

Our direct sales business is a key component of JD Health's retail pharmacy. During the Reporting Period, we continued to expand our pharmaceutical and healthcare product selection, deepened our cooperation with pharmaceutical companies and healthcare product suppliers, and consistently strengthened our pharmaceutical and healthcare supply chain network for full usage scenarios. Meanwhile, we further enhanced our supply chain management efficiency by leveraging JD Group's digital and intelligent infrastructure. During the Reporting Period, our direct sales business maintained robust growth, with revenue amounting to RMB40.4 billion, representing a year-over-year of 54.2%. As of December 31, 2022, we had utilized JD Logistics' 22 drug warehouses and over 500 non-drug warehouses nationwide, and our capabilities in "directly operated cold chains" had reached more than 300 cities across China. During the Reporting Period, JD Pharmacy served a total of more than 100 million users and significantly improved the days of therapy (DOT) of chronic disease patients. During the Reporting Period, JD Health accelerated its efforts in executing its integrated online and offline business initiative. Our DTP ("**Direct to Patient**") pharmacies expanded to 26 provincial-level administrative regions, with over 400 specialty drugs offerings, providing a new choice for numerous innovative pharmaceutical companies to grow their omnichannel initiatives. In addition, we opened our first hearing center in Beijing, offering professional and convenient one-stop services for the testing, fitting and purchasing of hearing aids.

In 2022, we strengthened our strategic cooperation with world-leading pharmaceutical companies and healthcare product providers, becoming one of the most important online platforms in developing omnichannel distribution and digital marketing in China. During the Reporting Period, JD Health upgraded its cooperation with hundreds of brands such as Omron, Beijing Beilu Pharmaceutical and Sanofi China, continuing to innovate and expand the scope of cooperations in areas including integrated "Products + Services (實物+服務)" health management solutions and multi-channel marketing solutions, among others, all aimed at providing better products and services to our users. During the Reporting Period, we entered into a cooperation agreement with AstraZeneca to provide multi-channel supply chain solutions for Terbutaline (Terbutaline Sulfate Tablets) and improve supply chain efficiency and drug accessibility. We also launched an online screening program for rare disease patients in cooperation with Takeda (China) during the Reporting Period and partnered with Shanghai Sine Pharmaceutical Laboratories and Beijing No. 1 Biochemical Pharmaceutical on the academic marketing project. In addition, we reached new milestones in our joint innovative payment (ePAP) program with Shenzhen Salubris Pharmaceuticals.

We are committed to making new and specialty drugs more accessible, and further improving our industry-leading online retail network while ensuring medication safety. During the Reporting Period, multiple global pharmaceutical companies debuted their new and specialty drugs on JD Pharmacy to offer more patients in China the world's most cutting-edge treatments. These included the glucokinase activator (GKA) HuaTangNing (華堂寧®) (Dorzagliatin Tablets) independently developed by Hua Medicine; VITRAKVI® (Larotretinib Capsules), a broad-spectrum drug for precision targeted therapy developed by Bayer AG; and, Fukewei (福可維®) (Anlotinib Hydrochloride Capsules), a new class I drug of Chia Tai Tianqing Pharmaceutical (CTTQ). As of December 31, 2022, we had launched 15 care centers on our platform covering more than 41 disease categories including diabetes, hepatitis, nutrition-related diseases and other diseases, providing patient management and follow-up services, which has significantly improved the patient compliance among our user group. At the same time, by launching the "Pharmacy Clinic" on our platform in cooperation with clinical pharmacists and experts, we offered our users drug use consultation and review services to ensure medication safety.

In addition, during the Reporting Period, JD Health deepened its cooperation with various nutrition and healthcare brands, achieving higher supply chain efficiency through C2M customization solutions. In 2022, we jointly launched the "Precision Nutrition Pilot Program" with 19 brands, including Tongrentang Health, By-Health and H&H Group, to provide personalized nutrition advise and customized health plans with nutrition product recommendations for different user groups. During the Reporting Period, JD Health also collaborated with the Chinese Academy of Inspection and Quarantine, the Edible Bird's Nest Market Committee of the China Agricultural Wholesale Markets Association and other industry institutions of authority to formulate quality standards for wolfberries, edible bird's nests and cordyceps, promoting the high-quality development of the industry.

Online marketplace and omnichannel initiative

With an extensive user base and a sound operational system, we continued to attract more third-party merchants to our online marketplace. During the Reporting Period, we focused on refining operations for vertical categories based on our industry insights and continuous exploration of consumers' health needs, providing enhanced operations support systems and digital marketing strategies for merchants. During the 2022 Single's Day Grand Promotion, we provided our merchants with comprehensive solutions, which comprise marketing planning, user insights and traffic analysis, to help them achieve holistic growth in brand influence and the expansion of their user bases. As of December 31, 2022, there were more than 20,000 third-party merchants on our online marketplace platform.

During the Reporting Period, we focused on developing the "quick consultation + on-demand delivery" service model to further improve users' drug purchasing experience. Leveraging our expanded doctor and pharmacist teams, we were able to meet users' urgent medication needs by efficiently connecting offline pharmacies and online consultation services through our platform. During the Reporting Period, we also started to operate the pharmaceutical and healthcare product category under the "JD Daojia (京東到家)" platform, which further enhanced our intracity supply chain capabilities. We also upgraded our digital system and reinforced our commitment of "as quick as 28 minutes delivery" by cooperating with "Dada Now", which greatly supplement our on-demand delivery capacity. As of December 31, 2022, we had partnered with approximately 70,000 merchants to provide 24/7 services for users across China.

Healthcare services

Centered on user health, we continued to build an innovative, integrated online and offline medical and healthcare services system. We provide all-scenario, full-life span health management for users through a variety of medical and healthcare services, including online medical consultations and services, consumer healthcare services and health management services. We continued to invest in technology resources, upgrade and optimize service experience and processes, as well as improve our diagnosis and treatment capabilities, providing users with more convenient, user-friendly and accessible healthcare services. During the Reporting Period, we fully upgraded our online healthcare services with the introduction of a number of innovative consultation services, and further improved our family doctor service capabilities to provide users with continuous and comprehensive healthcare service offerings. Moreover, we strengthened our cooperation with brands and service providers to explore online and offline healthcare service innovations, offering users personalized and diversified healthcare services via in-store and door-to-door services models.

Integrated online and offline medical services

We constantly explored medical service model innovations and service quality improvements to provide users with convenient, efficient and reliable online healthcare services. During the Reporting Period, we continued to optimize our user-oriented service process and further expand our service offering by launching "Instant Consultation with JD Doctors", "Expert Consulting", "Nighttime Consultation", "Consulting Renowned Doctors" and other products and services. We also strengthened the service capabilities of JD Online Hospital (京東互聯網醫院) and expanded specialist services offerings, providing professional and precise online medical experience to our users. As of the end of 2022, we have established more than 150 secondary clinical departments, with the average daily online consultation volume exceeding 300,000.

In December 2022, following the optimization and adjustment of the COVID-19 pandemic prevention and control policy, JD Health immediately launched a fever clinic service to provide 24/7 medical services, including consultation, prescription, drug purchase and medication guidance. The highest daily consultation volume exceeded 1.14 million during peak infections. We also partnered with more than 100 regional governments to launch official online medical service platforms to serve local residents, which greatly alleviate pressure on offline medical institutions.

We continued to improve the efficiency of medical services leveraging our advanced technologies as well as established standards and guidance to help insure effective and safe delivery of quality medical services, leading the high-quality development of the online healthcare industry. During the Reporting Period, we developed a comprehensive post-diagnosis services solution for hospitals and doctors, providing them with digital and smart tools, which greatly improved their work efficiency. We also collaborated with many smart home monitoring equipment suppliers, allowing users to better track their post-diagnosis data and improve health care outcome. We built a technology-driven quality control and risk management system that conforms to the characteristics of online healthcare services with the aim of providing users with safe and secure healthcare services. During the Reporting Period, we also launched multiple online hospital management standards with the guidance of renowned medical experts, assuring online medical quality and safety while providing clearer online practice guidelines for doctors and medical practitioners.

JD family doctor service as one of our managed care products, has expanded its services in scenarios including online consultation, offline hospital visits and health management. During the Reporting Period, we continued to upgrade our service capabilities by expanding the doctors team and external service providers, providing users with personalized medical services options. Our consumer healthcare business provides diversified healthcare services to users through in-store and door-to-door services model. During the Reporting Period, leveraging on our service capabilities of integrating consumer healthcare services and medical services, we continued to improve the user experience and expand service offerings by providing integrated online and offline services including medical examination appointments, online medical examination report interpretation, vaccine appointments and vaccination consultation, early screening for severe diseases and follow-up medical services. We equipped our offline merchants with precise marketing tools to reach their target users, and worked with partners and brands to launch a number of innovative services and differentiated products. Additionally, we jointly introduced customized COVID-19 rehabilitation examination packages with a number of health checkup partners. We worked with IDSO, an oral health brand, to create an all-in-one card that allow users to access a large network of dental services. We also joined hands with Fosun Health to provide a registration service for people intending to get the Comirnaty *(復必泰)* bivalent vaccine in Hong Kong. In addition, we launched early cancer screening insurance services in collaboration with insurance companies and partnered brands. As of December 31, 2022, we had over 1,300 healthcare service providers on our platform, with 40,000 stores covering over 500 cities and regions.

Our pet health business was rooted in online pet medical services and acquired JD Group's pet health-related assets in 2022, as such formed a closed-loop model integrating physical products and veterinarian services, providing a one-stop service experience for our users. We continued to enrich our pet health product offerings via *JD Pet Health*, which primarily features three categories, including pet medicine, pet nutrition and healthcare, as well as pet medical equipment. During the Reporting Period, *JD Pet Health* continued to explore market opportunities with our partners and reached strategic cooperation with Elanco Animal Health, Zoetis Animal Health, Zesty Paws and other brands. In terms of pet healthcare services, we continued to deepen our connection with offline service providers, aiming to form a standardized and digital medical process, while we further optimized our online pet healthcare service experience.

Smart healthcare solutions and digital health

In 2022, leveraging our integrated "Physical products + Services" supply chain capabilities, we continued to diversify our health service solutions offering and enabled a variety of corporate customers to engage. During the Reporting Period, we launched services including smart physical examination and corporate Employee Assistance Program, receiving recognition from an increasing number of corporate customers. The number of our corporate customers grew to more than 4,600 as of the end of 2022.

During the Reporting Period, we established the "Digital and Smart Healthcare" solution system based on the actual needs of offline medical institutions. Applying our "open technology platform", "big data application system", "operation support system" and "supply chain management system", hospitals were able to integrating information technology with medical services, and thus improve efficiency in treatment processes and optimized patients' medical experiences. As the end of 2022, we supported more than 20 hospitals to build internet hospitals in 9 provincial-level administrative regions. We also empowered a number of hospitals with the newly launched cloud imaging platform "*Jingying Cloud*" *(京影雲)*, which provides services including cloud film, remote film review and image consultation.

Public welfare and corporate social responsibility

JD Health has actively fulfilled its corporate social responsibilities and maximized its social value on multiple fronts such as the fight against the COVID-19 pandemic, rural revitalization and patient assistance. In response to the COVID outbreak in China, we joined hands with numerous pharmaceutical and medical device brands to ensure stability in supplies and prices of medicines and pandemic prevention products. We donated masks, antigens and medicines, as well as provided medical service assistance to the public in need. *JD Online Hospital* also launched the "anti-Covid clinic", which improved accessibility to health consultation services and alleviated pressure on offline medical institutions. In addition, we closely collaborated with the Ministry of Industry and Information Technology to ensure the provision of medicines and essentials that were experiencing shortages in remote areas.

During the Reporting Period, JD Health, joined by 40 partner brands, nearly 50,000 merchants for our charity donation program "Aixindongdong" and many caring netizens, donated money, supplies and services, which totaled over RMB10 million. With the support of our partners, we jointly launched the JD Health Rare Diseases Care Program (京東健康罕見病關愛計劃), JD Health Food For Special Medical Purpose (FSMP) Initiative (京東健康特醫食行動) and other public welfare programs.

Prospects

As an industry leading, innovative healthcare service enterprise, we will further enhance and open up our capabilities within the "Retail pharmacy + Healthcare Services" ecosystem and deepen our cooperation with partners along the industry value chain. Moreover, we will continue to strengthen our professional competencies within the realms of healthcare supply chain and healthcare services, and strive to provide more accessible, convenient and affordable healthcare products and services to the public.

For the retail pharmacy business, we will carry out our strategy to reduce costs and improve operational efficiency, further strengthen our integrated supply chain capability by creating synergy in direct sales, the online marketplace and with our omnichannel initiative. We are committed to providing a one-stop shopping experience to our users while exploring incremental growth opportunities in the digital healthcare market with our business partners. With respect to healthcare services, we will continue to develop an innovative, integrated online and offline healthcare service system. With a focus on our all-scenario services, including medical consultation services, consumer healthcare services and health management, we will further increase our technological investments, optimize the product experience and improve our services capabilities. Meanwhile, we will deliver more efficient and practical digital and smart solutions for doctors, hospitals, governments and businesses, among others, while promoting the implementation of integrated online and offline healthcare service innovation.

2023 marks the first year that the guiding principles from the 20th National Congress of CPC will be put into action, as well as a crucial year to build on the past success in implementing China's 14th Five-Year Plan and make further advancement. As always, we will adhere to the business philosophy of "trust-based value creation centered on customer's health". With one hand, we will focus on building an innovative, integrated online and offline healthcare service system, offering our users easily accessible, convenient, high-quality, yet affordable, pharmaceutical and healthcare products and services empowered by our digital and smart technologies. With the other hand, we will continuously open up our healthcare supply chain and our healthcare service capabilities and resources, focus on satisfying users' health needs and extensively collaborate with our partners from all corners of society. By doing so, we strive to achieve value creation for the industry and our society at the same time, ultimately accelerating the implementation of the "Healthy China 2030" vision.

Financial review

Revenue

Our revenue increased by 52.3% from RMB30.7 billion in 2021 to RMB46.7 billion in 2022. The increase in our total revenue was primarily due to an increase by 54.2% in products revenue from sales of pharmaceutical and healthcare products from RMB26.2 billion in 2021 to RMB40.4 billion in 2022. 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 41.4% from RMB4.5 billion in 2021 to RMB6.4 billion in 2022. 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 and platform usage 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 56.9% from RMB23.5 billion in 2021 to RMB36.8 billion in 2022. The increase was primarily due to an increase in the sales volume of our pharmaceutical and healthcare products through JD Pharmacy, 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 RMB7.2 billion in 2021, representing a gross profit margin of 23.5%, and a gross profit of RMB9.9 billion in 2022, representing a gross profit margin of 21.2%. The decrease in the gross profit margin was primarily due to a change in the product mix and sales promotions.

Fulfillment expenses

Our fulfillment expenses increased by 50.8% from RMB3.0 billion in 2021 to RMB4.5 billion in 2022. 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, (ii) an increase in expenses of payment service, and (iii) an increase in other fulfillment expenses, including customer service expenses, all of which were in line with the continued growth of our business. Fulfillment expenses as a percentage of revenue decreased from 9.8% in 2021 to 9.7% in 2022.

Selling and marketing expenses

Our selling and marketing expenses increased by 2.9% from RMB2.1 billion in 2021 to RMB2.2 billion in 2022. The increase was primarily due to (i) an increase in expenses of technology and traffic support services provided by JD Group, (ii) partially offset by a decrease in expenses of promotion and advertising, which was primarily due to an optimization in our promotion and advertising strategy. Selling and marketing expenses as a percentage of revenue decreased from 7.0% in 2021 to 4.7% in 2022.

Research and development expenses

Our research and development expenses increased by 19.5% from RMB892.9 million in 2021 to RMB1,067.2 million in 2022. The increase was primarily attributable to (i) an increase in employee benefit expenses for employees involved in research and development activities, and (ii) an increase in expenses of technology and traffic support services provided by JD Group. Research and development expenses as a percentage of revenue decreased from 2.9% in 2021 to 2.3% in 2022.

General and administrative expenses

Our general and administrative expenses decreased by 15.1% from RMB2,537.1 million in 2021 to RMB2,153.5 million in 2022, primarily attributable to a decrease of share-based payment expenses. General and administrative expenses as a percentage of revenue decreased from 8.3% in 2021 to 4.6% in 2022.

Finance income

Our finance income increased by 88.9% from RMB457.6 million in 2021 to RMB864.3 million in 2022, 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 82.4% from RMB171.3 million in 2021 to RMB312.6 million in 2022, primarily due to the increase of taxable income, partially offset by the impacts of deferred income tax.

Profit/(loss) for the year

As a result of the foregoing, we generated a profit of RMB0.4 billion in 2022 and a loss of RMB1.1 billion in 2021.

Non-IFRS Measures

To supplement our condensed consolidated financial statements, which are presented in accordance with International Financial Reporting Standards (the "**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/(loss) for the year, calculated and presented in accordance with IFRSs, to the non-IFRS profit for 2022 and 2021:

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Reconciliation of profit/(loss) to non-IFRS profit:		
Profit/(loss) for the year	**383,229**	(1,072,818)
Add:		
Share-based payment expenses	**2,104,278**	2,579,709
— *Fulfillment expenses*	**142,237**	134,225
— *Selling and marketing expenses*	**49,378**	37,941
— *Research and development expenses*	**105,569**	98,865
— *General and administrative expenses*	**1,807,094**	2,308,678
Fair value changes for financial assets and financial liabilities at fair value through profit or loss ("**FVTPL**") except for wealth management products[1]	**160,011**	(68,210)
Tax effects on non-IFRS adjustments	**(31,226)**	(36,586)
Non-IFRS profit for the year	**2,616,292**	1,402,095

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

Liquidity and capital resources

For the year ended December 31, 2022, 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 RMB17.3 billion and RMB18.7 billion as of December 31, 2021 and 2022, respectively.

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

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Net cash generated from operating activities	**5,905,149**	3,430,720
Net cash used in investing activities	**(4,235,541)**	(17,752,152)
Net cash used in financing activities	**(925,449)**	(163,653)
Net increase/(decrease) in cash and cash equivalents	**744,159**	(14,485,085)
Cash and cash equivalents at the beginning of the year	**17,252,295**	32,270,792
Effects of foreign exchange rate changes	**721,270**	(533,412)
Cash and cash equivalents at the end of the year	**18,717,724**	17,252,295

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 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 non-operating 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.

In 2021, our net cash generated from operating activities was RMB3.4 billion, which was primarily attributable to our loss of RMB1.1 billion, as adjusted by (i) non-cash and non-operating items, which primarily consisted of share-based payment expenses of RMB2.6 billion, and (ii) changes in working capital, which primarily resulted from an increase in trade payables of RMB2.6 billion and an increase in accrued expenses and other payables of RMB0.6 billion, partially offset by an increase in inventories of RMB1.3 billion.

Net cash used in investing activities

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.

In 2021, our net cash used in investing activities was RMB17.8 billion, which was primarily attributable to placement of term deposits of RMB42.7 billion, purchase of financial assets at FVTPL of RMB3.7 billion, partially offset by maturity of term deposits of RMB25.3 billion and maturity of financial assets at FVTPL of RMB3.8 billion.

Net cash used in financing activities

In 2022, net cash used in financing activities was RMB925.4 million, which was primarily attributable to payment on repurchase of shares of RMB869.0 million.

In 2021, our net cash used in financing activities was RMB163.7 million, which was primarily attributable to the payment to issuance costs payables of RMB70.1 million for the Listing and a purchases of RMB56.3 million for ordinary shares by a trustee of the Company's share awards scheme on market to satisfy share awards to be vested in subsequent periods.

Gearing ratio

As of December 31, 2022, we had no outstanding borrowings. Therefore, the gearing ratio is not presented herein.

Significant investments held

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, 2022) during the year ended December 31, 2022.

Material acquisitions and/or disposals of subsidiaries and affiliated companies

On June 29, 2022, the Company (as purchaser) entered into a sale and purchase agreement with JD.com, (as vendor) pursuant to which JD.com has conditionally agreed to sell or procure the sale of by its relevant affiliated companies, and the Company has conditionally agreed to purchase or procure the purchase of by its relevant affiliated companies, certain assets, at a consideration of not exceeding US$355.4 million. This transaction has been completed in 2022. Further details are disclosed in the announcement of the Company dated June 29, 2022.

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, 2022.

Future plans for material investments and capital assets

Save as disclosed above, as of December 31, 2022, we did not have other plans for material investments and capital assets.

Employee and remuneration policy

The following table sets forth the numbers of employees dedicated to our business and operations categorized by function as of December 31, 2022.

Function	Number of employees	% of Total
Procurement	1,760	64.3
Sales and Marketing	351	12.8
Research and Development	532	19.4
General and Administrative	96	3.5
	2,739	100.0

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, 2022 were RMB3.1 billion, as compared to RMB3.4 billion for the year ended December 31, 2021.

Foreign Exchange Risk

The functional currency of our entities incorporated in the Cayman Islands, British Virgin Islands and Hong Kong is the 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, 2022, exchange gains and losses from those foreign currency transactions denominated in a currency other than the functional currency were insignificant.

Contingent liabilities

As of December 31, 2022, we did not have any material contingent liabilities or guarantees.

Borrowings

As of December 31, 2022, we had no outstanding borrowings.

DIRECTORS AND SENIOR MANAGEMENT

Our Directors

The composition of the Board during the Reporting Period and up to the Latest Practicable Date are as follows:

Name	Age	Position(s)	Date of appointment as Director
Directors			
Enlin Jin (金恩林)	42	Executive Director and Chief Executive Officer	September 6, 2021
Richard Qiangdong Liu (劉強東)	50	Chairman and non-executive Director	September 14, 2020
Qingqing Yi	51	Non-executive Director	August 21, 2020
Lei Xu (徐雷) (1)	48	Non-executive Director	June 28, 2019
Lijun Xin (辛利軍) (2)	49	Non-executive Director	June 28, 2019
Sandy Ran Xu (許冉) (3)	46	Non-executive Director	August 21, 2020
Xingyao Chen (陳興垚)	48	Independent non-executive Director	November 26, 2020
Ling Li (李玲)	61	Independent non-executive Director	November 26, 2020
Jiyu Zhang (張吉豫)	41	Independent non-executive Director	March 29, 2021
Ying Wu (吳鷹) (4)	63	Independent non-executive Director	April 7, 2022

Notes:

(1) Lei Xu (徐雷) resigned as non-executive Director effective on April 7, 2022.

(2) Lijun Xin (辛利軍) resigned as non-executive Director effective on April 7, 2022.

(3) Sandy Ran Xu (許冉) resigned as non-executive Director effective on April 7, 2022.

(4) Ying Wu (吳鷹) was appointed as an independent non-executive Director effective on April 7, 2022.

Executive Director

Enlin Jin (金恩林), aged 42, is an executive Director and the chief executive officer ("**CEO**" or "**Chief Executive Officer**") of the Company. He was appointed as a member of the Remuneration Committee on April 7, 2022. 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.

Non-executive Directors

Richard Qiangdong Liu (劉強東), aged 50, 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 Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司) 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 51, 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 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 (陳興垚), aged 48, is an independent non-executive Director and the chairperson of the Audit Committee. He has resigned as a chairperson of the Remuneration Committee on April 7, 2022. 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.

Ling Li (李玲), aged 61, is an independent non-executive Director. She has resigned as a member of the Nomination Committee, re-designated from a member of the Remuneration Committee to the chairperson and was appointed as a member of the Audit Committee on April 7, 2022. 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, a member of National Health and Family Planning Commission on public policy, an evaluation expert in the Pilot Project of Urban Resident Basic Medical Insurance implemented by the State Council, an advisor to the Beijing Municipal Government, an advisor to the pharmaceutical and healthcare reform of Guangdong Province and the vice chairman of Gerontological Society of China.

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 41, 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.

Ying Wu (吳鷹), aged 63, was appointed as an independent non-executive Director and a member of the Nomination Committee and the Remuneration Committee on April 7, 2022. 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), an independent director of BEST. Inc, a company listed on the New York Stock Exchange (NYSE: BEST), and 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). Mr. Wu was 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 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
Dong Cao (曹冬)	46	Chief financial officer	April 2019

Dong Cao (曹冬), aged 46, is the chief financial officer of the Company and oversees the finance and investments of our Group. Mr. Cao held different positions within JD.com from January 2012 to April 2019. Mr. Cao served as the director of the auditing department of JD.com from January 2012 to November 2013 and subsequently was in charge of the accounting center of finance department of JD.com from November 2013 to August 2014. He was the responsible person of the reporting division of the operation analysis department of JD.com from August 2014 to April 2015. Between April 2015 and April 2019, Mr. Cao served as the head of the analysis function of the budget and analysis department and subsequently the head of the budget and analysis department within JD.com. Mr. Cao served as the financial controller at Beijing Ruiwodi International Education Technology Development Co., Ltd.

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); and (8) the joint company secretary of China Construction Bank Corporation, whose shares are listed on the Hong Kong Stock Exchange (HKEX: 939).

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**") (formerly known as The Hong Kong Institute of Chartered Secretaries) 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, 2022.

General information

The Company was incorporated in the Cayman Islands on November 30, 2018 as an exempted limited liability company under the Companies Act, Cap 22 (as revised) of the Cayman Islands 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 4 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, 2022 is set out in the sections headed "CEO's 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 pages 26 to 27 and pages 58 to 59 of this annual report. In addition, discussions on the key relationships with the stakeholders, compliance with relevant laws and regulations, environmental 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, 2022 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income/(loss) on page 94 and page 95 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, 2022 are set out in Note 20 to the consolidated financial statements.

Subsidiaries

Particulars of the Company's principal subsidiaries and Consolidated Affiliated Entities are set out in Note 30 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, 2022, the Group's five largest customers accounted for less than 30% of the Group's total revenue.

As of December 31, 2022, JD Group indirectly owned approximately 67.59% 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, 2022 were independent third parties. As of December 31, 2022, (i) Mr. Richard Qiangdong Liu (劉強東), a non-executive Director and chairman of the Board, held approximately 73.9% 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, 2022.

Suppliers

Our top suppliers are primarily pharmaceutical companies and healthcare product companies or their sales agents. For the year ended December 31, 2022, the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

As of December 31, 2022, JD Group indirectly owned approximately 67.59% 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, 2022 were independent third parties. As of the December 31, 2022, (i) Mr. Richard Qiangdong Liu (劉強東), a non-executive Director and chairman of the Board, held approximately 73.9% 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, 2022.

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 the Listing Date, 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 will be utilized for the purposes as set out in the Prospectus. There has been no change in the intended use of net proceeds and expected time of full utilization as previously disclosed in the Prospectus.

The following table sets forth a summary of the utilization of the net proceeds from the Global Offering as of December 31, 2022:

Purpose	Net proceeds (RMB million)	Unutilized amount as of January 1, 2022 (RMB million)	Amount utilized for the year ended December 31, 2022 (RMB million)	Unutilized amount as of December 31, 2022 (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	10,288	3,834	6,454
Research and development	7,716	7,716	—	7,716
Potential investments and acquisitions or strategic alliances	5,144	5,144	2,233	2,911
Working capital needs and general corporate purpose	2,573	1,517	869	648
Total	25,721	24,665	6,936	17,729

Dividends

The Board did not recommend the distribution of a final dividend for the year ended December 31, 2022.

Reserves

As of December 31, 2022, the Company had distributable reserves of RMB40.5 billion.

Details of movements in the reserves of the Company during the year ended December 31, 2022 are set out in Note 33 of the consolidated financial statements.

Borrowings

The Group did not have any outstanding bank loans and other borrowings as of December 31, 2022.

Debenture issued

The Group has not issued any debentures during the year ended December 31, 2022.

Equity-linked agreements

No equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2022.

Directors

The Directors who held office during the year ended December 31, 2022 and up to the Latest Practicable Date were:

Executive Director

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

Non-Executive Directors

Richard Qiangdong Liu (劉強東) *(Chairman)*
Qingqing Yi
Lei Xu (徐雷) *(Resigned on April 7, 2022)*
Lijun Xin (辛利軍) *(Resigned on April 7, 2022)*
Sandy Ran Xu (許冉) *(Resigned on April 7, 2022)*

Independent Non-Executive Directors

Xingyao Chen (陳興垚)
Ling Li (李玲)
Jiyu Zhang (張吉豫)
Ying Wu (吳鷹) *(Appointed on April 7, 2022)*

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, Enlin Jin (金恩林), Richard Qiangdong Liu (劉強東) and Jiyu Zhang (張吉豫) 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

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, 2022. 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 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 (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.

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.

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, 2022.

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, 2022.

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, 2022.

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 2.66% of our Group's revenue for the year ended December 31, 2022, 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, 2022 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, 2022, 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, 2022, 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[8]
Enlin Jin (金恩林)	Beneficial owner[1]	525,519[L]	0.02
Richard Qiangdong Liu (劉強東)	Interest in a controlled corporation[2]; Beneficial owner[3]	2,193,455,829[L]	68.98
Xingyao Chen (陳興垚)	Beneficial owner[4]	6,330[L]	0.00
Ling Li (李玲)	Beneficial owner[5]	6,330[L]	0.00
Jiyu Zhang (張吉豫)	Beneficial owner[6]	7,388[L]	0.00
Ying Wu (吳鷹)	Beneficial owner[7]	20,469[L]	0.00

Notes:

(1) Includes Mr. Enlin Jin (金恩林)'s entitlement to receive up to 239,795 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 165,001 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, 2022, Mr. Richard Qiangdong Liu (劉強東) is interested in approximately 73.9% 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 35,361,678 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 (陳興垚)'s entitlement to receive up to 2,697 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 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.

(6) Includes Dr. Jiyu Zhang (張吉豫)'s entitlement to receive up to 5,394 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 20,469 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 3,179,915,111 Shares in issue as of December 31, 2022.

(9) (L) denotes a long position in the Shares.

(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, 2022.

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*				
Directors and Executive Officers	**Class A ordinary shares**	**Class B ordinary shares**	**Total ordinary shares**	**% of beneficial ownership**	**% of average voting power#(4)**
Richard Qiangdong Liu (劉強東)	32,174,550(1)	368,007,423(1)	400,181,973(1)	12.7(1)	73.9(2)(3)

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.

(1) Represents (i) 11,487,275 American Depositary Shares (each representing two Class A ordinary shares), representing 22,974,550 Class A ordinary shares, held by Max Smart Limited, (ii) 9,200,000 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 March 31, 2022 and (iii) 368,007,423 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 18,367,300 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 18,367,300 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 18,367,300 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 3,143,016,923 ordinary shares outstanding as of December 31, 2022.

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, 2022.

Name of Director	**Associated corporation**	**Nature of interest**	**Number of shares**	**% of interest in underlying shares of associated corporation**
Enlin Jin (金恩林)	JD.com	Beneficial owner(1)	2,794(L)	0.00
Enlin Jin (金恩林)	JD Logistics	Beneficial owner	28,000(L)	0.00
Richard Qiangdong Liu (劉強東)	JD Logistics	Beneficial owner(2); Interest in a controlled corporation(3)	4,291,457,805(L)	65.05
Richard Qiangdong Liu (劉強東)	CNLP	Interest in controlled corporation(4)	3,474,283,058(L)	100.00
Ling Li (李玲)	JD.com	Interest of spouse(5)	52,258(L)	0.00
Ling Li (李玲)	JD Logistics	Interest of spouse(6)	49,000(L)	0.00

Notes:

(1) Includes Mr. Enlin Jin (金恩林)'s entitlement to receive up to 2,112 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 66,124,471 shares in JD Logistics pursuant to options under the share incentive plan of JD Logistics.

(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, 2022, Mr. Richard Qiangdong Liu (劉強東) is interested in approximately 73.9% 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 77.2% by JD.com as of December 31, 2022. As of December 31, 2022, Mr. Richard Qiangdong Liu (劉強東) is interested in approximately 73.9% of the voting rights in JD.com through shares capable of being exercised on resolutions in general meetings.

(5) Represents 52,258 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, 2022, 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, 2022, 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[2]
JD Jiankang[1]	Beneficial owner	2,149,253,732[L]	67.59
JD.com[1]	Interest in controlled corporation	2,149,253,732[L]	67.59

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 3,179,915,111 Shares in issue as of December 31, 2022.

(3) (L) denotes a long position in the Shares.

Save as disclosed herein, as of December 31, 2022, 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 8, Note 28 and Note 9, 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. From January 1, 2023, the Company will rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023). 4,114,279 new Shares, representing approximately 0.13% 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 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 Latest Practicable Date, outstanding options representing 48,971,650 underlying Shares, being approximately 1.54% 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 21 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.

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 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[1]	Exercise price (per Share)	Outstanding as of January 1, 2022	Exercised during the year	Cancelled/ forfeited during the year	Lapsed during the year	Outstanding as of December 31, 2022	Weighted average closing price of Shares immediately before the date of exercise during the year (HKD)
Directors										
Enlin Jin (金恩林)	Executive Director and Chief Executive Officer	October 1, 2020	0 to 5.5 years	US$0.0000005	333,047	93,252	—	—	239,795	50.02
Richard Qiangdong Liu (劉強東)	Non-executive Director and chairman of the Board	October 15, 2020	1 to 6 years	US$0.0000005	44,202,097	8,840,419	—	—	35,361,678	43.50
Five highest paid individuals during the Reporting Period in aggregate[2]		October 1, 2020	0 to 8.8 years	US$0.0000005	20,270,802	9,226,454	—	—	11,044,348	52.21
Other grantees in aggregate		October 1, 2020	0 to 6 years	US$0.0000005	8,549,901	1,934,293	1,424,484	—	5,191,124	53.01
Total					73,355,847	20,094,418	1,424,484	—	51,836,945	

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.

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, 2022, 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, representing 9.83% of the issued share capital of the Company.

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 7 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.

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, 2022, 259,385,037 Award Shares were available for grant under the Post-IPO Share Award Scheme. During the Reporting Period, 4,638,422 Award Shares were granted to eligible participants pursuant to the Post-IPO Share Award Scheme. As of December 31, 2022, 256,955,180 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, 2022, 302,458,211 new Shares were available for issue under the Scheme Mandate. During the Reporting Period, 8,000,000 new Shares were issued pursuant to the Post-IPO Share Award Scheme. As of December 31, 2022 and the Latest Practicable Date, 294,458,211 new Shares and 294,458,211 new Shares (representing approximately 9.26% of the issued share capital of the Company as of the Latest Practicable Date) 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.

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 7 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:

Name	Date of grant	Vesting period	Purchase price	Unvested Award Shares as of January 1, 2022	Granted during the year	Vested during the year	Cancelled/ forfeited during the year	Lapsed during the year	Unvested Award Shares as of December 31, 2022	Closing price of Shares immediately before the grant during the year (HKD)	Fair value of Award Shares at the date of grant during the year[1] (HKD)	Weighted average closing price of the Share immediately before the date of vesting during the year (HKD)
Employee Participants	January 1, 2021 to October 1, 2022	0 to 6 years	Nil	51,721,558	4,074,279	8,667,558	2,186,065	–	44,942,214	45.1 to 61.55	45.1 to 61.55	60.38
Related Entity Participants	April 1, 2021 to April 1, 2022	0.9 to 5.9 years	Nil	184,414	40,000	35,735	–	–	188,679	48.10	47.45	48.10
Total				51,905,972	4,114,279	8,703,293	2,186,065	–	45,130,893			

Note:

(1) The fair values of the Award Shares granted during the year ended December 31, 2022 were determined based on the market value of the Shares at the respective grant dates.

Details of the unvested 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, 2022	Granted during the year	Vested during the year	Cancelled/ forfeited during the year	Lapsed during the year	Unvested Award Shares as of December 31, 2022	Closing price of Shares immediately before the grant during the year (HKD)	Fair value of Award shares at the date of grant during the year[1] (HKD)	Weighted average closing price of the Share immediately before the date of vesting during the year (HKD)
Directors													
Enlin Jin (金恩林)	Executive Director and Chief Executive Officer	April 1, 2021	1 to 4 years	Nil	113,334	–	28,333	–	–	85,001	N/A	N/A	48.10
		July 1, 2022	0.8 to 3.8 years	Nil	–	80,000	–	–	–	80,000	61.55	61.55	N/A
Ling Li (李玲)	Independent non-executive Director	July 16, 2021	0.4 to 2.4 years	Nil	5,394	–	2,697	–	–	2,697	N/A	N/A	63.70
Xingyao Chen (陳興垚)	Independent non-executive Director	July 16, 2021	0.4 to 2.4 years	Nil	5,394	–	2,697	–	–	2,697	N/A	N/A	63.70
Jiyu Zhang (張吉豫)	Independent non-executive Director	July 16, 2021	0.7 to 2.7 years	Nil	8,091	–	2,697	–	–	5,394	N/A	N/A	41.95
Ying Wu (吳鷹)	Independent non-executive Director	July 1, 2022	0.8 to 2.8 years	Nil	–	20,469	–	–	–	20,469	61.55	61.55	N/A

Name	Role	Date of Grant	Vesting Period	Purchase price	Unvested Award Shares as of January 1, 2022	Granted during the year	Vested during the year	Cancelled/ forfeited during the year	Lapsed during the year	Unvested Award Shares as of December 31, 2022	Closing price of Shares immediately before the grant during the year (HKD)	Fair value of Award shares at the date of grant during the year[1] (HKD)	Weighted average closing price of the Share immediately before the date of vesting during the year (HKD)
Five highest paid individual during the Reporting Period in aggregate[2]		April 1, 2021 to October 1, 2022	0.3 to 5.5 years	Nil	70,000	40,674	17,500	—	—	93,174	45.10 to 48.10	45.10 to 47.45	48.10
Other grantees in aggregate		April 1, 2021 to October 1, 2022	0.8 to 5.8 years	Nil	609,595	383,000	145,000	22,500	—	825,095	45.10 to 61.55	45.10 to 61.55	48.10
Total					811,808	524,143	198,924	22,500	—	1,114,527			

Note:

(1) The fair values of the Award Shares granted during the year ended December 31, 2022 were determined based on the market value of the Shares at the respective grant dates.

(2) The five highest paid individuals during the Reporting Period in aggregate did not include the Directors disclosed above.

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 2022 (RMB'000)	Actual Transaction Amount in 2022 (RMB'000)
JD Health Promotional Campaign Services Framework Agreement		
Transaction amount to be paid to us by JD Group	160,000(1)	2,314
Technology and Traffic Support Services Framework Agreement		
Transaction amount to be paid by us to JD Group	N/A(1)	1,770,198
Loyalty Program Framework Agreement		
Transaction amount to be paid by us to JD Group	110,000(1)	38,528
JD Sales Framework Agreement		
Transaction amount to be paid to us by JD Group	3,050,000(1)	1,659,383
Logistics Services Framework Agreement		
Transaction amount to be paid by us to JD Group	4,300,000(1)	2,795,468
Marketing Services Framework Agreement		
Transaction amount to be paid to us by JD Group	1,440,000(1)	1,294,303
Transaction amount to be paid by us to JD Group	2,720,000(1)	907,698
Promotion Services Framework Agreement		
Transaction amount to be paid by us to JD Group	1,440,000(1)	247,461
Payment Cooperation Framework Agreement		
Transaction amount to be paid by us to JD Group	600,000(1)	322,476

Continuing Connected Transactions	Proposed Annual Cap in 2022 (RMB'000)	Actual Transaction Amount in 2022 (RMB'000)
Shared Services Framework Agreement		
Transaction amount to be paid by us to JD Group	1,200,000[1]	410,322
JD Healthcare Technology Services Framework Agreement		
Transaction amount to be paid to us by JD Technology	200,000[1]	—
JD Technology Shared Services Framework Agreement		
Transaction amount to be paid by us to JD Group	336,000[1]	43,250
Previous Contractual Arrangements	N/A	N/A
New Contractual Arrangements	N/A	N/A

Note:

(1) On October 21, 2022, the Company entered into the 2023 Agreements to renew the existing continuing connected transactions contemplated under the respective Previous Agreements and to set annual caps for each of the transactions contemplated thereunder for the three years ending December 31, 2025. Each of the (i) 2023 Technology and Traffic Support Services Framework Agreement (as defined below); (ii) 2023 JD Sales Framework Agreement (as defined below); (iii) 2023 Marketing Services Framework Agreement (as defined below); and (iv) 2023 Supply Chain Solutions and Logistics Services Framework Agreement (as defined below) and the respective transactions contemplated thereunder (including the annual caps for the three years ending December 31, 2025) were approved by the Shareholders at the extraordinary general meeting on December 23, 2022. For details, please refer to the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

1. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022.

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 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 JD Health Promotional Campaign Services Framework Agreement.

Further details of the JD Health Promotional Campaign Services Framework Agreement are set out in the announcement of the Company dated January 6, 2022.

2. 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 (e.g. www.jd.com). 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

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 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%.

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.

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 Technology and Traffic Support Services Framework Agreement in terms of monetary value. As the highest applicable percentage ratio of the transactions under the 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 Technology and Traffic Support Services Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

3. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022.

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 Loyalty Program Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

4. 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. 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.

Pursuant to the JD Sales Framework Agreement, the price of the healthcare related products supplied to JD Group shall be determined directly by us with the corporate customers and is generally determined by our Group's actual costs plus reasonable profits. The level of profits we receive from such corporate customers shall be consistent with our pricing policy for similar transactions we entered into with our direct customers of comparable profile. We shall annually review the prices charged and level of profits with reference to similar transactions we entered into with our direct customers of comparable profile. JD Group shall not charge our Group any service fees in the process.

The healthcare products 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 JD Sales Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

5. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

Under the Logistics Services Framework Agreement and 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 Logistics Services Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

6. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022 and the circular of the Company dated December 8, 2022.

Under the 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 Marketing Services Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

7. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022.

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 Promotion Services Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

8. 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022.

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 Payment Cooperation Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

9. 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.

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

Pursuant to the Shared Services Framework Agreement, JD Group shall not charge our Group additional service fees on the arrangement of shared services. Our Group shall pay JD Group the actual costs incurred during the service process including, among others, staff costs, office premises sharing, IT system maintenance, and third party service costs. We shall annually review the actual costs incurred by JD Group in providing relevant services with reference to prevailing market prices of such services to ensure they are fair and reasonable.

Further details of the Shared Services Framework Agreement are set out in the section headed "Connected Transactions" in the Prospectus.

10. JD Healthcare Technology Services Framework Agreement

Our Company entered into a healthcare technology 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 is 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. Further details of the new annual caps are set out in the announcement of the Company dated October 21, 2022.

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

Further details of the JD Healthcare Technology Services Framework Agreement are set out in the announcement of the Company dated June 22, 2021.

11. JD Technology Shared Services Framework Agreement

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 ("**JD Technology Shared Services**").

On October 21, 2022, our Company entered into the 2023 Shared Services Framework Agreement with JD.com to renew the Shared Services Framework Agreement and the JD Technology 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. Further details of the 2023 Shared Services Framework Agreement are set out in the announcement of the Company dated October 21, 2022.

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

Further details of the JD Technology Shared Services Framework Agreement are set out in the announcement of the Company dated June 22, 2021.

Confirmation from Independent Non-Executive Directors

Our independent non-executive Directors have reviewed the continuing connected transactions mentioned under sections (1) to (11) 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) and in the interests of the Shareholders as a whole.

During the year ended December 31, 2022, 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 28 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, 2022:

(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 28 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 58 which should be disclosed pursuant to the Listing Rules, no Related Party Transactions disclosed in Note 28 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.

12. 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 (李婭雲) 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 New Registered Shareholders entered into the New Contractual Arrangements with the Previous Contractual Arrangements being terminated simultaneously. Under the New Contractual Arrangements, the New Registered Shareholders are Mr. Qin Miao (繆欽) as to 45%, Ms. Yayun Li (李婭雲) as to 30% and Ms. Pang Zhang (張雱) as to 25%.

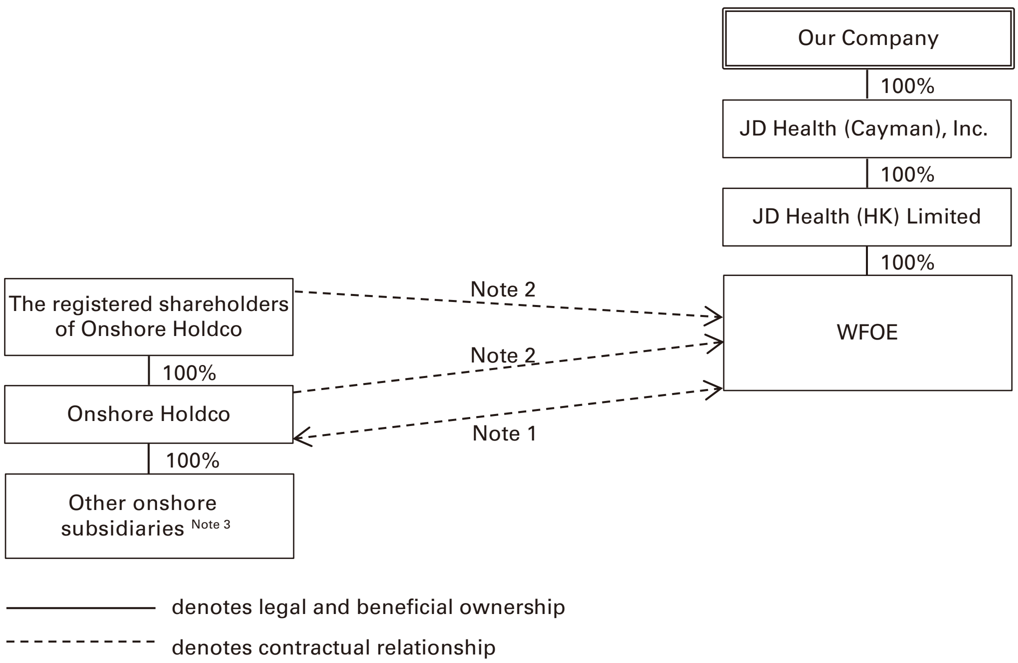
The New Contractual Arrangements, having their terms and conditions substantially the same as those of the Previous Contractual Arrangements, were cloned from the Previous Contractual Arrangements, except for changes to the dates of the relevant agreements and the parties to those agreements — where Mr. Richard Qiangdong Liu (劉強東) has been changed to Mr. Qin Miao (繆欽) as one of the New 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. Total revenue of our Consolidated Affiliated Entities was RMB10,410 million for the year ended December 31, 2022 (2021: RMB6,898 million), and that amount has been reflected in the Group's consolidated financial statements with intercompany balances and transactions between the Consolidated Affiliated Entities, the subsidiaries of the Consolidated Affiliated Entities and other entities within the Group eliminated.

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 New Contractual Arrangements are fundamental to the Group's legal structure and business operations, and (iii) the New Contractual Arrangements are 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 New Contractual Arrangements are fair and reasonable because the New Contractual Arrangements were reproduced from the Previous Contractual Arrangements.

The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Company stipulated under the New 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 the Previous 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 Previous Registered Shareholders 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 Previous Registered Shareholders 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 the Previous 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 Previous Registered Shareholders 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 Previous Registered Shareholders receive any distribution from the Onshore Holdco and/or its subsidiaries and subject to the PRC laws, the Previous Registered Shareholders 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 Previous Registered Shareholders 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.

Due to the reasons as stated above, Onshore Holdco and the New 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 Previous Registered Shareholders (the "**Loan Agreement**"), the WFOE made loans in an aggregate amount of RMB1 million to the Previous Registered Shareholders solely for the capitalization of the Onshore Holdco. Pursuant to the Loan Agreement, the Previous Registered Shareholders 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 Previous Registered Shareholders 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 Previous Registered Shareholders 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 Previous Registered Shareholders 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 Previous Registered Shareholders 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 New 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 Powe2 of Attorney

Pursuant to the shareholder's rights entrustment agreement entered into among the Previous Registered Shareholders, 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 Previous Registered Shareholders on the same day (the "**Power of Attorney**"), whereby the Previous Registered Shareholders 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 Previous Registered Shareholders. The Previous Registered Shareholders 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 Previous Registered Shareholders 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 New 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 New 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 Previous Registered Shareholders and the WFOE entered into a share pledge agreement on September 17, 2020 (the "**Share Pledge Agreement**"). Under the Share Pledge Agreement, the Previous Registered Shareholders 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 Previous Registered Shareholders are satisfied in full; (ii) the WFOE exercises its exclusive option to purchase the entire equity interests held by the Previous Registered Shareholders 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 Previous Registered Shareholders may transfer or permit the encumbrance of any of their equity interests in and the relevant assets of the Onshore Holdco (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 Previous Registered Shareholders 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 New 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 New 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. Save for the Equity Transfer as disclosed in the New Contractual Arrangements Announcement and in this annual report, during the Reporting Period, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted. During the Reporting Period, 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 Previous Registered Shareholders and the New Registered Shareholders were/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 Latest Practicable Date, 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 New 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 New 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 New 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 New Contractual Arrangements; (ii) the requirement of setting an annual cap for the transactions under the New Contractual Arrangements under Rule 14A.53 of the Listing Rules; and (iii) the requirement of limiting the term of the New 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, 2022 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, 2022, (iii) no new contracts were entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entities during the year ended December 31, 2022, 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, 2022:

(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 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, 2022, the Company repurchased and subsequently cancelled certain shares on the Hong Kong Stock Exchange. The repurchase was effected by the Board for the enhancement of Shareholder value in the long term. Details of the shares repurchased are as follows:

		Purchase consideration per share		
Month of repurchase	**No. of shares repurchased**	**Highest price paid (HK$)**	**Lowest price paid (HK$)**	**Aggregate consideration paid (HK$)**
April 2022	3,325,350	48.00	42.90	153,007,453
May 2022	12,453,300	48.00	38.05	540,792,193
June 2022	438,200	48.00	47.05	20,928,597
September 2022	2,651,200	47.55	43.80	121,685,674
October 2022	3,833,950	47.95	40.60	167,074,939
Total	**22,702,000**			**1,003,488,856**

Save as disclosed in this report, during the year ended December 31, 2022, 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 Latest Practicable Date, 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, 2022 and up to the Latest Practicable Date.

By the order of the Board
Richard Qiangdong Liu
Chairman
Hong Kong, March 22, 2023

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 December 8, 2020.

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 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 10 to the Listing Rules as the code of conduct regarding the 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 Latest Practicable Date are as follows:

Name of Director	Membership of Board Committee(s)
Executive Director:	
Enlin Jin (金恩林) *(Chief Executive Officer)*	Member of the Remuneration Committee
Non-executive Directors:	
Richard Qiangdong Liu (劉強東) *(Chairman)*	Chairperson of the Nomination Committee
Qingqing Yi	
Lei Xu (徐雷)[(1)]	
Lijun Xin (辛利軍)[(2)]	
Sandy Ran Xu (許冉)[(3)]	Member of the Audit Committee Member of the Remuneration Committee
Independent non-executive Directors:	
Xingyao Chen (陳興垚)[(4)]	Chairperson of the Audit Committee
Ling Li (李玲)[(5)]	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)[(6)]	Member of the Remuneration Committee Member of the Nomination Committee

Notes:

(1) Lei Xu (徐雷) resigned as non-executive Director effective on April 7, 2022.

(2) Lijun Xin (辛利軍) resigned as non-executive Director effective on April 7, 2022.

(3) Sandy Ran Xu (許冉) resigned as non-executive Director effective on April 7, 2022.

(4) Xingyao Chen (陳興垚) resigned as the chairperson of the Remuneration Committee effective on April 7, 2022.

(5) Ling Li (李玲) resigned as member of the Nomination Committee, re-designated from member to chairperson of the Remuneration Committee and was appointed as member of Audit Committee effective on April 7, 2022.

(6) Ying Wu (吳鷹) was appointed as an independent non-executive Director effective on April 7, 2022.

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. Their respective responsibilities are clearly defined and set out in writing.

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.

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

Paragraph 4(2) of Appendix 3 of the Listing Rules stipulates that all directors appointed to fill a casual vacancy shall hold office only until the first general meeting after appointment and subject to re-election by shareholders, and code provision B.2.2 states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

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 next general meeting of the Company 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 (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.

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:

Name of Director	Participated in continuous professional training[1]
Executive Director	
Enlin Jin (金恩林)	√
Non-executive Directors	
Richard Qiangdong Liu (劉強東)	√
Qingqing Yi	√
Lei Xu (徐雷)[2]	—
Lijun Xin (辛利軍)[3]	—
Sandy Ran Xu (許冉)[4]	—
Independent non-executive Directors	
Xingyao Chen (陳興垚)	√
Ling Li (李玲)	√
Jiyu Zhang (張吉豫)	√
Ying Wu (吳鷹)[5]	√

Notes:

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

(2) Lei Xu (徐雷) resigned as non-executive Director effective on April 7, 2022.

(3) Lijun Xin (辛利軍) resigned as non-executive Director effective on April 7, 2022.

(4) Sandy Ran Xu (許冉) resigned as non-executive Director effective on April 7, 2022.

(5) Ying Wu (吳鷹) was appointed as an independent non-executive Director effective on April 7, 2022.

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.

	Attendance/No. of Meeting(s)				
Name of Director	**Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**General Meeting**
Enlin Jin (金恩林)[(1)]	6/6	—	1/1	—	2/2
Richard Qiangdong Liu (劉強東)	4/6	—	—	1/1	0/2
Qingqing Yi	3/6	—	—	—	0/2
Lei Xu (徐雷)[(2)]	1/1	—	—	—	—
Lijun Xin (辛利軍)[(3)]	1/1	—	—	—	—
Sandy Ran Xu (許冉)[(4)]	1/1	1/1	1/1	—	—
Xingyao Chen (陳興垚)	6/6	4/4	1/1	—	1/2
Ling Li (李玲)[(5)]	6/6	3/3	2/2	1/1	2/2
Jiyu Zhang (張吉豫)	6/6	4/4	—	1/1	2/2
Ying Wu (吳鷹)[(6)]	4/4	—	1/1	—	2/2

Notes:

(1) Enlin Jin (金恩林) was appointed as a member of the Remuneration Committee effective on April 7, 2022.

(2) Lei Xu (徐雷) resigned as non-executive Director effective on April 7, 2022. Accordingly, he was not entitled to attend committee meetings and general meetings held during the Reporting Period after his resignation from April 7, 2022.

(3) Lijun Xin (辛利軍) resigned as non-executive Director effective on April 7, 2022. Accordingly, he was not entitled to attend committee meetings and general meetings held during the Reporting Period after his resignation from April 7, 2022.

(4) Sandy Ran Xu (許冉) resigned as non-executive Director effective on April 7, 2022. Accordingly, she was not entitled to attend general meetings held during the Reporting Period after her resignation from April 7, 2022.

(5) Ling Li (李玲) resigned as a member of the Nomination Committee, has been re-designated from a member to the chairperson of the Remuneration Committee and appointed as a member of the Audit Committee effective on April 7, 2022.

(6) Ying Wu (吳鷹) was appointed as an independent non-executive Director and a member of the Remuneration Committee and the Nomination Committee effective on April 7, 2022. No Nomination Committee meeting was held since Mr. Wu's appointment during the Reporting Period.

Two general meetings were 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 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.

As of the Latest Practicable Date, 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. Ling Li (李玲) was appointed to, and Sandy Ran Xu (許冉) resigned from on the Audit Committee on April 7, 2022.

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 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.

As of the Latest Practicable Date, 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. Enlin Jin (金恩林) and Ying Wu (吳鷹) were appointed to, and Sandy Ran Xu (許冉) and Xingyao Chen (陳興垚) resigned from, the Remuneration Committee on April 7, 2022. Ling Li (李玲) was re-designated from a member to the chairperson of the Remuneration Committee on April 7, 2022.

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 two meetings during the year ended December 31, 2022. 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

- 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.

Details of the fees and other emoluments paid or payable to the Directors for the year ended December 31, 2022 are set out in Note 8 to the audited consolidated financial statements contained in this annual report.

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, 2022 is set out below:

	Number of members of senior management
Nil to RMB50,000,000	2
Total	2

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 Latest Practicable Date, 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. Ying Wu (吳鷹) was appointed to, and Ling Li (李玲) resigned from, the Nomination Committee on April 7, 2022.

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 one 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;
- reviewed and considered the retirement and re-nomination of Directors for re-election at the forthcoming annual general meeting of the Company; and
- reviewed and made recommendation to the Board regarding the appointment of new Director.

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 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

- 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.

During the Reporting Period, the Board has reviewed and considered the implementation of the Board Independence Policy and 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% female to 42% 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 90 to 93 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

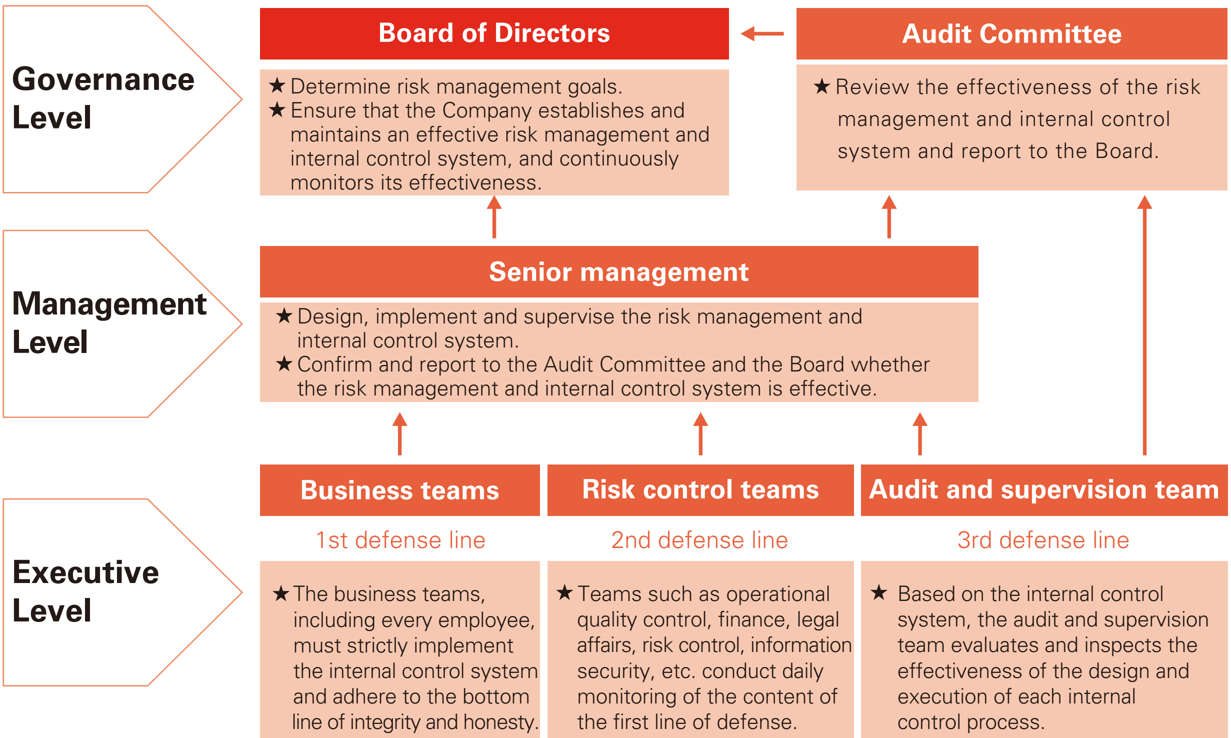
Risk management is one of the core competitive competencies of the Company's business. We are committed to achieving a consistent standard of strict and effective risk management and internal control to promote the efficiency of the organization's operations, reduce the risk of asset loss, and assure, 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 2022, and believes that for the year ended December 31, 2022, (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 and compliance 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 compliance, 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".

- 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

This year, 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 2023 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, medical and healthcare, drug sales, 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 self-employed doctors and external doctors is gradually increasing. Failure to improve our organizational management system and poor medical personnel management may lead to challenges in managing the quality of medical services 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 and compliance, 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 quality control for our doctor service business. 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 service 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;

(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 conducing 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, 2022. The audit and audit related services conducted by the Auditor comprise of audit and review services for the Group.

Service Category	Fees Paid/Payable RMB'000
Audit and audit related services	7,559
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 Dong Cao (曹冬), 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

There is no significant change in the Company's constitutional documents during the Reporting Period.

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 paid up capital of the Company which carry the right of voting 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 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 Law. 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.

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.

INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

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 94 to 174, which comprise the consolidated statement of financial position as at December 31, 2022, and the consolidated statement of profit or loss and the consolidated statement of comprehensive income/(loss), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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, 2022, 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
Financial instruments at fair value through profit or loss at level 3	
We identified the valuation of financial instruments classified as level 3 under the fair value hierarchy ("Level 3 financial instruments") as a key audit matter due to the degree of complexity involved in valuing the instruments and the significance of the judgments and estimates made by management. In particular, the determination of unobservable inputs is considerably more subjective given the lack of availability of market-based data. As disclosed in Note 26.4 to the consolidated financial statements, the carrying amount of financial assets and financial liability at FVTPL classified as Level 3 financial instruments amounted to RMB516.8 million and RMB108.9 million as at December 31, 2022, respectively. These include equity investments in private companies, a call option and a put option with carrying amounts at December 31, 2022 of RMB416.4 million, RMB100.4 million, and RMB108.9 million, respectively.	Our procedures in relation to the valuation of Level 3 financial instruments included: • Understanding the relevant controls of the management in relation to the fair value measurement with respect to the valuation of Level 3 financial instruments; • Evaluating the competence, capabilities and objectivity of the external valuer engaged by management and the internal valuation specialists of the Group; • On a sample basis, performing the following procedures, with the assistance of our internal valuation specialists, as appropriate: — Evaluating the appropriateness of the methodologies and valuation techniques used by management for Level 3 financial instruments; — Assessing the appropriateness and relevance of key assumptions and inputs based on our industry knowledge; and — Testing the mathematical accuracy of the valuation model by recalculating fair value estimates and comparing the results to the Group's valuations.

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.

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.

- 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 22, 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	Year ended December 31, 2022 RMB'000	2021 RMB'000
Revenue	5	**46,736,150**	30,682,267
Cost of revenue		**(36,844,642)**	(23,484,985)
Gross profit		**9,891,508**	7,197,282
Fulfillment expenses		**(4,521,959)**	(2,999,105)
Selling and marketing expenses		**(2,195,764)**	(2,133,841)
Research and development expenses		**(1,067,174)**	(892,913)
General and administrative expenses		**(2,153,529)**	(2,537,116)
Other income and gains, net		**82,521**	145,149
Finance income	6	**864,266**	457,569
Finance costs		**(9,099)**	(5,999)
Impairment losses under expected credit loss model, net of reversal		**(98,202)**	(38,352)
Share of results of associates and joint ventures		**(96,759)**	(94,165)
Profit/(loss) before income tax	7	**695,809**	(901,491)
Income tax expense	10	**(312,580)**	(171,327)
Profit/(loss) for the year		**383,229**	(1,072,818)
Profit/(loss) for the year attributable to:			
Owners of the Company		**380,105**	(1,073,507)
Non-controlling interests		**3,124**	689
		383,229	(1,072,818)
Earnings/(loss) per share		**RMB**	RMB
Basic	11	**0.12**	(0.35)
Diluted	11	**0.12**	(0.35)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME/(LOSS)

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Profit/(loss) for the year	**383,229**	(1,072,818)
Other comprehensive income/(loss)		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences arising on translation of foreign operations	**(90,364)**	22,034
Items that may not be reclassified subsequently to profit or loss:		
Exchange differences on translation from functional currency to presentation currency	**3,390,001**	(879,029)
Other comprehensive income/(loss) for the year	**3,299,637**	(856,995)
Total comprehensive income/(loss) for the year	**3,682,866**	(1,929,813)
Total comprehensive income/(loss) for the year attributable to:		
Owners of the Company	**3,679,742**	(1,930,502)
Non-controlling interests	**3,124**	689
	3,682,866	(1,929,813)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As of December 31, 2022 RMB'000	2021 RMB'000
ASSETS			
Non-current assets			
Property and equipment		**46,643**	42,480
Right-of-use assets	13	**205,268**	218,295
Intangible assets	12	**2,268,011**	25,391
Investments in associates		**3,179**	482
Investments in joint ventures	14	**415,295**	511,749
Financial assets at fair value through profit or loss	15	**1,204,690**	666,663
Deferred tax assets	10	**208,465**	95,857
Prepayments, other receivables and other assets	16	**478,586**	735,820
Total non-current assets		**4,830,137**	2,296,737
Current assets			
Inventories	17	**5,996,269**	3,041,245
Trade and note receivables	18	**954,958**	368,084
Prepayments, other receivables and other assets	16	**2,496,721**	280,720
Financial assets at fair value through profit or loss	15	**1,003,061**	1,100,682
Term deposits	19	**27,245,424**	23,637,103
Restricted cash	19	**33,002**	25,351
Cash and cash equivalents	19	**18,717,724**	17,252,295
Total current assets		**56,447,159**	45,705,480
Total assets		**61,277,296**	48,002,217
EQUITY AND LIABILITIES			
Equity			
Share capital	20	**11**	11
Treasury shares	20	**(34,297)**	(50,636)
Reserves		**64,196,597**	59,618,857
Accumulated losses		**(19,382,063)**	(19,714,839)
Equity attributable to owners of the Company		**44,780,248**	39,853,393
Non-controlling interests		**4,314**	1,190
Total equity		**44,784,562**	39,854,583

	Notes	As of December 31, 2022 RMB'000	2021 RMB'000
Liabilities			
Non-current liabilities			
Deferred tax liabilities	10	**7,819**	8,887
Lease liabilities	13	**128,761**	133,715
Total non-current liabilities		**136,580**	142,602
Current liabilities			
Trade payables	23	**10,526,029**	5,485,066
Income tax payables		**380,186**	118,808
Contract liabilities	5	**1,374,953**	395,412
Financial liabilities at fair value through profit or loss	24	**108,927**	98,743
Lease liabilities	13	**70,649**	67,554
Accrued expenses and other payables	25	**3,895,410**	1,839,449
Total current liabilities		**16,356,154**	8,005,032
Total liabilities		**16,492,734**	8,147,634
Total equity and liabilities		**61,277,296**	48,002,217

The consolidated financial statements on pages 94 to 174 were approved and authorized for issue by the Board of Directors on March 22, 2023 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								
		Share capital	Treasury shares	Share premium	Contribution reserve	Other reserve[1]	Accumulated losses	Sub-total	Non-controlling interests	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As of January 1, 2021		11	—*	55,632,709	768,023	1,466,860	(18,616,760)	39,250,843	501	39,251,344
(Loss)/profit for the year		—	—	—	—	—	(1,073,507)	(1,073,507)	689	(1,072,818)
Other comprehensive loss for the year		—	—	—	—	(856,995)	—	(856,995)	—	(856,995)
Total comprehensive (loss)/income for the year		—	—	—	—	(856,995)	(1,073,507)	(1,930,502)	689	(1,929,813)
Issuance of ordinary shares to Share Scheme Trust	20	—*	—*	—	—	—	—	—	—	—
Repurchase of shares	20	—	(56,301)	—	—	—	—	(56,301)	—	(56,301)
Exercise of share options and vesting of RSUs[2]	20	—	5,665	609,025	—	(614,690)	—	—	—	—
Share-based payment expenses, surplus of tax effect	21	—	—	—	—	2,589,353	—	2,589,353	—	2,589,353
Appropriations to statutory reserves		—	—	—	—	24,572	(24,572)	—	—	—
As of December 31, 2021		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 Trust	20	**–***	**–***	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Repurchase and cancellation of shares	20	**–***	**–**	**(869,035)**	**–**	**–**	**–**	**(869,035)**	**–**	**(869,035)**
Exercise of share options and vesting of RSUs[2]	20	**–**	**16,339**	**1,690,130**	**–**	**(1,706,469)**	**–**	**–**	**–**	**–**
Share-based payment expenses, surplus of tax effects	21	**–**	**–**	**–**	**–**	**2,116,148**	**–**	**2,116,148**	**–**	**2,116,148**
Appropriations to statutory reserves		**–**	**–**	**–**	**–**	**47,329**	**(47,329)**	**–**	**–**	**–**
As of December 31, 2022		**11**	**(34,297)**	**57,062,829**	**768,023**	**6,365,745**	**(19,382,063)**	**44,780,248**	**4,314**	**44,784,562**

* less than RMB1,000.

1. 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/(loss) 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.

2. RSU is defined in Note 2.16.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year ended December 31, 2022 RMB'000	2021 RMB'000
OPERATING ACTIVITIES			
Cash generated from operations	27(a)	**5,541,506**	3,258,780
Income tax paid		**(153,007)**	(249,982)
Interest received		**516,650**	421,922
Net cash generated from operating activities		**5,905,149**	3,430,720
Investing activities			
Placement of restricted cash		**(47,459)**	(53,707)
Withdrawal of restricted cash		**39,808**	66,956
Placement of term deposits		**(27,087,420)**	(42,650,370)
Maturity of term deposits		**26,353,910**	25,300,730
Purchase of financial assets at fair value through profit or loss		**(5,269,600)**	(3,675,000)
Maturity of financial assets at fair value through profit or loss		**4,749,884**	3,777,402
Purchase of financial assets at amortized cost		**(700,955)**	—
Payments for an investment in an associate		**(3,000)**	—
Purchases of property and equipment		**(40,160)**	(502,211)
Payments for right-of-use assets		**2,245**	(8,072)
Purchases of intangible assets		**(2,232,794)**	(7,880)
Net cash used in investing activities		**(4,235,541)**	(17,752,152)
FINANCING ACTIVITIES			
Interest paid		**(8,850)**	(4,912)
Principal portion of lease payments		**(47,564)**	(32,334)
Payments in relation to issuance of ordinary shares[1]		**—**	(70,106)
Payment on repurchase of shares	20	**(869,035)**	(56,301)
Net cash used in financing activities		**(925,449)**	(163,653)
Net increase/(decrease) in cash and cash equivalents		**744,159**	(14,485,085)
Cash and cash equivalents at the beginning of the year	19	**17,252,295**	32,270,792
Effects of foreign exchange rate changes		**721,270**	(533,412)
Cash and cash equivalents at the end of the year	19	**18,717,724**	17,252,295

1. Including payments for issuance costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 General information

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"). 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 Company, acts 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").

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 2.14.

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;

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 RMB2,688 million as of December 31, 2022 (2021: RMB1,932 million), and that balance has been reflected in the Group's consolidated financial statements with intercompany balances eliminated. Total revenue of the Group's consolidated affiliated entities was RMB10,410 million for the year ended December 31, 2022 (2021: RMB6,898 million), and that amount has been reflected in the Group's consolidated financial statements with intercompany transactions eliminated.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements

2.1 Application of new and amendments to International Financial Reporting Standards ("IFRSs")

(a) Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following 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, 2022 for the preparation of the consolidated financial statements:

Amendments	Content
Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to IFRSs	Annual Improvements to IFRS Standards 2018–2020

The application of the 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.1 Application of new and amendments to International Financial Reporting Standards ("IFRSs") (Continued)

(b) New and amendments to IFRSs in issue but not yet effective

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

Standards/Amendments	Content	Effective for annual periods beginning on or after
IFRS 17 (including the 2020 June and 2021 December Amendments to IFRS 17)	Insurance Contracts	January 1, 2023
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies	January 1, 2023
Amendments to IAS 8	Definition of Accounting Estimates	January 1, 2023
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	January 1, 2023
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback	January 1, 2024
Amendments to IAS 1	Classification of Liabilities as Current or Non-current	January 1, 2024
Amendments to IAS 1	Non-current Liabilities with Covenants	January 1, 2024
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

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

2.2 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with accounting policies which conform 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 Hong Kong Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.2 Basis of preparation of consolidated financial statements (Continued)

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.3 Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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.

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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.4 Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognizes the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

2.5 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.

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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.5 Investments in associates and joint ventures (Continued)

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 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.

2.6 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.

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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.6 Revenue from contracts with customers (Continued)

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.

(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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.6 Revenue from contracts with customers (Continued)

(b) Service Revenue (Continued)

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.

The Group also renders platform services through its platform to the platform merchants, such as order management, client management, and other merchants operational and maintenance supports. The platform usage fee collected from platform merchants shall be recognized as revenue over the service period as the platform merchants simultaneously receive the relevant services throughout the period.

2.7 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.

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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.7 Contract balances (Continued)

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.

2.8 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, 2022, the amount of expired loyalty points was not material (for the year ended December 31, 2021: not material). Details are set out in Note 28.

2.9 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.

2.10 Fulfillment expenses

Fulfillment expenses consist primarily of (i) expenses incurred in the Group's procurement 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.11 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.

2.12 Research and development expenses

Research expenditures are recognized as an 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, 2022 (2021: nil).

2.13 Leases

(a) Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

(b) 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.13 Leases (Continued)

(b) 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.13 Leases (Continued)

(b) 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

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.14 Foreign currency translation

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.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognized in profit or loss, any exchange component of that gain or loss is also recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognized in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of other reserve (attributed to non-controlling interests as appropriate).

2.15 Employee benefits

(a) Employee leave entitlement

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick and maternity leave are not recognized until the time of leave.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.15 Employee benefits (Continued)

(b) Pension obligations and other social welfare benefits

Full time employees of the Group in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to the employees. Chinese labor regulations require that the PRC subsidiaries, including consolidated affiliated entities of the Group make contributions to the government for these benefits based on certain percentages of the employees' salaries, up to a maximum amount specified by the local government. The Group has no legal obligation for the benefits beyond the contributions made. The Group's contributions to the defined contribution plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

(c) Bonus plan

The expected cost of bonuses is recognized as a liability when the Group has a present legal or constructive obligation for payment of bonuses as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonuses are expected to be settled within one year and are measured at the amounts expected to be paid when they are settled.

(d) Short-term employee benefits

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

2.16 Share-based payments

As detailed in Note 21, shared-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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.16 Share-based payments (Continued)

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 options and RSUs is recognized as an expense in the consolidated statement of profit or loss with a corresponding increase in equity.

(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).

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.16 Share-based payments (Continued)

(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.

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.

2.17 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.17 Taxation (Continued)

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities results in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.18 Property and equipment

Property and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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:

Category	**Estimated useful lives**
Electronic equipment	3–5 years
Office equipment	5 years
Vehicles	5 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

2.19 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses. 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:

Category	**Estimated useful lives**
Pet-care related intangible assets[1]	20 years
Domain names	10–15 years
Licenses	2 years
Software	3–5 years

1. Details are set out in Note 12.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.20 Impairment on property and equipment, right-of-use assets and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.21 Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

2.22 Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a weighted average method. Net realizable value represents the estimated selling price for inventories less all costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale. 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. 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.

2.23 Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade and note receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 Financial instruments (Continued)

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(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 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 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 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. 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;

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 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;

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 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.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

(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.

2 Summary of significant accounting policies and basis of preparation of consolidated financial statements (Continued)

2.23 Financial instruments (Continued)

(b) Financial liabilities and equity (Continued)

Financial liabilities at amortized cost

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

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

(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.

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.

3 Critical accounting estimates and judgements

In the application of the Group's accounting policies, which are described in Note 2, 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.

The following are the critical accounting estimates and judgements that the directors of the Company have 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.

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.

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.

Estimation of the fair value of the Level 3 financial instruments

The fair value of Level 3 financial instruments, in the absence of an active market, is estimated by using appropriate valuation techniques. Key assumptions and key inputs such as the timing of expiration and volatility were based on the Group's best estimates and subject to uncertainty and might materially differ from the actual results. Further details are included in Note15, Note 24 and Note 26.4.

4 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 non-current assets are all 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, 2022, there was no revenue derived from transactions with a single external customer which amounted to 10% or more of the Group's revenue (2021: nil).

5 Revenue

(a) Disaggregation of revenue from contracts with customers

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Type of goods or services		
Product revenue:		
Sales of pharmaceutical and healthcare products	**40,366,661**	26,177,177
Service revenue:		
Marketplace, advertising and other services	**6,369,489**	4,505,090
	46,736,150	30,682,267
Timing of revenue recognition		
A point in time	**46,163,917**	30,225,217
Overtime	**572,233**	457,050
	46,736,150	30,682,267

5 Revenue (Continued)

(b) Contract liabilities

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Contract liabilities	**1,374,953**	395,412

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, 2022 will be recognized as revenue within one year (December 31, 2021: 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,	
	2022	2021
	RMB'000	RMB'000
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	**385,502**	179,462

The above table shows the amount of the revenue recognized during the year ended December 31, 2022 relates to carried-forward contract liabilities. As of January 1, 2021, contract liabilities amounted to RMB179 million.

6 Finance income

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Interest income[1]	**864,266**	457,569

1. Primarily consists of the interest income from bank balances, term deposits and wealth management products at amortized cost under other assets.

7 Profit/(loss) before income tax

	Year ended December 31,	
	2022 **RMB'000**	2021 RMB'000
Cost of inventories sold	**36,340,928**	23,412,436
Employee benefit expenses	**3,117,187**	3,389,810
Expenses of logistics and warehousing services	**2,917,396**	1,804,480
Expenses of technology and traffic support services provided by JD Group	**1,770,198**	1,271,666
Expenses of promotion and advertising	**922,224**	1,289,829
Expenses of payment services	**415,755**	269,492
Depreciation of property and equipment, right-of-use assets and amortization of intangible assets	**140,676**	63,169
Auditor's remuneration	**7,559**	6,800
Provision/(reversals) for impairment of inventories and advance to suppliers	**356,377**	(22,695)

8 Directors' and the CEO's emoluments

Directors' and the CEO's emoluments for the year ended December 31, 2022, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

(a) The emoluments of directors and the CEO

	For the year ended December 31, 2022					
Name	**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]	1,291	367	6,131	58	198	8,045
Non-executive directors						
Richard Qiangdong Liu	—	—	592,080	—	—	592,080
Lijun Xin[2]	—	—	59,256	—	—	59,256
Lei Xu[3]	—	—	2,207	—	—	2,207
Sandy Ran Xu[3]	—	—	1,104	—	—	1,104
Qingqing Yi	—	—	—	—	—	—
Independent non-executive directors						
Xingyao Chen	250	—	252	—	—	502
Ling Li	250	—	252	—	—	502
Jiyu Zhang[5]	250	—	298	—	—	548
Ying Wu[8]	184	—	418	—	—	602
	2,225	367	661,998	58	198	664,846

8 Directors' and the CEO's emoluments (Continued)

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

	For the year ended December 31, 2021					
Name	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]	301	66	2,590	17	50	3,024
Lijun Xin[2]	1,078	241	57,524	42	187	59,072
Non-executive directors						
Richard Qiangdong Liu	—	—	950,557	—	—	950,557
Lijun Xin[2]	—	—	37,978	—	—	37,978
Lei Xu[3]	—	—	5,957	—	—	5,957
Sandy Ran Xu[3]	—	—	2,978	—	—	2,978
Pang Zhang[4]	—	—	1,507	—	—	1,507
Yayun Li[7]	—	—	—	—	—	—
Qingqing Yi	—	—	—	—	—	—
Independent non-executive directors						
Xingyao Chen	250	—	344	—	—	594
Ling Li	250	—	344	—	—	594
Jiyu Zhang[5]	190	—	247	—	—	437
Wenyi Huang[6]	60	—	—	—	—	60
	2,129	307	1,060,026	59	237	1,062,758

1. Appointed as executive director and CEO since September 2021.

2. Re-designated as non-executive director since September 2021 and resigned in April 2022.

8 Directors' and the CEO's emoluments (Continued)

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

3. Resigned as non-executive director in April 2022.

4. Appointed as non-executive director since March 2021 and resigned in September 2021.

5. Appointed as independent non-executive director since March 2021.

6. Resigned as independent non-executive director in March 2021.

7. Resigned as non-executive director in March 2021.

8. Appointed as independent non-executive director since April 2022.

The emoluments of the executive director and the CEO shown above were mainly for the management services rendered to the Company and the Group as directors or the CEO. The non-executive and independent non-executive directors' emoluments disclosed above were mainly 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, 2022 (2021: 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, 2022 (2021: none).

(e) Information about loans, quasi-loans and other dealings in favor of directors, their controlled bodies and connected entities

Save as disclosed in the Contractual Arrangements, 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, 2022 (2021: 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, 2022 (2021: none).

8 Directors' and the CEO's emoluments (Continued)

(g) Inducement to join the Group and compensation for loss of office

No emoluments 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, 2022 (2021: none).

(h) Waiver of emoluments

None of the directors and the CEO waived or agreed to waive any emoluments during the year ended December 31, 2022 (2021: none).

9 Five highest paid employees

The five highest paid employees include three directors (2021: three, among whom one director was appointed during the year ended December 31, 2021) whose emoluments is set out in Note 8 for the year ended December 31, 2022. 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, 2022 (2021: none). None of the five highest paid employees waived or agreed to waive any emoluments during the year ended December 31, 2022 (2021: none).

The emoluments payable to the remaining two employees, who are neither a director nor chief executive of the Company, during the year ended December 31, 2022 (2021: three), are as follows:

	Year ended December 31,	
	2022 RMB'000	2021 RMB'000
Salaries and other emoluments	**2,451**	3,524
Bonuses	**721**	805
Share-based payment expenses	**9,335**	22,566
Pension costs — defined contribution plans	**115**	157
Welfare, medical and other benefits	**391**	529
	13,013	27,581

9 Five highest paid employees (Continued)

The number of the highest paid employees whose emoluments fell within the following bands:

	Number of employees Year ended December 31,	
	2022	2021
Emolument bands (in Hong Kong dollars ("HKD"))		
HKD 6,500,001 to HKD 7,000,000	**1**	1
HKD 8,000,001 to HKD 8,500,000	**1**	—
HKD 11,000,001 to HKD 11,500,000	**—**	1
HKD 15,000,001 to HKD 15,500,000	**—**	1
	2	3

10 Income tax expense

	Year ended December 31,	
	2022 RMB'000	2021 RMB'000
Current tax		
PRC EIT	**414,386**	226,964
Deferred tax	**(101,806)**	(55,637)
	312,580	171,327

Income tax

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.

10 Income tax expense (Continued)

Income tax (Continued)

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.

PRC

Under the PRC Enterprise Income Tax Law (the "EIT Law"), the standard enterprise income tax rate for PRC operating entities 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.

Withholding tax on undistributed dividends

The EIT law also imposes a withholding income tax of 10% on dividends distributed by a foreign investment enterprise ("FIE") to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company's jurisdiction of incorporation has a tax treaty with 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 foreign investor owns directly at least 25% of the shares of the FIE). The Company has not declared or paid, or planned to declare, any dividend to its shareholders from the profits generated during the year ended December 31, 2022 (2021: nil). Therefore, the Company has not recorded any withholding tax on any profits generated by the PRC operation entities of the Group.

10 Income tax expense (Continued)

Income tax (Continued)

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

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Profit/(loss) before income tax	**695,809**	(901,491)
Tax calculated at PRC statutory income tax rate of 25%	**173,952**	(225,373)
Tax effects of:		
— Expenses not deductible for tax purpose	**122,556**	9,680
— Super deduction for research and development expenses and others	**(91,323)**	(56,081)
— Utilization of tax losses previously not recognized	**(16,014)**	(13,244)
— Different tax rates of subsidiaries and consolidated affiliated entities operating in other jurisdictions	**(28,494)**	(63,104)
— Tax effect of tax-exempt entities	**209,292**	259,717
— Preferential income tax rates applicable to subsidiaries and consolidated affiliated entities	**(227,067)**	(114,932)
— Share of results of joint ventures and associates	**24,190**	23,541
— Tax losses/deductible temporary differences not recognized	**145,488**	351,123
Total income tax expense	**312,580**	171,327

Deferred tax

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Deferred tax assets	**208,465**	95,857
Deferred tax liabilities	**7,819**	8,887

10 Income tax expense (Continued)

Deferred tax (Continued)

The following is the deferred tax assets recognized and movements thereon during the reporting periods:

	Provision/ (reversals) for impairment of inventories and advance to suppliers RMB'000	ECL provision RMB'000	Tax losses and others RMB'000	Total RMB'000
As of January 1, 2021	20,097	1,592	—	21,689
(Charge)/credit to profit or loss	(10,206)	9,588	65,142	64,524
Credit to equity	—	—	9,644	9,644
As of December 31, 2021	9,891	11,180	74,786	95,857
Credit/(charge) to profit or loss	**84,535**	**(167)**	**16,370**	**100,738**
Credit to equity	**—**	**—**	**11,870**	**11,870**
As of December 31, 2022	**94,426**	**11,013**	**103,026**	**208,465**

Deferred tax liabilities are recognized due to taxable temporary differences generated from fair value changes of non-current financial assets at FVTPL as set out in Note 15, for which all are charged to profit or loss.

As of December 31, 2022, the Group had deductible temporary differences of RMB1,605 million (2021: RMB1,500 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, 2022, the Group had unused tax losses of RMB132 million (2021: RMB99 million) from certain PRC entities available for offset against future profits. As of December 31, 2022, these unused tax losses will expire from 2023 to 2032 (2021: 2022 to 2031). No deferred tax asset has been recognized due to the unpredictability of future profit streams.

As of December 31, 2022, the Group had unused tax losses of RMB632 million (2021: RMB63 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.

11 Earnings/(loss) per share

	Year ended December 31,	
	2022	2021
Numerator		
Profit/(loss) for the year attributable to owners of the Company for the purpose of basic and diluted earnings/(loss) per share (RMB'000)	**380,105**	(1,073,507)
Denominator		
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share (thousand shares)	**3,106,937**	3,094,893
Add: effect of dilutive potential ordinary share: options and RSUs granted (thousand shares)	**37,439**	—
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share (thousand shares)	**3,144,376**	3,094,893
Basic earnings/(loss) per share attributable to owners of the Company (RMB per share)	**0.12**	(0.35)
Diluted earnings/(loss) per share attributable to owners of the Company (RMB per share)	**0.12**	(0.35)

For the year ended December 31, 2021, the potential dilutive ordinary shares were excluded in the calculation of the diluted loss per share as their effect would result in a decrease in loss per share, which is anti-dilutive. For the year ended December 31, 2022, the share options and RSUs granted by the Company have potential dilutive effect on the earnings per share.

12 Intangible assets

The following is the intangible assets recognized and movements thereon for the year ended December 31, 2022 (for the year ended December 31, 2021: insignificant):

	Pet-care related intangible assets[1] RMB'000	Other intangible assets[2] RMB'000	Total RMB'000
Cost			
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**
Amortization			
As of January 1, 2022	**—**	**(21,074)**	**(21,074)**
Provided for the year	**(38,523)**	**(11,298)**	**(49,821)**
As of December 31, 2022	**(38,523)**	**(32,372)**	**(70,895)**
Exchange differences on translation from functional currency to presentation currency	**321**	**—**	**321**
Carrying amount at the end of the year	**2,253,918**	**14,093**	**2,268,011**

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. The consideration consists of RMB46 million for inventories and USD329.1 million for the operating rights and others. As of December 31, 2022, this transaction has been completed.

2. Mainly consist of domain names, licenses and software.

13 Leases

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.

(a) Right-of-use assets

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Carrying amount at the beginning of the year	**218,295**	97,355
Additions	**43,460**	151,697
Depreciation charge	**(56,487)**	(30,757)
Carrying amount at the end of the year	**205,268**	218,295

(b) Lease liabilities

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Carrying amount at the beginning of the year	**201,269**	89,978
New leases	**45,705**	143,625
Accretion of interest recognized	**8,850**	4,912
Payments	**(56,414)**	(37,246)
Carrying amount at the end of the year	**199,410**	201,269

13 Leases (Continued)

(b) Lease liabilities (Continued)

	As of December 31, 2022 RMB'000	2021 RMB'000
Analyzed as:		
Non-current	**128,761**	133,715
Current	**70,649**	67,554
	199,410	201,269
Present value of lease liabilities		
— within one year	**70,649**	67,554
— between 1 and 2 years	**53,167**	51,265
— between 2 and 5 years	**57,693**	82,408
— over 5 years	**17,901**	42
	199,410	201,269

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 26. 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 26 and Note 27, respectively.

14 Investments in joint ventures

	As of December 31, 2022 RMB'000	2021 RMB'000
Cost of investments in unlisted entities[1]	**682,745**	682,745
Share of post-acquisition loss and other comprehensive loss	**(267,450)**	(170,996)
	415,295	511,749

1. Including another insignificant joint venture other than Tangshan Hongci.

14 Investments in joint ventures (Continued)

The details of the primary investment in the joint venture as of December 31, 2022 are as follows:

Name of entity	Place of incorporation and principal place of operation	Principal activities	Percentage of equity interest	Percentage of voting rights
Tangshan Hongci Healthcare Management Co., Ltd.[1] ("Tangshan Hongci")	Mainland China	Healthcare enterprise management services	49%	49%

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.

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.

Associated with the investment into Tangshan Hongci, the Group is entitled to a 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. Further details are set out in Note 15. 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 to the existing shareholder of Tangshan Hongci, by 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 the joint venture achieved certain pre-determined operating targets. Upon initial recognition, the put option granted by the Group was classified as financial liability measured at FVTPL. Further details are set out in Note 24.

14 Investments in joint ventures (Continued)

Set out below is the summarized financial information of Tangshan Hongci.

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Summarized consolidated statement of financial position		
Non-current assets	**2,709,637**	2,780,420
Current assets	**584,811**	648,631
Non-current liabilities	**1,692,034**	1,787,676
Current liabilities	**857,724**	644,114
Equity attributable to owners of Tangshan Hongci	**371,887**	558,603
Non-controlling interest	**372,803**	438,658

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Summarized consolidated statement of profit or loss and comprehensive income/(loss)		
Revenue for the year	**1,078,360**	862,489
Loss and other comprehensive loss for the year	**(252,571)**	(241,641)

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Reconciliation to carrying amount		
Equity attributable to owners of Tangshan Hongci	**371,887**	558,603
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	**223,673**	227,262
Carrying amount	**405,898**	500,977

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.

15 Financial assets at FVTPL

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Non-current		
Wealth management products at FVTPL[2]	**687,855**	—
Equity investments in private companies	**416,437**	518,687
Call option[1]	**100,398**	147,976
	1,204,690	666,663
Current		
Wealth management products at FVTPL[2]	**1,003,061**	1,100,682
	2,207,751	1,767,345

1. Details are set out in Note 14.

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, 2022 range from 3.02% to 3.80% per annum (December 31, 2021: 2.80% to 2.95% 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 26.4.

The fair value of call option was estimated as of December 31, 2022 and 2021, using a Black-Scholes model, taking into account the terms and conditions of the options granted.

The following table lists the inputs to the model used:

	Year ended December 31,	
	2022	2021
Expected volatility	**51.00%**	48.63%
Risk-free interest rate	**2.16%**	2.41%

Volatility was estimated based on annualized standard deviation of daily stock price return of comparable companies for the period before valuation date and with similar span as time to expiration. The Group estimated the risk-free interest rate based on the yield of government bond with maturity matching the time to expiration as of the valuation date. In addition to the assumptions adopted above, projections of future performance were also factored into the determination of the fair value of the call option on valuation date.

16 Prepayments, other receivables and other assets

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Non-current		
Prepayment for property and equipment	**452,780**	450,000
Amounts due from related parties	**—**	257,588
Amounts due from employees[2]	**19,460**	22,528
Others	**6,346**	5,704
	478,586	735,820
Current		
Advance to suppliers	**702,041**	175,318
Wealth management products at amortized cost[1]	**705,757**	—
Receivables related to employees' exercise of share-based payments	**598,106**	2,584
Amounts due from related parties	**346,155**	37,599
Recoverable value-added tax	**68,684**	37,157
Prepaid expense	**15,792**	14,026
Amounts due from employees[2]	**8,529**	8,009
Estimated return of products sold	**11,268**	5,996
Others	**40,389**	31
	2,496,721	280,720
	2,975,307	1,016,540

1. Wealth management products at amortized costs purchased by the Group are issued by major and reputable commercial banks. The expected rates of return for such wealth management products at amortized cost held by the Group as of December 31, 2022 range from 4.46% to 5.00% per annum.

2. Mainly the first-home interest-free or low-interest loans provided by the Group to its employees.

17 Inventories

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Products	**6,256,683**	3,105,307
Less: impairment provision	**(260,414)**	(64,062)
	5,996,269	3,041,245

18 Trade and note receivables

	As of December 31, 2022 RMB'000	2021 RMB'000
Trade receivables from third parties	**773,575**	363,922
Trade receivables from a related party	**18,275**	15,099
Note receivables	**306,031**	33,784
Less: allowance for ECL	**(142,923)**	(44,721)
	954,958	368,084

As of January 1, 2021, trade receivables from contracts with customers amounted to RMB75 million.

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 updated and changes in the forward-looking estimates are analyzed.

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, 2022 RMB'000	2021 RMB'000
Within 3 months	**519,165**	297,709
3 to 6 months	**182,139**	37,647
6 to 12 months	**55,313**	17,678
Over 12 months	**16,958**	10,888
	773,575	363,922
Less: allowance for ECL	**(142,923)**	(44,721)
	630,652	319,201

The Group holds notes received for settlement of trade receivable. The Group continues to recognize full carrying amounts of note receivables at the end of each reporting period. All notes received by the Group are with a maturity period of less than one year.

18 Trade and note receivables (Continued)

As of December 31, 2022, included in the Group's trade receivables balance was debtors with aggregate carrying amount of RMB467 million (2021: RMB183 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 26.2.

19 Cash and bank balances

(a) Cash and cash equivalents

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Cash and bank balances denominated in:		
RMB	**6,438,904**	3,335,534
USD	**12,242,119**	13,905,912
HKD	**33,896**	9,268
Others	**2,805**	1,581
	18,717,724	17,252,295

(b) Restricted cash

Restricted cash represents deposits held in designated bank accounts for issuance of bank acceptance.

(c) Term deposits

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Current term deposits denominated in:		
USD	**24,742,961**	23,637,103
RMB	**2,502,463**	—
	27,245,424	23,637,103

Current term deposits are bank deposits redeemable on maturity, with maturities between three months and one year. The weight-average interest rates of the term deposits were 3.87% per annum for the year ended December 31, 2022 (2021: 1.08% per annum).

20 Share capital and treasury shares

Authorized

As of December 31, 2022 and 2021, 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
As of January 1, 2021	3,184,367	11	—*
Issuance of ordinary shares to Share Scheme Trust[1]	10,250	—*	—*
Repurchase of ordinary shares to be held by Share Scheme Trust[2]	—	—	(56,301)
Exercise of options and RSUs vesting	—	—	5,665
As of December 31, 2021	3,194,617	11	(50,636)
Issuance of ordinary shares to Share Scheme Trust[1]	**8,000**	**—***	**—***
Repurchase and cancellation of shares	**(22,702)**	**—***	**—**
Exercise of options and RSUs vesting	**—**	**—**	**16,339**
As of December 31, 2022	**3,179,915**	**11**	**(34,297)**

* less than RMB1,000.

1. During the year ended December 31, 2021 and 2022, 10,250 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 21. 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.

2. In July 2021, 658 thousand ordinary shares with a par value of USD0.0000005 per share were repurchased at a total consideration of RMB56 million and held by the Share Scheme Trust for issuing of RSUs to be vested in subsequent period.

21 Share-based payments

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
RSUs	**1,143,780**	1,446,267
Share options	**960,498**	1,133,442
	2,104,278	2,579,709

21.1 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.

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.

21 Share-based payments (Continued)

21.1 JD Group 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 USD
Unvested as of January 1, 2021	534,058	17.85
Granted	56,652	41.20
Transfer[1]	308,416	23.38
Vested	(173,600)	17.53
Forfeited or cancelled	(136,216)	24.60
Unvested as of December 31, 2021	589,310	21.52
Granted	**69,962**	**27.04**
Transfer[1]	**471,354**	**29.34**
Vested	**(199,534)**	**20.48**
Forfeited or cancelled	**(430,892)**	**29.31**
Unvested as of December 31, 2022	**500,200**	**23.36**

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.

21.2 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.

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, 2022, 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, 2021: 312,708,211). As of December 31, 2022, 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 256,955,180 shares (December 31, 2021: 259,385,037).

21 Share-based payments (Continued)

21.2 JD Health Share Incentive Plan (Continued)

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
Outstanding as of January 1, 2021	74,026,878	0.0000005	9.8
Exercised	(13,495,626)	0.0000005	
Modified[1]	13,260,629	0.0000005	
Forfeited	(436,034)	0.0000005	
Outstanding as of December 31, 2021	73,355,847	0.0000005	8.8
Exercised	**(20,094,418)**	**0.0000005**	
Forfeited	**(1,424,484)**	**0.0000005**	
Outstanding as of December 31, 2022	**51,836,945**	**0.0000005**	**7.8**

1 The Company modified originally granted performance-based share options to service-based share options under the Pre-IPO ESOP in accordance with the re-designation of certain employee's position.

During the year ended December 31, 2022, the Company shortened the service period of approximately 16 million share options and recognized the share-based payment expenses over the modified vesting period. There was no incremental compensation cost recognized.

The number of exercisable service-based share options as of December 31, 2022 was 620,186 (December 31, 2021: 606,617). The weighted average share price at the dates of exercise was HKD48.23 (2021: HKD82.53) per share.

21 Share-based payments (Continued)

21.2 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
Unvested as of January 1, 2021	—	—
Granted	80,582,712	112.31
Vested	(605,394)	114.28
Forfeited	(27,259,538)	111.41
Unvested as of December 31, 2021	52,717,780	112.75
Granted	**4,638,422**	**52.33**
Vested	**(8,902,217)**	**112.58**
Forfeited	**(2,208,565)**	**93.82**
Unvested as of December 31, 2022	**46,245,420**	**107.63**

As of December 31, 2022, no share options and aggregated 85,221,134 RSUs were granted under the Post-IPO ESOP (December 31, 2021: none and 80,582,712 RSUs).

The fair values of the RSUs granted during the year ended December 31, 2022 were determined based on the market value of the Company's shares at the respective grant dates.

22 Dividends

No dividend was paid or declared for ordinary shareholders of the Company for the year ended December 31, 2022, nor has any dividend been proposed since December 31, 2022 (2021: none).

23 Trade payables

Trade payables primarily consist of payables to suppliers.

The credit period of trade payables is mainly ranging from 30 to 60 days. An aging analysis of the trade payables based on the invoice date is as follows:

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Within 3 months	**8,817,716**	4,439,590
3 to 6 months	**1,589,398**	939,555
6 to 12 months	**118,915**	105,921
	10,526,029	5,485,066

24 Financial liabilities at FVTPL

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Put option[1]	**108,927**	98,743

1. Details are set out in Note 14.

The fair value of put option was estimated using a Black-Scholes model, taking into account the terms and conditions upon which the option is granted.

The following table lists the inputs to the model used:

	Year ended December 31,	
	2022	2021
Expected volatility	**45.10%**	52.56%
Risk-free interest rate	**2.18%**	2.16%

Volatility was estimated based on annualized standard deviation of daily stock price return of comparable companies for the period before valuation date and with similar span as time to expiration. The Group estimated the risk-free interest rate based on the yield of government bond with maturity matching the time to expiration as of the valuation date. In addition to the assumptions adopted above, projections of future performance were also factored into the determination of the fair value of the put option on valuation date.

25 Accrued expenses and other payables

	As of December 31, 2022 RMB'000	2021 RMB'000
Deposits received[1]	**1,216,407**	997,871
Advances from customers	**585,473**	266,559
Amounts due to a related party (Note 28)	**616,566**	225,410
Payables related to employees' exercise of share-based payments	**598,106**	2,584
Salary and welfare payables	**234,173**	163,530
Other tax payables	**371,559**	14,710
Liabilities for return allowances	**11,531**	5,935
Others	**261,595**	162,850
	3,895,410	1,839,449

1. Mainly represents the deposits received from third-party merchants from the online marketplace business.

26 Financial instruments

26.1 Financial instruments by categories

	Notes	As of December 31, 2022 RMB'000	2021 RMB'000
Financial assets			
FVTPL			
Financial assets at FVTPL	15	**2,207,751**	1,767,345
Amortized cost		**48,675,850**	41,616,876
Financial liabilities			
FVTPL			
Financial liabilities at FVTPL	24	**108,927**	98,743
Amortized cost		**13,804,176**	7,140,340

26 Financial instruments (Continued)

26.2 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.

(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.

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

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose the Group to cash flow interest rate risk, whereas fixed rate instruments expose the Group to fair value interest risk. The Group is exposed to fair value interest rate risk primarily in relation to term deposits and wealth management products at amortized cost, details of which have been disclosed in Note 19 and Note 16, 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, details of which have been disclosed in Note 19 and Note 26.2(c), respectively.

26 Financial instruments (Continued)

26.2 Financial risk management (Continued)

(a) Market risk (Continued)

Sensitivity analysis

If the interest rate had been 50 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the post-tax profit for the year ended December 31, 2022 would higher/lower by RMB44 million (2021: the loss for the year would lower/higher by RMB78 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.

The sensitivity analysis above has 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 (2021: 50 basis points) increase or decrease in floating-rate cash and cash equivalents and restricted cash is used represents management's assessment of the reasonably possible change in interest rates.

Price risk

The Group is exposed to price risk in respect of its equity investments in private companies and call option measured as financial assets at FVTPL, wealth management products at FVTPL and put option measured as financial liability 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

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, trade and note receivables, other receivables and wealth management products at amortized cost under other assets. 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.

26 Financial instruments (Continued)

26.2 Financial risk management (Continued)

(b) Credit risk (Continued)

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 bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed bills is insignificant. In this regard, the management considers that the Group's credit risk is significantly reduced.

26 Financial instruments (Continued)

26.2 Financial risk management (Continued)

(b) Credit risk (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 a significant increase in credit risk since initial recognition	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	Asset 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.

26 Financial instruments (Continued)

26.2 Financial risk management (Continued)

(b) Credit risk (Continued)

On that basis, the loss allowance as of December 31, 2022 and 2021 was determined as follows for trade receivables:

As of December 31, 2022

Provision on collective basis	Within 3 months	3 to 6 months	6 to 12 months	Total
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)**

As of December 31, 2021

Provision on collective basis	Within 3 months	3 to 6 months	6 to 12 months	Total
Lifetime expected credit loss rate	4.18%	24.31%	69.25%	
Gross carrying amount (RMB'000)	297,709	37,647	17,678	353,034
Loss allowance (RMB'000)	(12,440)	(9,151)	(12,242)	(33,833)

The following table shows the movement in lifetime ECL that has been recognized for trade receivables under the simplified approach.

	Lifetime ECL (not credit-impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
As of January 1, 2021	1,576	4,793	6,369
Impairment losses recognized	32,257	6,095	38,352
As of December 31, 2021	33,833	10,888	44,721
Impairment losses recognized	**603**	**97,599**	**98,202**
As of December 31, 2022	**34,436**	**108,487**	**142,923**

26 Financial instruments (Continued)

26.2 Financial risk management (Continued)

(b) Credit risk (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, 2022.

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, 2022, 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.

26 Financial instruments (Continued)

26.2 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	On demand or less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As of December 31, 2022							
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**
As of December 31, 2021							
Trade payables		5,485,066	5,485,066	—	—	—	5,485,066
Lease liabilities	4.88	201,269	70,409	57,693	93,862	55	222,019
Financial liabilities included in accrued expenses and other payables		1,655,274	1,655,274	—	—	—	1,655,274
		7,341,609	7,210,749	57,693	93,862	55	7,362,359

Details of the description of financial liabilities at FVTPL is presented in Note 24.

26 Financial instruments (Continued)

26.3 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.

26.4 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
As of December 31, 2022				
Assets:				
Financial assets at FVTPL	**—**	**1,690,916**	**516,835**	**2,207,751**
Liabilities:				
Financial liabilities at FVTPL	**—**	**—**	**108,927**	**108,927**
As of December 31, 2021				
Assets:				
Financial assets at FVTPL	—	1,100,682	666,663	1,767,345
Liabilities:				
Financial liabilities at FVTPL	—	—	98,743	98,743

26 Financial instruments (Continued)

26.4 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)

The following table gives information about how the fair values of these financial assets (other than call option and put option, as set out in Note 15 and Note 24, respectively) are determined (in particular, the valuation techniques and inputs used).

Financial assets	Fair value as of December 31, 2022 RMB'000	2021 RMB'000	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
Wealth management products at FVTPL	**1,690,916**	1,100,682	**Level 2**	**Cash flow discounted using the expected return based on observable market inputs**	**N/A**
Equity investments measured as financial assets at FVTPL	**416,437**	518,687	**Level 3**	**A combination of observable and unobservable inputs**	**Discount for lack of marketability; market multiples**

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, 2022, there were no transfers among different levels of fair value measurement (2021: none).

The directors of the Company consider that any reasonable changes in the key assumptions as disclosed above, in Note 15 and in Note 24, respectively, would not result in a significant change in the Group's results. Accordingly, no sensitivity analysis is presented.

26 Financial instruments (Continued)

26.4 Fair value measurement of financial instruments (Continued)

(b) Reconciliation of Level 3 fair value measurements

	Financial assets at FVTPL RMB'000	Financial Liabilities at FVTPL RMB'000
As of January 1, 2021	267,823	143,113
Purchased	375,000	—
Changes in fair value		
— Fair value changes of equity investments in private companies measured as financial assets at FVTPL	35,942	—
— Fair value changes of options	(12,102)	(44,370)
As of December 31, 2021	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**
As of December 31, 2022	**516,835**	**108,927**

(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.

27 Note to consolidated statement of cash flows

(a) Reconciliation of profit/(loss) for the year to cash generated from operations

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Profit/(loss) for the year	**383,229**	(1,072,818)
Adjustments for:		
Income tax expense	**312,580**	171,327
Finance costs	**9,099**	5,999
Finance income	**(864,266)**	(457,569)
Share of results of associates and joint ventures	**96,759**	94,165
Depreciation and amortization	**140,676**	63,169
Impairment losses under expected credit loss model, net of reversal	**98,202**	38,352
Provision/(reversals) for impairment of inventories and advance to suppliers	**356,377**	(22,695)
Share-based payment expenses	**2,104,278**	2,579,709
Loss/(gain) on fair value changes of financial assets at FVTPL	**106,170**	(94,211)
Loss/(gain) on fair value changes of financial liabilities at FVTPL	**10,184**	(44,370)
Foreign exchange gain, net	**(60,917)**	(29,491)
Operating cash flows before movements in working capital	**2,692,371**	1,231,567
Increase in inventories	**(3,151,376)**	(1,286,160)
Increase in trade and note receivables	**(685,076)**	(331,400)
(Increase)/decrease in prepayments, other receivables and other assets	**(1,387,416)**	227,798
Increase in trade payables	**5,040,963**	2,585,467
Increase in contract liabilities	**979,541**	215,950
Increase in accrued expenses and other payables	**2,052,499**	615,558
Cash generated from operations	**5,541,506**	3,258,780

There were no material non-cash investing and financing activities for the year ended December 31, 2022 except disclosed elsewhere in the consolidated financial statements (2021: none).

27 Note to consolidated statement of cash flows (Continued)

(b) Reconciliation of liabilities arising from financing activities

	Lease liabilities RMB'000	Listing expenses and issuance costs payables RMB'000	Total RMB'000
At January 1, 2021	89,978	70,106	160,084
Financing cash flows	(37,246)	(70,106)	(107,352)
New leases entered	143,625	—	143,625
Finance costs	4,912	—	4,912
At December 31, 2021	201,269	—	201,269
Financing cash flows	**(56,414)**	**–**	**(56,414)**
New leases entered	**45,705**	**–**	**45,705**
Finance costs	**8,850**	**–**	**8,850**
At December 31, 2022	**199,410**	**–**	**199,410**

28 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, 2022.

Name of related parties	Relationship
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

28 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 polices during the year ended December 31, 2022 are separately shown as follows:

	Notes	Year ended December 31, 2022 RMB'000	2021 RMB'000
Services and products provided to related parties:			
Marketing services provided to JD Group		**1,294,303**	659,604
Other services provided to JD Group		**65,377**	36,066
Products provided to Tangshan Hongci and its subsidiaries		**72,586**	63,910
Services provided to JD Technology		**3,554**	4,465
Services, products and other assets received from related parties:			
Pet-care related net assets received from JD Group	1	**2,338,391**	—
Logistics and warehousing services received from JD Group	2	**2,795,468**	1,712,477
Technology and traffic support services received from JD Group	3	**1,770,198**	1,271,666
Marketing services received from JD Group	4	**907,698**	770,512
Payment services received from JD Group	5	**246,224**	146,625
Shared services received from JD Group	6	**377,554**	307,266
Share-based payments received from JD.com, Inc. to pay the Group's employees for the services provided	7	**36,356**	18,660
Loyalty program services received from JD Group	8	**38,528**	45,821
Services received from JD Technology	9	**125,769**	78,262
Others		**—**	10,915
Others:			
Interest income from Tangshan Hongci		**23,061**	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.

28 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 12.

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.

28 Related party transactions (Continued)

(c) Balances with the major related parties

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Amounts due to JD Group	**616,566**	225,410
Amounts due from Tangshan Hongci and its subsidiaries	**298,924**	272,687
Amounts due from other major related party(s)	**65,506**	37,599

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 a three-year interest-bearing loan, with maturity date within one year from December 31, 2022. 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,	
	2022	2021
	RMB'000	RMB'000
Salaries and bonuses	**4,346**	4,149
Pension costs — defined contribution plans	**116**	118
Welfare, medical and other benefits	**436**	514
Share-based payments	**667,094**	1,067,120
	671,992	1,071,901

29 Capital commitments

The Group had no material capital commitment as of December 31, 2022 (2021: none).

30 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[2]	Place of incorporation/ registration/ operations	Paid up issued/ registered capital	Proportion ownership interest attributable by the Company December 31, 2022	2021	Principal activities
JD Health HK	Hong Kong, China	HKD10,000	**100%**	100%	Worldwide online shopping
Beijing Jingdong Jiankang	Mainland China	RMB100,000,000	**100%**	100%	Online retail of healthcare products
Beijing Jingdong Hongjian Jiankang Co., Ltd.	Mainland China	RMB1,000,000	**100%**	100%	Procurement and online retail of healthcare products
Guangxi Jingdong Tuoxian E-commerce Co., Ltd.	Mainland China	RMB2,000,000	**100%**	100%	Technical and advertising services
Beijing Jingdong Tuoxian Technology Co., Ltd.	Mainland China	RMB1,000,000,000	**100%**	100%	Technical services

30 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[1/2]	**Place of incorporation/ registration/ operations**	**Paid up issued/ registered capital**	**Proportion ownership interest attributable by the Company December 31, 2022**	**2021**	**Principal activities**
Suqian Jingdong Tianning	Mainland China	RMB1,000,000	**100%**	100%	Pharmacy sales and healthcare services
Jingdong Pharmacy (Qingdao) Chain Co., Ltd.	Mainland China	RMB10,000,000	**100%**	100%	Online retail of pharmaceutical products
Jingdong Pharmacy (Huizhou) Co., Ltd.	Mainland China	RMB10,000,000	**100%**	100%	Online retail of pharmaceutical products
Jingdong Pharmacy Taizhou Chain Co., Ltd.	Mainland China	RMB10,000,000	**100%**	100%	Online retail of pharmaceutical products
Yinchuan JD Online Hospital	Mainland China	RMB10,000,000	**100%**	100%	Online hospital services

1. 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.

2. 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, 2022 (the year ended December 31, 2021: none).

31 Contingencies

The Group did not have any material contingent liabilities as of December 31, 2022 (2021: none).

32 Subsequent events

There were no material subsequent events during the period from December 31, 2022 to the approval date of these consolidated financial statements by the Board of Directors on March 22, 2023.

33 Statement of financial position and reserve movement of the Company

Statement of financial position of the Company

	As of December 31	
	2022	2021
	RMB'000	RMB'000
ASSETS		
Non-current assets		
Prepayments, other receivables and other assets	**5,627,427**	—
Investment in a subsidiary	**2,910,135**	1,503,977
Total non-current assets	**8,537,562**	1,503,977
Current assets		
Prepayments, other receivables and other assets	**6,835,840**	383,344
Term deposits	**21,937,355**	23,637,103
Cash and cash equivalents	**6,592,968**	13,583,815
Total current assets	**35,366,163**	37,604,262
Total assets	**43,903,725**	39,108,239
EQUITY AND LIABILITIES		
Equity		
Share capital	**11**	11
Treasury shares	**(34,297)**	(50,636)
Reserves	**63,921,362**	59,324,679
Accumulated losses	**(20,053,444)**	(20,195,551)
Total equity	**43,833,632**	39,078,503
Liabilities		
Current liabilities		
Accrued expenses and other payables	**2,734**	509
Income tax payables	**67,359**	29,227
Total current liabilities	**70,093**	29,736
Total liabilities	**70,093**	29,736
Total equity and liabilities	**43,903,725**	39,108,239

33 Statement of financial position and reserve movement of the Company (Continued)

Reserve movement of the Company

	Accumulated losses RMB'000	Other reserves RMB'000
As of January 1, 2021	(19,451,117)	57,652,813
Loss for the year	(744,434)	—
Exercise of share options and vesting of RSUs	—	(5,665)
Share-based payment expenses	—	2,564,445
Currency translation differences	—	(886,914)
As of December 31, 2021	(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**
As of December 31, 2022	**(20,053,444)**	**63,921,362**

"2023 Agreements"	collectively, (i) the 2023 Loyalty Program Framework Agreement; (ii) the 2023 Promotion Services Framework Agreement; (iii) the 2023 Payment Cooperation Framework Agreement; (iv) the 2023 Shared Services Framework Agreement; (v) the 2023 JD Healthcare Technology Services Framework Agreement; (vi) the 2023 Technology and Traffic Support Services Framework Agreement; (vii) the 2023 JD Sales Framework Agreement; (viii) the 2023 Marketing Services Framework Agreement; (ix) the 2023 Supply Chain Solutions and Logistics Services Framework Agreement; and (x) the 2023 JD Health Promotional Campaign Services Framework Agreement
"ADSs"	American Depositary Shares (each representing two Class A ordinary shares) of JD.com
"affiliate(s)"	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
"annual active user accounts"	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
"Articles" or "Articles of Association"	the articles of association of our Company conditionally adopted on November 23, 2020 and effective on December 8, 2020
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Company
"Auditor"	Deloitte Touche Tohmatsu, the auditor of the Company
"Awards"	the grant of Award Shares to the Eligible Persons in accordance with the terms of the Post-IPO Share Award Scheme
"Award Shares"	the Shares granted under the Post-IPO Share Award Scheme
"Board of Directors" or "Board"	our Board of Directors
"BVI"	the British Virgin Islands
"CG Code"	the Corporate Governance Code set out in Appendix 14 of the Listing Rules

"China", or "the PRC"	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
"Class A ordinary share(s)"	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
"Class B ordinary share(s)"	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
"Company ", "our Company", or "the Company"	JD Health International Inc. (京东健康股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on November 30, 2018
"Companies Act"	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Consolidated Affiliated Entities"	the entities we control through the Contractual Arrangements, namely the Onshore Holdco and its respective subsidiaries
"Contractual Arrangement(s)"	the Previous Contractual Arrangements and/or the New Contractual Arrangements, as the case may be
"Controlling Shareholder(s)"	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
"Director(s)"	the director(s) of our Company
"Global Offering"	the Hong Kong Public Offering and the International Offering as defined in the Prospectus

"Group", "our Group", "the Group", "we", "us", or "our"	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"IFRSs"	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
"JD.com"	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 code: 9618) under Chapter 19C of the Listing Rules and the ADSs of which are listed on Nasdaq under the symbol "JD"
"JD Group"	JD.com and its subsidiaries and consolidated affiliated entities, excluding our Group
"JD Jiankang"	JD Jiankang Limited, a company incorporated in the BVI on April 24, 2019, wholly-owned by JD.com and one of our Controlling Shareholders
"JD Logistics"	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)
"JD Share(s)"	Class A ordinary shares and Class B ordinary shares in the share capital of JD.com
"JD Technology"	Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司), formerly known as Jingdong Digits Technology Holding Co., Ltd. (京東數字科技控股股份有限公司), and, where the context requires, includes its consolidated subsidiaries from time to time
"Jiangsu Jingdong Hongyuan"	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

"Jingdong Pharmacy Qingdao"	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
"Jingdong Pharmacy Taizhou"	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
"Jingdong Shanyuan"	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
"Latest Practicable Date"	April 18, 2023, being the latest practicable date for the inclusion of certain information and data in this annual report prior to its publication
"Listing"	the listing of the Shares on the Main Board
"Listing Date"	December 8, 2020, the date on which the Shares were listed on the Stock Exchange
"Listing Rules"	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
"Main Board"	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
"MIIT"	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
"Nomination Committee"	the nomination committee of the Company
"Onshore Holdco"	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

"Post-IPO Share Award Scheme"	the post-IPO share award scheme adopted by our Company on November 23, 2020
"Post-IPO Share Option Scheme"	the post-IPO share option scheme adopted by the Company on November 23, 2020
"PRC Legal Adviser"	Shihui Partners, our legal adviser on PRC law
"Previous Agreements"	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; (x) the JD Healthcare Technology Services Framework Agreement ; and (xi) the JD Health Promotional Campaign Services Framework Agreement
"Previous Contractual Arrangements"	the series of contractual arrangements entered into by, among others, WFOE, Onshore Holdco and the Previous Registered Shareholders, details of which are described in the section headed "Contractual Arrangements" in the Prospectus
"Previous Registered Shareholders"	Mr. Richard Qiangdong Liu (劉強東), Ms. Yayun Li (李婭雲) and Ms. Pang Zhang (張雱)
"Pre-IPO ESOP"	the pre-IPO employee share incentive plan adopted by our Company on September 14, 2020
"Prospectus"	the prospectus of the Company dated November 26, 2020
"New Contractual Arrangements"	the series of contractual arrangements entered into by and among WFOE, Onshore Holdco and the New Registered Shareholders
"New Registered Shareholders"	the registered shareholders of the Onshore Holdco, namely Mr. Qin Miao (繆欽), Ms. Yayun Li (李婭雲) and Ms. Pang Zhang (張雱)
"Remuneration Committee"	the remuneration committee of the Company
"Reporting Period"	year ended December 31, 2022
"RMB" or "Renminbi"	Renminbi, the lawful currency of PRC

"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of our Company with a par value of US$0.0000005 each
"Shareholder(s)"	holder(s) of our Share(s)
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary" or "subsidiaries"	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"U.S. SEC"	the Securities and Exchange Commission of the United States
"United States", "U.S." or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US dollars", "U.S. dollars", "US$" or "USD"	United States dollars, the lawful currency of the United States
"WFOE"	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
"%"	per cent

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