



JD.com Announces Pricing of Global Offering

BEIJING, June 11, 2020 (GLOBE NEWSWIRE) -- [JD.com](http://www.jd.com), Inc. (Nasdaq: JD) (the "Company") today announced the pricing of the global offering (the "Global Offering") of 133,000,000 new Class A ordinary shares (the "Offer Shares"), which comprises an international offering (the "International Offering") and a Hong Kong public offering (the "Hong Kong Public Offering"). The final offer price for both the International Offering and the Hong Kong Public Offering (the "Offer Price") has been set at HK\$226.00 per Offer Share. Based on the ratio of two ordinary shares per Nasdaq-listed American depositary share ("ADS"), the Offer Price translates to approximately US\$58.32 per ADS. Subject to approval from The Stock Exchange of Hong Kong Limited (the "SEHK"), the Offer Shares are expected to begin trading on the Main Board of the SEHK on June 18, 2020 under the stock code "9618." The Global Offering is expected to close on the same day, subject to customary closing conditions.

The gross proceeds to the Company from the Global Offering, before deducting underwriting fees and the offering expenses, are expected to be approximately HK\$30,058 million. In addition, the Company has granted the international underwriters an over-allotment option, exercisable from June 11, 2020 until 30 days thereafter, to require the Company to issue up to an additional 19,950,000 new Class A ordinary shares at the Offer Price.

The Company plans to use the net proceeds from the Global Offering to invest in key supply chain based technology initiatives to further enhance customer experience while improving operating efficiency. The supply chain based technologies can be applied to the Company's key business operations including retail, logistics, and customer engagement.

BofA Securities, UBS and CLSA are the joint sponsors and joint global coordinators for the Global Offering. BOCI, CCBI, China Renaissance, ICBCI and Jefferies (in alphabetical order) are also acting as joint global coordinators.

The International Offering is being made only by means of a prospectus supplement and the accompanying prospectus included in an automatic shelf registration statement on Form F-3 filed with the U.S. Securities and Exchange Commission (the "SEC") on June 5, 2020, which automatically became effective upon filing. The registration statement on Form F-3 and the preliminary prospectus supplement dated June 5, 2020 are available at the SEC website at: <http://www.sec.gov>. The final prospectus supplement will be filed with the SEC and will be available on the SEC's website at: <http://www.sec.gov>. When available, copies of the final prospectus supplement and the accompanying prospectus relating to the offering may also be obtained from BofA Securities, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte NC 28255-0001, Attention: Prospectus Department, or [E-mail: dq.prospectus_requests@baml.com](mailto:dq.prospectus_requests@baml.com); UBS Securities LLC, [E-mail: ol-prospectus-request@ubs.com](mailto:ol-prospectus-request@ubs.com); and CLSA Limited, [E-mail: ProjectSunshine2020@clsa.com](mailto:ProjectSunshine2020@clsa.com).

This press release shall not constitute an offer to sell or the solicitation of an offer or an invitation to buy any securities, nor shall there be any offer or sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. This press release does not constitute a prospectus (including as defined under the laws of Hong Kong) and potential investors should read the prospectus of the Company for detailed information about the Company and the proposed offering, before deciding whether or not to invest in the Company. This press release has not been reviewed or approved by the SEHK or the Securities and Futures Commission of Hong Kong.

The price of the Shares of the Company may be stabilized in accordance with the Securities and Futures (Price Stabilization) Rules. The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) have been contained in the prospectus of the Company dated June 8, 2020.

About JD.com

JD.com is a leading technology driven e-commerce company transforming to become a leading supply chain-based technology and service provider. The Company's cutting-edge retail infrastructure seeks to enable consumers to buy whatever they want, whenever and wherever they want it. The Company has opened its technology and infrastructure to partners, brands and other sectors, as part of its Retail as a Service offering to help drive productivity and innovation across a range of industries. JD.com is the largest retailer in China, a member of the NASDAQ100 and a Fortune Global 500 company.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," "confident" and similar statements. Among other things, the description of the proposed offering in this announcement contain forward-looking statements. JD.com may also make written or oral forward-looking statements in its periodic reports to the SEC, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about JD.com's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: JD.com's growth strategies; its future business development, results of operations and financial condition; its ability to attract and retain new customers and to increase revenues generated from repeat customers; its expectations regarding demand for and market acceptance of its products and services; trends and competition in China's e-commerce market; changes in its revenues and certain cost or expense items; the expected growth of the Chinese e-commerce market; Chinese governmental policies relating to JD.com's industry and general economic conditions in China. Further information regarding these and other risks is included in JD.com's filings with the SEC and the prospectus registered in Hong Kong. All information provided in this press release and in the attachments is as of the date of this press release, and JD.com undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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