BITAUTO HOLDINGS LTD
Form SC 13D/A
June 21, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Bitauto Holdings Limited

(Name of Issuer)

Ordinary Shares, par value $0.00004 per share

(Title of Class of Securities)

091727925

(CUSIP Number)

JD.com, Inc.

20th Floor, Building A, No. 18 Kechuang 11 Street

Yizhuang Economic and Technological Development Zone

Daxing District, Beijing 101111

The People s Republic of China

+86 10 8911-8888

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 17, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 091727925

1	Names of Reporting Persons JD.com, Inc.		
2	Check the Appropriate Box if a Member of a Group (a) o (b) x		
3	SEC Use Only		
4	Source of Funds (See Instructions) WC, OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Cayman Islands		
Number of Shares Beneficially Owned by Each Reporting Person With		7	Sole Voting Power 0
		8	Shared Voting Power 18,161,020 ordinary shares
		9	Sole Dispositive Power 0
		10	Shared Dispositive Power 18,161,020 ordinary shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 18,161,020 ordinary shares		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13	Percent of Class Represented by Amount in Row (11) 25.7% *		
14	Type of Reporting Person (See Instructions) HC		

* The percentage is calculated based on 70,726,025 Ordinary Shares outstanding as of the Closing Date, which take into account the issuance of Ordinary Shares contemplated in the 2016 Share Subscription Agreement and include the Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer s share incentive plan, as reported to the Reporting Persons by the Issuer.

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1	Names of Reporting Persons JD.com Investment Limited		
2	Check the Appropriate Box if a Member of a Group (a) o (b) x		
3	SEC Use Only		
4	Source of Funds (See Instructions) AF		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization British Virgin Islands		
Number of Shares Beneficially Owned by Each Reporting Person With		7	Sole Voting Power 0
		8	Shared Voting Power 18,161,020 ordinary shares
		9	Sole Dispositive Power 0
		10	Shared Dispositive Power 18,161,020 ordinary shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 18,161,020 ordinary shares		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13	Percent of Class Represented by Amount in Row (11) 25.7% *		
14	Type of Reporting Person (See Instructions) CO		

* The percentage is calculated based on 70,726,025 Ordinary Shares outstanding as of the Closing Date, which take into account the issuance of Ordinary Shares contemplated in the 2016 Share Subscription Agreement and include the Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer s share incentive plan, as reported to the Reporting Persons by the Issuer.

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1	Names of Reporting Persons JD.com Global Investment Limited		
2	Check the Appropriate Box if a Member of a Group (a) o (b) x		
3	SEC Use Only		
4	Source of Funds (See Instructions) AF		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization British Virgin Islands		
Number of Shares Beneficially Owned by Each Reporting Person With		7	Sole Voting Power 0
		8	Shared Voting Power 18,161,020 ordinary shares
		9	Sole Dispositive Power 0
		10	Shared Dispositive Power 18,161,020 ordinary shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 18,161,020 ordinary shares		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13	Percent of Class Represented by Amount in Row (11) 25.7%*		
14	Type of Reporting Person (See Instructions) CO		

* The percentage is calculated based on 70,726,025 Ordinary Shares outstanding as of the Closing Date, which take into account the issuance of Ordinary Shares contemplated in the 2016 Share Subscription Agreement and include the Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer s share incentive plan, as reported to the Reporting Persons by the Issuer.

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Item 1. Security and Issuer.

This Amendment No.1 to Statement on Schedule 13D (this Amendment No. 1) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on February 16, 2015 (the Original Schedule 13D, together with the Amendment No. 1, the Statement), which relates to the ordinary shares, par value $0.00004 per share (the Ordinary Shares), of Bitauto Holdings Limited, a company organized under the laws of the Cayman Islands (the Issuer), whose principal executive offices are located at New Century Hotel Office Tower, 6/F, No. 6 South Capital Stadium Road, Beijing, 100044, The People s Republic of China.

The Issuer s American depositary shares (the ADSs), each representing one Ordinary Share, are listed on the New York Stock Exchange under the symbol BITA. The Reporting Persons (as defined below), however, only beneficially own Ordinary Shares.

Except as provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Original Schedule 13D.

Item 2. Identity and Background.

This Amendment No.1 is being filed by the following:

(i) JD.com, Inc., a Cayman Islands company (JD); and

(ii) JD.com Investment Limited, a company organized under the laws of British Virgin Islands and a direct wholly-owned subsidiary of JD (JD Investment); and

(iii) JD.com Global Investment Limited, a company organized under the laws of British Virgin Islands and a direct wholly-owned subsidiary of JD Investment and therefore an indirect wholly-owned subsidiary of JD (JD Global).

Each of the foregoing is referred to as a Reporting Person and collectively as the Reporting Persons.

JD is the leading online direct sales company in China and its American depositary shares are listed on the NASDAQ Global Select Market under the symbol JD. The address of JD s principal office is 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and

Technological Development Zone Daxing District, Beijing 101111, The People s Republic of China.

JD Investment is a direct wholly-owned subsidiary of JD and is principally engaged in the business of holding securities in the subsidiaries or equity investees of JD. The registered office of JD Investment is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

JD Global is a direct wholly-owned subsidiary of JD Investment and therefore an indirect wholly-owned subsidiary of JD. JD Global is principally engaged in the business of holding securities in portfolio companies in which JD invests. The registered office of JD Global is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

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The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of each of the Reporting Persons are set forth on Schedule A hereto and are incorporated herein by reference.

During the last five years, none of the Reporting Persons and, to the best of their knowledge, any of the persons listed on Schedule A hereto has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Reporting Persons entered into a Joint Filing Agreement on February 26, 2015 (the Joint Filing Agreement), pursuant to which they have agreed to file this Amendment No.1 jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. A copy of the Joint Filing Agreement was filed with the Original Schedule 13D as Exhibit 99.1.

Item 3. Source and Amount of Funds or Other Consideration.

JD Global, Morespark Limited, a special purpose vehicle of Tencent Holdings Limited, and Baidu Holdings Limited, a special purpose vehicle of Baidu, Inc., entered into a Share Subscription Agreement with the Issuer on June 6, 2016, a copy of which is attached hereto as Exhibit 99.5 (the 2016 Share Subscription Agreement). The description of the 2016 Share Subscription Agreement contained herein is qualified in its entirety by reference to Exhibit 99.5, which is incorporated herein by reference.

Pursuant to the 2016 Share Subscription Agreement, the Issuer issued to JD Global 2,471,577 Ordinary Shares (the Subscription Shares) for an aggregate purchase price of US$50 million in cash (the Cash Consideration), at a closing that occurred on June 17, 2016 (the Closing Date).

JD Global used the working capital of JD, its parent holding company, to fund the Cash Consideration.

Item 4. Purpose of Transaction.

The information set forth in Items 3 and 6 is hereby incorporated by reference in this Item 4.

As described in Item 3 above and Item 6 below, this Amendment No.1 is being filed in connection with the acquisition of Ordinary Shares by JD Global pursuant to the 2016 Share Subscription Agreement. As a result of the transactions described in this Amendment No. 1 and the Original Schedule 13D, the Reporting Persons beneficially owned approximately 25.7% of the Issuer s outstanding Ordinary Shares on the Closing Date, which have taken into account the Subscription Shares and the Ordinary Shares issued to other persons in other transactions that were closed on

the same day. The Reporting Persons acquired the Subscription Shares for investment purposes.

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Although the Reporting Persons have no present intention to acquire securities of the Issuer, they intend to review their investment on a regular basis and, as a result thereof and subject to the terms and conditions of the transaction documents described in the Statement, may at any time or from time to time determine, either alone or as part of a group, (i) to acquire additional securities of the Issuer, through open market purchases, privately negotiated transactions or otherwise, (ii) to dispose of all or a portion of the securities of the Issuer owned by it in the open market, in privately negotiated transactions or otherwise or (iii) to take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the next paragraph of this Item 4. Any such acquisition or disposition or other transaction would be made in compliance with all applicable laws and regulations and subject to the restrictions on transfers set forth in the transaction documents described in the Statement. Notwithstanding anything contained herein, each of Reporting Persons specifically reserves the right to change its intention with respect to any or all of such matters. In reaching any decision as to its course of action (as well as to the specific elements thereof), each of the Reporting Persons currently expects that it would take into consideration a variety of factors, including, but not limited to, the following: the Issuer s business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Persons; changes in law and government regulations; general economic conditions; and money and stock market conditions, including the market price of the securities of the Issuer.

Except as set forth in this Statement or in the transaction documents described herein, neither the Reporting Persons, nor to the best knowledge of the Reporting Persons, any person named in Schedule A hereto, has any present plans or proposals that relate to or would result in:

(a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer,

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer,

(c) A sale or transfer of a material amount of assets of the Issuer,

(d) Any change in the present board or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board,

(e) Any material change in the present capitalization or dividend policy of the Issuer,

(f) Any other material change in the Issuer s business or corporate structure,

(g) Changes in the Issuer s charter, bylaws or instruments corresponding thereto or other actions that may

impede the acquisition of control of the Issuer by any person,

(h) A class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association,

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act, or

(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and supplemented by the following:

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The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 1 are hereby incorporated by reference in this Item 5. As of the Closing Date, each Reporting Person may be deemed to have beneficial ownership and shared voting power to vote or direct the vote of 18,161,020 Ordinary Shares.

On the Closing Date, JD Global acquired 2,471,577 Ordinary Shares pursuant to the 2016 Share Subscription Agreement, and was deemed to beneficially own 18,161,020 Ordinary Shares, which consist of (i)2,471,577 Ordinary Shares acquired pursuant to the 2016 Share Subscription Agreement and (ii)15,689,443 Ordinary Shares acquired pursuant to the Subscription Agreement entered into by and among the Issuer, JD Global, JD and Dongting Lake Investment Limited dated January 9, 2015 (the 2015 Share Subscription Agreement), representing 25.7% of the Issuer s outstanding Ordinary Shares.

JD Investment is the sole shareholder of JD Global. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, JD Investment may be deemed to beneficially own all of the Ordinary Shares of the Issuer held by JD Global.

JD is the sole shareholder of JD Investment and therefore indirectly owns all the outstanding shares of JD Global. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, JD may be deemed to beneficially own all of the Ordinary Shares of the Issuer held by JD Global.

The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each of the Reporting Persons is based on 70,726,025 Ordinary Shares outstanding as of the Closing Date, which take into account the issuance of Ordinary Shares contemplated in the 2016 Share Subscription Agreement, and include the Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer s share incentive plan, as reported to the Reporting Persons by the Issuer.

Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, beneficially owns any Ordinary Shares or has the right to acquire any Ordinary Shares.

Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Ordinary Shares that they may be deemed to beneficially own.

Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, has effected any transaction in the Ordinary Shares during the past 60 days.

Except as disclosed in this Statement, to the best knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares beneficially owned by the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby amended and supplemented by the following:

The information set forth in Items 3 and 4 is hereby incorporated by reference in this Item 6.

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2016 Share Subscription Agreement

JD Global, Morespark Limited, a special purpose vehicle of Tencent Holdings Limited, and Baidu Holdings Limited, a special purpose vehicle of Baidu, Inc., entered into the 2016 Share Subscription Agreement with the Issuer on June 6, 2016. Pursuant to the 2016 Share Subscription Agreement, the Issuer issued to JD Global the Subscription Shares in consideration for the Cash Consideration, on the Closing Date. On the same Closing Date, the Issuer also issued 2,471,577 Ordinary Shares to each of Morespark Limited and Baidu Holdings Limited, for a purchase price of US$50 million in cash, from each of the entities respectively, pursuant to the 2016 Share Subscription Agreement.

Lock-up restriction. Pursuant to the 2016 Share Subscription Agreement, JD Global has agreed not to offer, sell, contract to sell, pledge, transfer, assign or otherwise dispose of, directly or indirectly, any of the Subscription Shares, or enter into a transaction which would have the same effect, or enter into any swap, hedge or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Subscription Shares, until three months after the Closing Date. Morespark Limited and Baidu Holdings Limited are subject to the same lock-up restriction with respect to the shares they acquired pursuant to the 2016 Share Subscription Agreement.

Standstill restriction. Pursuant to the 2016 Share Subscription Agreement, JD Global has agreed that, without the Issuer s prior written consent, neither JD Global nor any of its affiliates will, directly or indirectly, (i) in any way acquire, offer or propose to acquire or agree to acquire legal title to or beneficial ownership of any securities of the Issuer; (ii) make any public announcement with respect to or submit any proposal for, the acquisition of any securities of the Issuer or with respect to any merger, consolidation, business combination, restructuring, recapitalization or purchase of any substantial portion of the assets of the Issuer or any of its subsidiaries; (iii) seek or propose to influence, advise, change or control the management, the board of directors, governing instruments or policies or affairs of the Issuer by way of any public communication or communication with any person other than the Issuer, or make, or in any way participate in, any solicitation of proxies, until three months after the Closing Date. Morespark Limited and Baidu Holdings Limited are subject to the same standstill restriction pursuant to the 2016 Share Subscription Agreement.

The 2016 Share Subscription Agreement contains customary representations, warranties and indemnities from each of JD Global, Morespark Limited, Baidu Holdings Limited and the Issuer for a transaction of this nature.

The foregoing description of the 2016 Share Subscription Agreement does not purport to be a complete description of the terms thereof and is qualified in its entirety by reference to the full text of the 2016 Share Subscription Agreement. A copy of the 2016 Share Subscription Agreement is filed as Exhibit 99.5 hereto and is incorporated herein by reference.

Amended and Restated Investor Rights Agreement

JD Global, Dongting Lake Investment Limited, a special purpose vehicle of Tencent Holdings Limited, Morespark Limited (together with Dongting Lake Investment Limited, Tencent) and Baidu Holdings Limited entered into an Amended and Restated Investor Rights Agreement with the Issuer on the Closing Date, to amend and restate the Investor Rights Agreement dated February 16, 2015 by and among the Issuer, JD Global and Dongting Lake Investment Limited. Pursuant to the Amended and Restated Investor Rights Agreement, JD Global has received certain board representation rights and certain registration rights, a brief summary of which is set forth below:

Board representation. JD Global is entitled to appoint one director on the board of directors of the Issuer, as long as JD Global holds no less than 12.5% of the then issued and outstanding share capital of the Issuer on a fully diluted basis. The director appointed by JD Global is entitled to serve on the compensation committee and the nominating and corporate governance committee of the board of the Issuer, unless a majority of the board determines in good faith that such service on the committee would violate any applicable law or result in the Issuer not be in full compliance with the applicable stock exchange requirements without seeking exemptions. If at any time any representative of any other shareholder has the right to attend the meetings of any committee of the board in a non-voting observer capacity and the director appointed by JD Global is not a member of such committee, the director appointed by JD Global has the right, as a non-voting observer, to attend all meetings of and observe all deliberations of any such committee.

Demand registration rights. Registrable securities refer to all of the Ordinary Shares acquired by JD Global, Tencent, Baidu Holdings Limited pursuant to the 2015 Share Subscription Agreement and/or the 2016 Share Subscription Agreement. Holders of at least 50% of the registrable securities then outstanding have the right to demand that the Issuer file a registration statement covering the registration of registrable securities with a market value in excess of US$100 million. However, the Issuer is not obligated to effect any demand registration if it has already effected a registration within the six-month period preceding the demand. The Issuer is obligated to effect only three demand registrations for each of JD Global, Tencent, Baidu Holdings Limited. The demand registration rights in the Amended and Restated Investor Rights Agreement are subject to customary restrictions, such as limitations on the number of securities to be included in any underwritten offering imposed by the underwriter.

Piggyback registration rights. If the Issuer proposes to file a registration statement for a public offering of its securities other than a registration statement relating to any employee benefit plan or a corporate reorganization, the Issuer must offer holders of its registrable securities an opportunity to include in the registration all or any part of their registrable securities. The demand registration rights in the Investor Rights Agreement are subject to customary restrictions, such as limitations on the number of securities to be included in any underwritten offering imposed by the underwriter.

Form F-3 registration rights. Holders of a majority of the registrable securities then outstanding have the right to request the Issuer to effect registration statements on Form F-3. However, the Issuer is not obligated to effect any such registration, if the proceeds from the sale of registable securities (net of underwriters discounts or commissions) will be less than US$1.0 million or the Issuer has already effected a registration within the six-month period preceding the request.

Expenses of obligations. The Issuer will bear all registration expenses incurred in connection with any demand, piggyback or F-3 registration, including reasonable expenses of one legal counsel for the holders, but excluding underwriting discounts and selling commissions and ADS issuance fees charged by the depositary bank of the Issuer. Holders of registrable securities will bear such holder s proportionate share (based on the total number of shares sold in such registration other than for the Issuer s account) of all underwriting discounts and selling commissions or other amounts payable to underwriters or brokers.

The foregoing description of the Amended and Restated Investor Rights Agreement does not purport to be a complete description of the terms thereof and is qualified in its entirety by reference to the full text of the Amended and Restated Investor Rights Agreement. A copy of the Amended and Restated Investor Rights Agreement is filed as Exhibit 99.6 hereto and is incorporated herein by reference.

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Except as described above or elsewhere in this Statement or incorporated by reference in this Statement, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons or, to the best of their knowledge, any of the persons named in Schedule A hereto and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Description
99.1*	Joint Filing Agreement, dated February 26, 2015, between JD.com, Inc. and JD.com Global Investment Limited
99.2*	Subscription Agreement, dated January 9, 2015, by and among Bitauto Holdings Limited, JD.com Global Investment Limited, JD.com, Inc. and Dongting Lake Investment Limited
99.3*	English translation of Business Cooperation Agreement, dated January 9, 2015, between JD.com, Inc. and Bitauto Holdings Limited
99.4*	Investor Rights Agreement, dated February 16, 2015, by and among Bitauto Holdings Limited, JD.com Global Investment Limited and Dongting Lake Investment Limited
99.5	Subscription Agreement, dated June 6, 2016 by and among Bitauto Holdings Limited, JD.com Global Investment Limited, Morespark Limited and Baidu Holdings Limited
99.6	Amended and Restated Investor Rights Agreement, dated June 17, 2016, by and among Bitauto Holdings Limited, JD.com Global Investment Limited, Dongting Lake Investment Limited, Morespark Limited and Baidu Holdings Limited

* filed with the Original Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 21, 2016

JD.com, Inc.

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Chairman of the Board and Chief Executive Officer

JD.com Investment Limited

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Director

JD.com Global Investment Limited

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Director

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SCHEDULE A

Directors and Executive Officers of JD

The names of the directors and the names and titles of the executive officers of JD and their principal occupations are set forth below. Except for Martin Chi Ping Lau, Louis T. Hsieh and David Daokui Li, the business address of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone Daxing District, Beijing 101111, The People s Republic of China.

Name	Position with JD	Present Principal Occupation	Citizenship	Shares Beneficially Owned
Directors:				
Richard Qiangdong Liu	Chairman of the Board	*	P.R. China	
Martin Chi Ping Lau(1)	Director	President and executive director of Tencent Holdings Limited	P.R. China (Hong Kong SAR)	
Ming Huang	Director	Professor of finance at China Europe International Business School	United States	
Louis T. Hsieh(2)	Director	Director of New Oriental Education & Technology Group Inc.	United States	
David Daokui Li(3)	Director	Professor of the School of Economics and Management of Tsinghua University	P.R. China	
Executive Officers:				
Richard Qiangdong Liu	Chief Executive Officer	*	P.R. China	
Haoyu Shen	Chief Executive Officer of JD Mall	*	P.R. China	
Ye Lan	Chief Public Affairs Officer	*	P.R. China	
Yu Long	Chief Human Resources Officer and General Counsel	*	P.R. China	
Sidney Xuande Huang	Chief Financial Officer	*	United States	**
Shengqiang Chen	Chief Executive Officer of JD Finance	*	P.R. China	
Chen Zhang	Chief Technology Officer	*	P.R. China	

* The principal occupation is the same as his/her position with JD.

** Represent options and restricted share units that the person has received under the Issuer s share incentive plans, which accounted for less than 1% of the total outstanding shares of the Issuer.

(1) The business address of Martin Chi Ping Lau is 39/F, Tencent Building, Kejizhongyi Avenue, Hi-Tech Park, Nanshan District, Shenzhen 518057, P.R. China.

(2) The business address of Louis T. Hsieh is No. 6 Hai Dian Zhong Street, Haidian District, Beijing 100080, P.R. China.

(3) The business address of David Daokui Li is School of Economics and Management, Tsinghua University, Beijing 100084, China.

CUSIP No. 091727925

Directors and Executive Officers of JD Investment

The names of the directors and the names and titles of the executive officers of JD Investment and their principal occupations are set forth below. The business address of each of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone Daxing District, Beijing 101111, The People s Republic of China.

Name	Position with JD Investment	Present Principal Occupation	Citizenship	Shares Beneficially Owned
Directors:				
Richard Qiangdong Liu	Director	Chairman and Chief Executive Officer of JD	P.R. China	
Executive Officers:				
N/A				

Directors and Executive Officers of JD Global

The names of the directors and the names and titles of the executive officers of JD Global and their principal occupations are set forth below. The business address of each of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone Daxing District, Beijing 101111, The People s Republic of China.

Name	Position with JD Global	Present Principal Occupation	Citizenship	Shares Beneficially Owned
Directors:				
Richard Qiangdong Liu	Director	Chairman and Chief Executive Officer of JD	P.R. China	
Executive Officers:				
N/A				