

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☒ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2016
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) JD.COM AMERICAN TECHNOLOGIES CORPORATION 13200 LOOP ROAD FONTANA, CA 92337
2b	Employer Identification Number (EIN) 46-4193071
2c	Plan Sponsor's telephone number 408-217-1151
2d	Business code (see instructions) 541700

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	11/21/2025	FRANCES LYOU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 138
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 70 6a(2) 93 6b 6c 95 6d 188 6e 6f 188 6g(1) 138 6g(2) 188 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2R 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 JD.COM AMERICAN TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 46-4193071

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....

☒

Yes

☐

No
- b

If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 64 65	RECORDKEEPER	6193	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

NI ADVISORS

1138 CADILLAC CT
MILPITAS, CA 95035

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	ADVISOR	0	Yes ☒ No ☐	Yes ☒ No ☐	27463	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF SM CAP VALUE A - SS&C GIDS, IN 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AF EUROPAC GRTH R4 - AMERICAN FUND 95-2566717	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BNYM BOND MK IDX INV - BNY MELLON DREYFUS TRANSFER INC 200 PARK AVENUE NEW YORK, NY 10166	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL EMRG MKT I2 - COLUMBIA MGT INV 14785 PRESTON ROAD, SUITE 1000 DALLAS, TX 75254	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FKLN BIOTECH DISC A - FRANKLIN TEM 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS DYN GLOBAL EQ A - GOLDMAN SACHS 13-5108880	0.25%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS INFL-PRO SECS A - GOLDMAN SACHS 13-5108880	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APP INV - HARBOR SERVIC 34-1953399	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HTFD INFL PLUS R4 - HARTFORD ADMIN 41-0679409	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DIVRS DIVIDND A - INVESCO INV 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS GLOBAL OPP A - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IS MSCI EAFE INTL A - BNY MELLON I 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.05%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IS R MID-CAP IDX A - BNY MELLON IN 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IS R2000 SM-CAP A - BNY MELLON INV 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IS S&P 500 IDX A - BNY MELLON INVE 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.05%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
J H TRITON S - JANUS HENDERSON SER 151 DETROIT STREET DENVER, CO 80206	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPM US EQUITY R3 - DST ASSET MANAG 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS MA INV TRUST R3 - MFS SERVICE 04-2865649	0.25%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS MID CAP GRTH R3 - MFS SERVICE 04-2865649	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS MID CAP VALUE R3 - MFS SERVICE 04-2865649	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MS INSIGHT A - SS&C GLOBAL INVESTO 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO STOCKSPPLUS A - SS&C GLOBAL I 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.20%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NI ADVISORS	55	27463
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NATIONAL FINANCIAL SERVICES LLC 04-3523567		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
	For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
	A Name of plan JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 JD.COM AMERICAN TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 46-4193071	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5173	19763
(2) Participant contributions	1b(2)	12588	37596
(3) Other	1b(3)	139417	161036
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	638181	958431
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	332108	124460
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10257727	11888573
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	11385194	13189859
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	11881	10559
k Total liabilities (add all amounts in lines 1g through 1j)	1k	11881	10559
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11373313	13179300

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	102661	
(B) Participants	2a(1)(B)	229808	
(C) Others (including rollovers)	2a(1)(C)	21619	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		354088
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2142	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2142
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	2128	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	157353	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		159481
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	73517	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	62279	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		11238
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	350045	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		17796
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2137772
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		3032562

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1220382	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1220382
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	6193	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	0	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		6193
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1226575

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1805987
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **PW PARTNERS LLC**

(2) EIN: **83-3323563**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	☒	☐	1993025
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
---	--	---

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 JD.COM AMERICAN TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 46-4193071

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
---------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c
If you completed line 6c, skip lines 8 and 9.	
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

Part III	Amendments
----------	------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase ☐ Decrease ☐ Both ☐ No
---	--

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation. _____

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☐ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.



**JD.COM AMERICAN TECHNOLOGIES CORPORATON 401(K)
PLAN**

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION**

December 31, 2023 and 2022

CONTENTS

	Page
Independent Auditors' Report	2 - 5
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15 - 16
Schedule H, Line 4a – Schedule of Delinquent Contributions	17



Independent Auditors' Report

To the Plan Administrator of
JD.Com American Technologies Corporation 401(k) Plan
Mountain View, CA

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of JD.Com American Technologies Corporation 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of JD.Com American Technologies Corporation 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of JD.Com American Technologies Corporation 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 JD.Com American Technologies Corporation 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in dark ink that reads "PW Partners, LLC". The letters are stylized and cursive.

Columbus, Ohio
October 23, 2025

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments at fair value	<u>\$ 12,971,464</u>	<u>\$ 11,228,016</u>
Total investments at fair value	<u>12,971,464</u>	<u>11,228,016</u>
Receivables:		
Participant contribution receivable	37,596	12,588
Corrective contribution receivable	161,036	139,417
Employer contribution receivable	<u>19,763</u>	<u>5,173</u>
Total receivables	<u>218,395</u>	<u>157,178</u>
TOTAL ASSETS	<u>13,189,859</u>	<u>11,385,194</u>
LIABILITIES		
Refunds of excess contributions	<u>10,559</u>	<u>11,881</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,179,300</u></u>	<u><u>\$ 11,373,313</u></u>

The accompanying notes are an integral part of the financial statements.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2023

	2023
Additions to Net Assets Attributed to:	
Interest and dividends	\$ 161,623
Net appreciation in fair value of investments	2,516,851
Total investment income	2,678,474
Participants' contributions	229,808
Employer's contributions	102,661
Corrective contributions	21,619
Total contributions	354,088
Total additions	3,032,562
Deductions from Net Assets Attributed to:	
Administrative expenses	6,193
Benefits paid to participants	1,220,382
Total deductions	1,226,575
Net increase	1,805,987
Net Assets Available for Benefits:	
Beginning of Year	11,373,313
End of Year	\$ 13,179,300

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description

The following description of JD.Com American Technologies Corporation (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, except for union employees and non-resident aliens, of the Company, who are age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2020, the Plan was amended to allow related companies to participate in the Plan. JD E-Commerce America Limited and JD Finance America Corporation signed participating employer agreements on January 1, 2020, and \$439,748 of assets were transferred into the Plan.

Contributions

Each year, participants may authorize payroll deductions up to 100% of compensation as before-tax contributions and after-tax Roth contributions up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

For 2023, the Company elected to make discretionary matching contributions of 100% of deferrals up to 6% of compensation. The matching contributions totaled \$102,661 for 2023. Participants may allocate their contributions among various investment funds offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Company's contribution, and allocation of (a) Plan earnings and losses and (b) administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

A participant may direct contributions in any of the investment funds offered by the Plan. Participants may change their investment options at any time.

Payment of Benefits

Upon separation from service, participants may choose to have vested benefits paid in a lump-sum or in periodic payments, as defined by the Plan.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description (continued)

Vesting

Participants are immediately 100% vested in their contributions, the safe harbor matching contributions, and discretionary matching contributions plus actual earnings. Vesting in the Company non-elective contributions is as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Summary of Significant Accounting Principles

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. 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. The Plan's Administrative Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Fair Value Measurements footnote for discussion of fair value measurements.

Net appreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits and includes realized gains and losses on investments bought and sold and the change in appreciation from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the participant, as provided by the Plan agreement. Other expenses, including management fees, are borne by the Company.

Notes to Financial Statements

December 31, 2023 and 2022

Summary of Significant Accounting Principles (continued)

Forfeited Accounts

Forfeited non-vested accounts are utilized to pay reasonable Plan expenses and remaining forfeitures will be used to reduce future Company contributions payable under the Plan.

Fair Value Measurements

ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measure at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022:

Mutual Funds and Money Market Accounts: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

Stable Value Fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in an orderly business manner.

Common Stocks and Exchange Traded Funds: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets as fair value as of December 31, 2023 and 2022:

Investments at estimated fair value as of December 31, 2023				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 11,888,573	\$ 11,888,573	\$ -	\$ -
Stable Value Fund*	124,460	-	-	-
Common Stock and Exchange				
Traded Funds	958,431	958,431	-	-
Total Investments	<u>\$ 12,971,464</u>	<u>\$ 12,847,004</u>	<u>\$ -</u>	<u>\$ -</u>
Investments at estimated fair value as of December 31, 2022				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 10,257,727	\$ 10,257,727	\$ -	\$ -
Stable Value Fund*	332,108	-	-	-
Common Stock and Exchange				
Traded Funds	638,181	638,181	-	-
Total Investments	<u>\$ 11,228,016</u>	<u>\$ 10,895,908</u>	<u>\$ -</u>	<u>\$ -</u>

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

** In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits. There were no unfunded commitments or liquidity or redemption restrictions related to the Stable Value Fund.*

Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C), pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following information included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as complete and accurate:

- Investments as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Net appreciation in fair value of investments and dividends and interest as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Investment information included in the Notes to Financial Statements;
- All investment information included in the Supplemental Schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2023.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information included in the financial statements and ERISA-required supplemental schedule.

Related Party Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid \$6,193 of administrative fees to the recordkeeper and Trustees for the year ended December 31, 2023. The Company provides certain administrative services at no cost to the Plan. If revenue is received by the Trustee from mutual fund service providers under a revenue sharing arrangement, the Trustee remits to the Plan on a quarterly basis. Such amounts are used to reduce Plan administrative expenses.

Notes to Financial Statements

December 31, 2023 and 2022

Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 30, 2020, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

During the Plan year ended December 31, 2023, the Plan Sponsor experienced a significant workforce reduction, resulting in the layoff of almost all employees at JD Tech Financing. Per Internal Revenue Service (IRS) guidelines, a partial plan termination is presumed to occur when more than 20% of plan participants are involuntarily terminated in a single plan. As a result of this event, the Plan has been determined to have undergone a partial Plan termination.

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and had an account balance as of the termination date.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

Excess Contribution Liabilities

The Plan failed the annual discrimination test for the year ended December 31, 2023. Excess contributions are recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant directed contributions for the year. The Plan will refund the amounts to the appropriate participants in 2025.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Termination

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and have an account balance as of the termination date.

Voluntary Compliance Program

Certain coding errors were identified relating to participant deferrals, matching contributions, and timely remittance issues. Additionally, the Company did not use the Plan's definition of compensation for calculating participant and employer contributions. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Company. The Company intends to make a voluntary submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and correction actions. An estimate of approximately \$161,000 is recorded as a corrective contribution receivable as of December 31, 2023. The estimate reflects a calculation from the DOL's Voluntary Fiduciary Correction Program (VFCP) Online Calculator. These amounts will be remitted by the Company and credited to participant accounts as soon as administratively possible, upon approval by the IRS. Any differences in the estimated and final correction methods, as agreed upon with the IRS, will be reflected in future years. All corrective action, as required by the IRS, will be taken by the Company. No provision for income taxes has been included in the Plan's financial statements related to the foregoing matters because the Company believes that the Plan continues to be qualified, and the tax status of the related trust continues to be exempt.

The Plan did not file a complete 5500 before the deadline. The Company was fined by the Department of Labor and the Plan Sponsor will pay the penalties associated with the filing. Management does not believe this will impact the Plan's qualified status.

Subsequent Events

The Plan evaluated subsequent events through October 23, 2025, the date the financial statements were issued.

The Plan did not file a complete 5500 before the deadline for the 2021, 2022, and 2023 Plan years. The Plan Sponsor will pay all fees and penalties associated with the filing. Management does not believe this will impact the Plan's qualified tax status.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
	Self-Directed Brokerage:		
*	Cash	Money Market Account	\$ 37,461
*	Exchange Traded Funds	Common Stock	251,016
*	Common Stock	Common Stock	707,415
*	Fidelity Advisor Stable Value II	Stable Value Fund	124,460
	iShares MSCI EAFE International Index Fund	Mutual Fund	3,910
	Invesco Global Opportunities Fund Class A	Mutual Fund	40,689
	iShares Russell Mid-Cap Index Fund	Mutual Fund	15,742
	iShares S&P 500 Index A	Mutual Fund	2,042,923
	Goldman Sachs Dynamic Global Equity Fund A	Mutual Fund	7,568
	Invesco Diversified Dividend Fund Class A	Mutual Fund	50,221
	Morgan Stanley Insight Fund A	Mutual Fund	255,651
	American Funds EuroPacific Growth Fund R4	Mutual Fund	3,898
	BNY Mellon Bond Market Index Fund	Mutual Fund	8,670
	Columbia Emerging Markets Fund I2	Mutual Fund	22,388
	Harbor Capital Appreciation Fund	Mutual Fund	822,829
	MFS Massachusetts Investors Trust R3	Mutual Fund	37,280
	Janus Henderson Triton S Fund	Mutual Fund	7,562
	PIMCO StocksPLUS Fund A	Mutual Fund	142,813
	MFS Mid-Cap Growth Fund R3	Mutual Fund	34,935
	JPMorgan U.S. Equity Fund R3	Mutual Fund	385,614
	PIMCO Income Fund Administrative	Mutual Fund	28,863
	iShares Russell 2000 Small-Cap Index Fund A	Mutual Fund	51,738
	Franklin Biotechnology Discovery Fund A	Mutual Fund	13,054
	American Beacon Small-Cap Value Fund A	Mutual Fund	4,470
	MFS Mid-Cap Value Fund R3	Mutual Fund	19,758
	Goldman Sachs Inflation Protected Securities Fund	Mutual Fund	49,481
*	Fidelity Advisor Freedom 2020 A	Mutual Fund	237,028
*	Fidelity Advisor Freedom 2040 A	Mutual Fund	1,022,036
*	Fidelity Advisors Freedom 2025 A	Mutual Fund	180,388
*	Fidelity Advisor Freedom 2035 A	Mutual Fund	78,761
*	Fidelity Advisor Strategic Dividend & Income Fund A	Mutual Fund	51,662

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN
EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
*	Fidelity Advisor Total Bond Fund A	Mutual Fund	11,074
*	Fidelity Advisor Freedom 2045 A	Mutual Fund	1,203,244
*	Fidelity Advisor Freedom 2050 A	Mutual Fund	3,118,242
*	Fidelity Advisor Freedom 2055 A	Mutual Fund	1,545,261
*	Fidelity Advisor Freedom 2060 A	Mutual Fund	344,128
			<u>\$ 12,971,464</u>

* Denotes a party-in-interest

** Historical cost is not required as all investments are participant directed

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Delinquent Contributions

December 31, 2023

Line 4a - Schedule of Delinquent Participant Contributions					
Year	Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Correction Pending Correction in VFCP	
2020	\$ 215,077	\$ 215,077	\$ -	\$ -	\$ -
2021	\$ 740,703	\$ 740,703	\$ -	\$ -	\$ -
2022	\$ 790,910	\$ 790,910	\$ -	\$ -	\$ -
2023	\$ 246,335	\$ 246,335	\$ -	\$ -	\$ -



**JD.COM AMERICAN TECHNOLOGIES CORPORATON 401(K)
PLAN**

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION**

December 31, 2023 and 2022

CONTENTS

	Page
Independent Auditors' Report	2 - 5
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15 - 16
Schedule H, Line 4a – Schedule of Delinquent Contributions	17



Independent Auditors' Report

To the Plan Administrator of
JD.Com American Technologies Corporation 401(k) Plan
Mountain View, CA

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of JD.Com American Technologies Corporation 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of JD.Com American Technologies Corporation 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of JD.Com American Technologies Corporation 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 JD.Com American Technologies Corporation 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in dark ink that reads "PW Partners, LLC". The letters are stylized and cursive.

Columbus, Ohio
October 23, 2025

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments at fair value	<u>\$ 12,971,464</u>	<u>\$ 11,228,016</u>
Total investments at fair value	<u>12,971,464</u>	<u>11,228,016</u>
Receivables:		
Participant contribution receivable	37,596	12,588
Corrective contribution receivable	161,036	139,417
Employer contribution receivable	<u>19,763</u>	<u>5,173</u>
Total receivables	<u>218,395</u>	<u>157,178</u>
TOTAL ASSETS	<u>13,189,859</u>	<u>11,385,194</u>
LIABILITIES		
Refunds of excess contributions	<u>10,559</u>	<u>11,881</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 13,179,300</u>	<u>\$ 11,373,313</u>

The accompanying notes are an integral part of the financial statements.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2023

	<u>2023</u>
Additions to Net Assets Attributed to:	
Interest and dividends	\$ 161,623
Net appreciation in fair value of investments	<u>2,516,851</u>
Total investment income	<u>2,678,474</u>
Participants' contributions	229,808
Employer's contributions	102,661
Corrective contributions	<u>21,619</u>
Total contributions	<u>354,088</u>
Total additions	<u>3,032,562</u>
Deductions from Net Assets Attributed to:	
Administrative expenses	6,193
Benefits paid to participants	<u>1,220,382</u>
Total deductions	<u>1,226,575</u>
Net increase	1,805,987
Net Assets Available for Benefits:	
Beginning of Year	<u>11,373,313</u>
End of Year	<u><u>\$ 13,179,300</u></u>

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description

The following description of JD.Com American Technologies Corporation (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, except for union employees and non-resident aliens, of the Company, who are age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2020, the Plan was amended to allow related companies to participate in the Plan. JD E-Commerce America Limited and JD Finance America Corporation signed participating employer agreements on January 1, 2020, and \$439,748 of assets were transferred into the Plan.

Contributions

Each year, participants may authorize payroll deductions up to 100% of compensation as before-tax contributions and after-tax Roth contributions up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

For 2023, the Company elected to make discretionary matching contributions of 100% of deferrals up to 6% of compensation. The matching contributions totaled \$102,661 for 2023. Participants may allocate their contributions among various investment funds offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Company's contribution, and allocation of (a) Plan earnings and losses and (b) administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

A participant may direct contributions in any of the investment funds offered by the Plan. Participants may change their investment options at any time.

Payment of Benefits

Upon separation from service, participants may choose to have vested benefits paid in a lump-sum or in periodic payments, as defined by the Plan.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description (continued)

Vesting

Participants are immediately 100% vested in their contributions, the safe harbor matching contributions, and discretionary matching contributions plus actual earnings. Vesting in the Company non-elective contributions is as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Summary of Significant Accounting Principles

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. 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. The Plan's Administrative Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Fair Value Measurements footnote for discussion of fair value measurements.

Net appreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits and includes realized gains and losses on investments bought and sold and the change in appreciation from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the participant, as provided by the Plan agreement. Other expenses, including management fees, are borne by the Company.

Notes to Financial Statements

December 31, 2023 and 2022

Summary of Significant Accounting Principles (continued)

Forfeited Accounts

Forfeited non-vested accounts are utilized to pay reasonable Plan expenses and remaining forfeitures will be used to reduce future Company contributions payable under the Plan.

Fair Value Measurements

ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measure at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022:

Mutual Funds and Money Market Accounts: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

Stable Value Fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in an orderly business manner.

Common Stocks and Exchange Traded Funds: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets as fair value as of December 31, 2023 and 2022:

Investments at estimated fair value as of December 31, 2023				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 11,888,573	\$ 11,888,573	\$ -	\$ -
Stable Value Fund*	124,460	-	-	-
Common Stock and Exchange				
Traded Funds	958,431	958,431	-	-
Total Investments	<u>\$ 12,971,464</u>	<u>\$ 12,847,004</u>	<u>\$ -</u>	<u>\$ -</u>
Investments at estimated fair value as of December 31, 2022				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 10,257,727	\$ 10,257,727	\$ -	\$ -
Stable Value Fund*	332,108	-	-	-
Common Stock and Exchange				
Traded Funds	638,181	638,181	-	-
Total Investments	<u>\$ 11,228,016</u>	<u>\$ 10,895,908</u>	<u>\$ -</u>	<u>\$ -</u>

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

** In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits. There were no unfunded commitments or liquidity or redemption restrictions related to the Stable Value Fund.*

Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C), pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following information included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as complete and accurate:

- Investments as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Net appreciation in fair value of investments and dividends and interest as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Investment information included in the Notes to Financial Statements;
- All investment information included in the Supplemental Schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2023.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information included in the financial statements and ERISA-required supplemental schedule.

Related Party Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid \$6,193 of administrative fees to the recordkeeper and Trustees for the year ended December 31, 2023. The Company provides certain administrative services at no cost to the Plan. If revenue is received by the Trustee from mutual fund service providers under a revenue sharing arrangement, the Trustee remits to the Plan on a quarterly basis. Such amounts are used to reduce Plan administrative expenses.

Notes to Financial Statements

December 31, 2023 and 2022

Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 30, 2020, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

During the Plan year ended December 31, 2023, the Plan Sponsor experienced a significant workforce reduction, resulting in the layoff of almost all employees at JD Tech Financing. Per Internal Revenue Service (IRS) guidelines, a partial plan termination is presumed to occur when more than 20% of plan participants are involuntarily terminated in a single plan. As a result of this event, the Plan has been determined to have undergone a partial Plan termination.

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and had an account balance as of the termination date.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

Excess Contribution Liabilities

The Plan failed the annual discrimination test for the year ended December 31, 2023. Excess contributions are recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant directed contributions for the year. The Plan will refund the amounts to the appropriate participants in 2025.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Termination

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and have an account balance as of the termination date.

Voluntary Compliance Program

Certain coding errors were identified relating to participant deferrals, matching contributions, and timely remittance issues. Additionally, the Company did not use the Plan's definition of compensation for calculating participant and employer contributions. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Company. The Company intends to make a voluntary submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and correction actions. An estimate of approximately \$161,000 is recorded as a corrective contribution receivable as of December 31, 2023. The estimate reflects a calculation from the DOL's Voluntary Fiduciary Correction Program (VFCP) Online Calculator. These amounts will be remitted by the Company and credited to participant accounts as soon as administratively possible, upon approval by the IRS. Any differences in the estimated and final correction methods, as agreed upon with the IRS, will be reflected in future years. All corrective action, as required by the IRS, will be taken by the Company. No provision for income taxes has been included in the Plan's financial statements related to the foregoing matters because the Company believes that the Plan continues to be qualified, and the tax status of the related trust continues to be exempt.

The Plan did not file a complete 5500 before the deadline. The Company was fined by the Department of Labor and the Plan Sponsor will pay the penalties associated with the filing. Management does not believe this will impact the Plan's qualified status.

Subsequent Events

The Plan evaluated subsequent events through October 23, 2025, the date the financial statements were issued.

The Plan did not file a complete 5500 before the deadline for the 2021, 2022, and 2023 Plan years. The Plan Sponsor will pay all fees and penalties associated with the filing. Management does not believe this will impact the Plan's qualified tax status.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
	Self-Directed Brokerage:		
*	Cash	Money Market Account	\$ 37,461
*	Exchange Traded Funds	Common Stock	251,016
*	Common Stock	Common Stock	707,415
*	Fidelity Advisor Stable Value II	Stable Value Fund	124,460
	iShares MSCI EAFE International Index Fund	Mutual Fund	3,910
	Invesco Global Opportunities Fund Class A	Mutual Fund	40,689
	iShares Russell Mid-Cap Index Fund	Mutual Fund	15,742
	iShares S&P 500 Index A	Mutual Fund	2,042,923
	Goldman Sachs Dynamic Global Equity Fund A	Mutual Fund	7,568
	Invesco Diversified Dividend Fund Class A	Mutual Fund	50,221
	Morgan Stanley Insight Fund A	Mutual Fund	255,651
	American Funds EuroPacific Growth Fund R4	Mutual Fund	3,898
	BNY Mellon Bond Market Index Fund	Mutual Fund	8,670
	Columbia Emerging Markets Fund I2	Mutual Fund	22,388
	Harbor Capital Appreciation Fund	Mutual Fund	822,829
	MFS Massachusetts Investors Trust R3	Mutual Fund	37,280
	Janus Henderson Triton S Fund	Mutual Fund	7,562
	PIMCO StocksPLUS Fund A	Mutual Fund	142,813
	MFS Mid-Cap Growth Fund R3	Mutual Fund	34,935
	JPMorgan U.S. Equity Fund R3	Mutual Fund	385,614
	PIMCO Income Fund Administrative	Mutual Fund	28,863
	iShares Russell 2000 Small-Cap Index Fund A	Mutual Fund	51,738
	Franklin Biotechnology Discovery Fund A	Mutual Fund	13,054
	American Beacon Small-Cap Value Fund A	Mutual Fund	4,470
	MFS Mid-Cap Value Fund R3	Mutual Fund	19,758
	Goldman Sachs Inflation Protected Securities Fund	Mutual Fund	49,481
*	Fidelity Advisor Freedom 2020 A	Mutual Fund	237,028
*	Fidelity Advisor Freedom 2040 A	Mutual Fund	1,022,036
*	Fidelity Advisors Freedom 2025 A	Mutual Fund	180,388
*	Fidelity Advisor Freedom 2035 A	Mutual Fund	78,761
*	Fidelity Advisor Strategic Dividend & Income Fund A	Mutual Fund	51,662

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN
EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
*	Fidelity Advisor Total Bond Fund A	Mutual Fund	11,074
*	Fidelity Advisor Freedom 2045 A	Mutual Fund	1,203,244
*	Fidelity Advisor Freedom 2050 A	Mutual Fund	3,118,242
*	Fidelity Advisor Freedom 2055 A	Mutual Fund	1,545,261
*	Fidelity Advisor Freedom 2060 A	Mutual Fund	344,128
			<u>\$ 12,971,464</u>

* Denotes a party-in-interest

** Historical cost is not required as all investments are participant directed

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Delinquent Contributions

December 31, 2023

Line 4a - Schedule of Delinquent Participant Contributions					
Year	Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Correction Pending Correction in VFCP	
2020	\$ 215,077	\$ 215,077	\$ -	\$ -	\$ -
2021	\$ 740,703	\$ 740,703	\$ -	\$ -	\$ -
2022	\$ 790,910	\$ 790,910	\$ -	\$ -	\$ -
2023	\$ 246,335	\$ 246,335	\$ -	\$ -	\$ -



**JD.COM AMERICAN TECHNOLOGIES CORPORATON 401(K)
PLAN**

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION**

December 31, 2023 and 2022

CONTENTS

	Page
Independent Auditors' Report	2 - 5
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15 - 16
Schedule H, Line 4a – Schedule of Delinquent Contributions	17



Independent Auditors' Report

To the Plan Administrator of
JD.Com American Technologies Corporation 401(k) Plan
Mountain View, CA

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of JD.Com American Technologies Corporation 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of JD.Com American Technologies Corporation 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of JD.Com American Technologies Corporation 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 JD.Com American Technologies Corporation 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in dark ink that reads "PW Partners, LLC". The letters are cursive and somewhat stylized.

Columbus, Ohio
October 23, 2025

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments at fair value	<u>\$ 12,971,464</u>	<u>\$ 11,228,016</u>
Total investments at fair value	<u>12,971,464</u>	<u>11,228,016</u>
Receivables:		
Participant contribution receivable	37,596	12,588
Corrective contribution receivable	161,036	139,417
Employer contribution receivable	<u>19,763</u>	<u>5,173</u>
Total receivables	<u>218,395</u>	<u>157,178</u>
TOTAL ASSETS	<u>13,189,859</u>	<u>11,385,194</u>
LIABILITIES		
Refunds of excess contributions	<u>10,559</u>	<u>11,881</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,179,300</u></u>	<u><u>\$ 11,373,313</u></u>

The accompanying notes are an integral part of the financial statements.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2023

	2023
Additions to Net Assets Attributed to:	
Interest and dividends	\$ 161,623
Net appreciation in fair value of investments	2,516,851
Total investment income	2,678,474
Participants' contributions	229,808
Employer's contributions	102,661
Corrective contributions	21,619
Total contributions	354,088
Total additions	3,032,562
Deductions from Net Assets Attributed to:	
Administrative expenses	6,193
Benefits paid to participants	1,220,382
Total deductions	1,226,575
Net increase	1,805,987
Net Assets Available for Benefits:	
Beginning of Year	11,373,313
End of Year	\$ 13,179,300

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description

The following description of JD.Com American Technologies Corporation (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, except for union employees and non-resident aliens, of the Company, who are age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2020, the Plan was amended to allow related companies to participate in the Plan. JD E-Commerce America Limited and JD Finance America Corporation signed participating employer agreements on January 1, 2020, and \$439,748 of assets were transferred into the Plan.

Contributions

Each year, participants may authorize payroll deductions up to 100% of compensation as before-tax contributions and after-tax Roth contributions up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

For 2023, the Company elected to make discretionary matching contributions of 100% of deferrals up to 6% of compensation. The matching contributions totaled \$102,661 for 2023. Participants may allocate their contributions among various investment funds offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Company's contribution, and allocation of (a) Plan earnings and losses and (b) administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

A participant may direct contributions in any of the investment funds offered by the Plan. Participants may change their investment options at any time.

Payment of Benefits

Upon separation from service, participants may choose to have vested benefits paid in a lump-sum or in periodic payments, as defined by the Plan.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description (continued)

Vesting

Participants are immediately 100% vested in their contributions, the safe harbor matching contributions, and discretionary matching contributions plus actual earnings. Vesting in the Company non-elective contributions is as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Summary of Significant Accounting Principles

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. 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. The Plan's Administrative Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Fair Value Measurements footnote for discussion of fair value measurements.

Net appreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits and includes realized gains and losses on investments bought and sold and the change in appreciation from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the participant, as provided by the Plan agreement. Other expenses, including management fees, are borne by the Company.

Notes to Financial Statements

December 31, 2023 and 2022

Summary of Significant Accounting Principles (continued)

Forfeited Accounts

Forfeited non-vested accounts are utilized to pay reasonable Plan expenses and remaining forfeitures will be used to reduce future Company contributions payable under the Plan.

Fair Value Measurements

ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measure at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022:

Mutual Funds and Money Market Accounts: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

Stable Value Fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in an orderly business manner.

Common Stocks and Exchange Traded Funds: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets as fair value as of December 31, 2023 and 2022:

Investments at estimated fair value as of December 31, 2023				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 11,888,573	\$ 11,888,573	\$ -	\$ -
Stable Value Fund*	124,460	-	-	-
Common Stock and Exchange				
Traded Funds	958,431	958,431	-	-
Total Investments	<u>\$ 12,971,464</u>	<u>\$ 12,847,004</u>	<u>\$ -</u>	<u>\$ -</u>
Investments at estimated fair value as of December 31, 2022				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 10,257,727	\$ 10,257,727	\$ -	\$ -
Stable Value Fund*	332,108	-	-	-
Common Stock and Exchange				
Traded Funds	638,181	638,181	-	-
Total Investments	<u>\$ 11,228,016</u>	<u>\$ 10,895,908</u>	<u>\$ -</u>	<u>\$ -</u>

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

** In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits. There were no unfunded commitments or liquidity or redemption restrictions related to the Stable Value Fund.*

Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C), pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following information included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as complete and accurate:

- Investments as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Net appreciation in fair value of investments and dividends and interest as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Investment information included in the Notes to Financial Statements;
- All investment information included in the Supplemental Schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2023.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information included in the financial statements and ERISA-required supplemental schedule.

Related Party Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid \$6,193 of administrative fees to the recordkeeper and Trustees for the year ended December 31, 2023. The Company provides certain administrative services at no cost to the Plan. If revenue is received by the Trustee from mutual fund service providers under a revenue sharing arrangement, the Trustee remits to the Plan on a quarterly basis. Such amounts are used to reduce Plan administrative expenses.

Notes to Financial Statements

December 31, 2023 and 2022

Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 30, 2020, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

During the Plan year ended December 31, 2023, the Plan Sponsor experienced a significant workforce reduction, resulting in the layoff of almost all employees at JD Tech Financing. Per Internal Revenue Service (IRS) guidelines, a partial plan termination is presumed to occur when more than 20% of plan participants are involuntarily terminated in a single plan. As a result of this event, the Plan has been determined to have undergone a partial Plan termination.

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and had an account balance as of the termination date.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

Excess Contribution Liabilities

The Plan failed the annual discrimination test for the year ended December 31, 2023. Excess contributions are recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant directed contributions for the year. The Plan will refund the amounts to the appropriate participants in 2025.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Termination

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and have an account balance as of the termination date.

Voluntary Compliance Program

Certain coding errors were identified relating to participant deferrals, matching contributions, and timely remittance issues. Additionally, the Company did not use the Plan's definition of compensation for calculating participant and employer contributions. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Company. The Company intends to make a voluntary submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and correction actions. An estimate of approximately \$161,000 is recorded as a corrective contribution receivable as of December 31, 2023. The estimate reflects a calculation from the DOL's Voluntary Fiduciary Correction Program (VFCP) Online Calculator. These amounts will be remitted by the Company and credited to participant accounts as soon as administratively possible, upon approval by the IRS. Any differences in the estimated and final correction methods, as agreed upon with the IRS, will be reflected in future years. All corrective action, as required by the IRS, will be taken by the Company. No provision for income taxes has been included in the Plan's financial statements related to the foregoing matters because the Company believes that the Plan continues to be qualified, and the tax status of the related trust continues to be exempt.

The Plan did not file a complete 5500 before the deadline. The Company was fined by the Department of Labor and the Plan Sponsor will pay the penalties associated with the filing. Management does not believe this will impact the Plan's qualified status.

Subsequent Events

The Plan evaluated subsequent events through October 23, 2025, the date the financial statements were issued.

The Plan did not file a complete 5500 before the deadline for the 2021, 2022, and 2023 Plan years. The Plan Sponsor will pay all fees and penalties associated with the filing. Management does not believe this will impact the Plan's qualified tax status.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
	Self-Directed Brokerage:		
*	Cash	Money Market Account	\$ 37,461
*	Exchange Traded Funds	Common Stock	251,016
*	Common Stock	Common Stock	707,415
*	Fidelity Advisor Stable Value II	Stable Value Fund	124,460
	iShares MSCI EAFE International Index Fund	Mutual Fund	3,910
	Invesco Global Opportunities Fund Class A	Mutual Fund	40,689
	iShares Russell Mid-Cap Index Fund	Mutual Fund	15,742
	iShares S&P 500 Index A	Mutual Fund	2,042,923
	Goldman Sachs Dynamic Global Equity Fund A	Mutual Fund	7,568
	Invesco Diversified Dividend Fund Class A	Mutual Fund	50,221
	Morgan Stanley Insight Fund A	Mutual Fund	255,651
	American Funds EuroPacific Growth Fund R4	Mutual Fund	3,898
	BNY Mellon Bond Market Index Fund	Mutual Fund	8,670
	Columbia Emerging Markets Fund I2	Mutual Fund	22,388
	Harbor Capital Appreciation Fund	Mutual Fund	822,829
	MFS Massachusetts Investors Trust R3	Mutual Fund	37,280
	Janus Henderson Triton S Fund	Mutual Fund	7,562
	PIMCO StocksPLUS Fund A	Mutual Fund	142,813
	MFS Mid-Cap Growth Fund R3	Mutual Fund	34,935
	JPMorgan U.S. Equity Fund R3	Mutual Fund	385,614
	PIMCO Income Fund Administrative	Mutual Fund	28,863
	iShares Russell 2000 Small-Cap Index Fund A	Mutual Fund	51,738
	Franklin Biotechnology Discovery Fund A	Mutual Fund	13,054
	American Beacon Small-Cap Value Fund A	Mutual Fund	4,470
	MFS Mid-Cap Value Fund R3	Mutual Fund	19,758
	Goldman Sachs Inflation Protected Securities Fund	Mutual Fund	49,481
*	Fidelity Advisor Freedom 2020 A	Mutual Fund	237,028
*	Fidelity Advisor Freedom 2040 A	Mutual Fund	1,022,036
*	Fidelity Advisors Freedom 2025 A	Mutual Fund	180,388
*	Fidelity Advisor Freedom 2035 A	Mutual Fund	78,761
*	Fidelity Advisor Strategic Dividend & Income Fund A	Mutual Fund	51,662

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN
EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
*	Fidelity Advisor Total Bond Fund A	Mutual Fund	11,074
*	Fidelity Advisor Freedom 2045 A	Mutual Fund	1,203,244
*	Fidelity Advisor Freedom 2050 A	Mutual Fund	3,118,242
*	Fidelity Advisor Freedom 2055 A	Mutual Fund	1,545,261
*	Fidelity Advisor Freedom 2060 A	Mutual Fund	344,128
			<u>\$ 12,971,464</u>

* Denotes a party-in-interest

** Historical cost is not required as all investments are participant directed

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Delinquent Contributions

December 31, 2023

Line 4a - Schedule of Delinquent Participant Contributions					
Year	Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Correction Pending Correction in VFCP	
2020	\$ 215,077	\$ 215,077	\$ -	\$ -	\$ -
2021	\$ 740,703	\$ 740,703	\$ -	\$ -	\$ -
2022	\$ 790,910	\$ 790,910	\$ -	\$ -	\$ -
2023	\$ 246,335	\$ 246,335	\$ -	\$ -	\$ -



**JD.COM AMERICAN TECHNOLOGIES CORPORATON 401(K)
PLAN**

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION**

December 31, 2023 and 2022

CONTENTS

	Page
Independent Auditors' Report	2 - 5
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15 - 16
Schedule H, Line 4a – Schedule of Delinquent Contributions	17



Independent Auditors' Report

To the Plan Administrator of
JD.Com American Technologies Corporation 401(k) Plan
Mountain View, CA

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of JD.Com American Technologies Corporation 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of JD.Com American Technologies Corporation 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of JD.Com American Technologies Corporation 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 JD.Com American Technologies Corporation 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about JD.Com American Technologies Corporation 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in dark ink that reads "PW Partners, LLC". The letters are stylized and cursive.

Columbus, Ohio
October 23, 2025

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments at fair value	<u>\$ 12,971,464</u>	<u>\$ 11,228,016</u>
Total investments at fair value	<u>12,971,464</u>	<u>11,228,016</u>
Receivables:		
Participant contribution receivable	37,596	12,588
Corrective contribution receivable	161,036	139,417
Employer contribution receivable	<u>19,763</u>	<u>5,173</u>
Total receivables	<u>218,395</u>	<u>157,178</u>
TOTAL ASSETS	<u>13,189,859</u>	<u>11,385,194</u>
LIABILITIES		
Refunds of excess contributions	<u>10,559</u>	<u>11,881</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,179,300</u></u>	<u><u>\$ 11,373,313</u></u>

The accompanying notes are an integral part of the financial statements.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2023

	2023
Additions to Net Assets Attributed to:	
Interest and dividends	\$ 161,623
Net appreciation in fair value of investments	2,516,851
Total investment income	2,678,474
Participants' contributions	229,808
Employer's contributions	102,661
Corrective contributions	21,619
Total contributions	354,088
Total additions	3,032,562
Deductions from Net Assets Attributed to:	
Administrative expenses	6,193
Benefits paid to participants	1,220,382
Total deductions	1,226,575
Net increase	1,805,987
Net Assets Available for Benefits:	
Beginning of Year	11,373,313
End of Year	\$ 13,179,300

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description

The following description of JD.Com American Technologies Corporation (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, except for union employees and non-resident aliens, of the Company, who are age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2020, the Plan was amended to allow related companies to participate in the Plan. JD E-Commerce America Limited and JD Finance America Corporation signed participating employer agreements on January 1, 2020, and \$439,748 of assets were transferred into the Plan.

Contributions

Each year, participants may authorize payroll deductions up to 100% of compensation as before-tax contributions and after-tax Roth contributions up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

For 2023, the Company elected to make discretionary matching contributions of 100% of deferrals up to 6% of compensation. The matching contributions totaled \$102,661 for 2023. Participants may allocate their contributions among various investment funds offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Company's contribution, and allocation of (a) Plan earnings and losses and (b) administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

A participant may direct contributions in any of the investment funds offered by the Plan. Participants may change their investment options at any time.

Payment of Benefits

Upon separation from service, participants may choose to have vested benefits paid in a lump-sum or in periodic payments, as defined by the Plan.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Description (continued)

Vesting

Participants are immediately 100% vested in their contributions, the safe harbor matching contributions, and discretionary matching contributions plus actual earnings. Vesting in the Company non-elective contributions is as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Summary of Significant Accounting Principles

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. 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. The Plan's Administrative Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Fair Value Measurements footnote for discussion of fair value measurements.

Net appreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits and includes realized gains and losses on investments bought and sold and the change in appreciation from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the participant, as provided by the Plan agreement. Other expenses, including management fees, are borne by the Company.

Notes to Financial Statements

December 31, 2023 and 2022

Summary of Significant Accounting Principles (continued)

Forfeited Accounts

Forfeited non-vested accounts are utilized to pay reasonable Plan expenses and remaining forfeitures will be used to reduce future Company contributions payable under the Plan.

Fair Value Measurements

ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measure at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022:

Mutual Funds and Money Market Accounts: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

Stable Value Fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in an orderly business manner.

Common Stocks and Exchange Traded Funds: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets as fair value as of December 31, 2023 and 2022:

Investments at estimated fair value as of December 31, 2023				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 11,888,573	\$ 11,888,573	\$ -	\$ -
Stable Value Fund*	124,460	-	-	-
Common Stock and Exchange				
Traded Funds	958,431	958,431	-	-
Total Investments	<u>\$ 12,971,464</u>	<u>\$ 12,847,004</u>	<u>\$ -</u>	<u>\$ -</u>
Investments at estimated fair value as of December 31, 2022				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds and Money				
Market Accounts	\$ 10,257,727	\$ 10,257,727	\$ -	\$ -
Stable Value Fund*	332,108	-	-	-
Common Stock and Exchange				
Traded Funds	638,181	638,181	-	-
Total Investments	<u>\$ 11,228,016</u>	<u>\$ 10,895,908</u>	<u>\$ -</u>	<u>\$ -</u>

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Measurements (continued)

** In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits. There were no unfunded commitments or liquidity or redemption restrictions related to the Stable Value Fund.*

Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C), pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following information included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as complete and accurate:

- Investments as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Net appreciation in fair value of investments and dividends and interest as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Investment information included in the Notes to Financial Statements;
- All investment information included in the Supplemental Schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2023.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information included in the financial statements and ERISA-required supplemental schedule.

Related Party Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid \$6,193 of administrative fees to the recordkeeper and Trustees for the year ended December 31, 2023. The Company provides certain administrative services at no cost to the Plan. If revenue is received by the Trustee from mutual fund service providers under a revenue sharing arrangement, the Trustee remits to the Plan on a quarterly basis. Such amounts are used to reduce Plan administrative expenses.

Notes to Financial Statements

December 31, 2023 and 2022

Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 30, 2020, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

During the Plan year ended December 31, 2023, the Plan Sponsor experienced a significant workforce reduction, resulting in the layoff of almost all employees at JD Tech Financing. Per Internal Revenue Service (IRS) guidelines, a partial plan termination is presumed to occur when more than 20% of plan participants are involuntarily terminated in a single plan. As a result of this event, the Plan has been determined to have undergone a partial Plan termination.

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and had an account balance as of the termination date.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

Excess Contribution Liabilities

The Plan failed the annual discrimination test for the year ended December 31, 2023. Excess contributions are recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant directed contributions for the year. The Plan will refund the amounts to the appropriate participants in 2025.

Notes to Financial Statements

December 31, 2023 and 2022

Plan Termination

In accordance with IRS regulations, all affected participants who terminated employment during the Plan year and maintained an account balance as of the partial termination date became 100% vested in their employer contribution accounts, regardless of the Plan's standard vesting schedule. Affected participants include those who were involuntarily terminated due to the layoff, as well as any other participants who left employment for any reason during the Plan year and have an account balance as of the termination date.

Voluntary Compliance Program

Certain coding errors were identified relating to participant deferrals, matching contributions, and timely remittance issues. Additionally, the Company did not use the Plan's definition of compensation for calculating participant and employer contributions. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Company. The Company intends to make a voluntary submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and correction actions. An estimate of approximately \$161,000 is recorded as a corrective contribution receivable as of December 31, 2023. The estimate reflects a calculation from the DOL's Voluntary Fiduciary Correction Program (VFCP) Online Calculator. These amounts will be remitted by the Company and credited to participant accounts as soon as administratively possible, upon approval by the IRS. Any differences in the estimated and final correction methods, as agreed upon with the IRS, will be reflected in future years. All corrective action, as required by the IRS, will be taken by the Company. No provision for income taxes has been included in the Plan's financial statements related to the foregoing matters because the Company believes that the Plan continues to be qualified, and the tax status of the related trust continues to be exempt.

The Plan did not file a complete 5500 before the deadline. The Company was fined by the Department of Labor and the Plan Sponsor will pay the penalties associated with the filing. Management does not believe this will impact the Plan's qualified status.

Subsequent Events

The Plan evaluated subsequent events through October 23, 2025, the date the financial statements were issued.

The Plan did not file a complete 5500 before the deadline for the 2021, 2022, and 2023 Plan years. The Plan Sponsor will pay all fees and penalties associated with the filing. Management does not believe this will impact the Plan's qualified tax status.

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
	Self-Directed Brokerage:		
*	Cash	Money Market Account	\$ 37,461
*	Exchange Traded Funds	Common Stock	251,016
*	Common Stock	Common Stock	707,415
*	Fidelity Advisor Stable Value II	Stable Value Fund	124,460
	iShares MSCI EAFE International Index Fund	Mutual Fund	3,910
	Invesco Global Opportunities Fund Class A	Mutual Fund	40,689
	iShares Russell Mid-Cap Index Fund	Mutual Fund	15,742
	iShares S&P 500 Index A	Mutual Fund	2,042,923
	Goldman Sachs Dynamic Global Equity Fund A	Mutual Fund	7,568
	Invesco Diversified Dividend Fund Class A	Mutual Fund	50,221
	Morgan Stanley Insight Fund A	Mutual Fund	255,651
	American Funds EuroPacific Growth Fund R4	Mutual Fund	3,898
	BNY Mellon Bond Market Index Fund	Mutual Fund	8,670
	Columbia Emerging Markets Fund I2	Mutual Fund	22,388
	Harbor Capital Appreciation Fund	Mutual Fund	822,829
	MFS Massachusetts Investors Trust R3	Mutual Fund	37,280
	Janus Henderson Triton S Fund	Mutual Fund	7,562
	PIMCO StocksPLUS Fund A	Mutual Fund	142,813
	MFS Mid-Cap Growth Fund R3	Mutual Fund	34,935
	JPMorgan U.S. Equity Fund R3	Mutual Fund	385,614
	PIMCO Income Fund Administrative	Mutual Fund	28,863
	iShares Russell 2000 Small-Cap Index Fund A	Mutual Fund	51,738
	Franklin Biotechnology Discovery Fund A	Mutual Fund	13,054
	American Beacon Small-Cap Value Fund A	Mutual Fund	4,470
	MFS Mid-Cap Value Fund R3	Mutual Fund	19,758
	Goldman Sachs Inflation Protected Securities Fund	Mutual Fund	49,481
*	Fidelity Advisor Freedom 2020 A	Mutual Fund	237,028
*	Fidelity Advisor Freedom 2040 A	Mutual Fund	1,022,036
*	Fidelity Advisors Freedom 2025 A	Mutual Fund	180,388
*	Fidelity Advisor Freedom 2035 A	Mutual Fund	78,761
*	Fidelity Advisor Strategic Dividend & Income Fund A	Mutual Fund	51,662

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN
EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
*	Fidelity Advisor Total Bond Fund A	Mutual Fund	11,074
*	Fidelity Advisor Freedom 2045 A	Mutual Fund	1,203,244
*	Fidelity Advisor Freedom 2050 A	Mutual Fund	3,118,242
*	Fidelity Advisor Freedom 2055 A	Mutual Fund	1,545,261
*	Fidelity Advisor Freedom 2060 A	Mutual Fund	344,128
			<u>\$ 12,971,464</u>

* Denotes a party-in-interest

** Historical cost is not required as all investments are participant directed

JD.COM AMERICAN TECHNOLOGIES CORPORATION 401(K) PLAN

EIN: 46-4193071 PLAN: #001

Schedule H, Line 4i - Schedule of Delinquent Contributions

December 31, 2023

Line 4a - Schedule of Delinquent Participant Contributions					
Year	Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Correction Pending Correction in VFCP	
2020	\$ 215,077	\$ 215,077	\$ -	\$ -	\$ -
2021	\$ 740,703	\$ 740,703	\$ -	\$ -	\$ -
2022	\$ 790,910	\$ 790,910	\$ -	\$ -	\$ -
2023	\$ 246,335	\$ 246,335	\$ -	\$ -	\$ -