

FURTHER INFORMATION ABOUT US

Our Incorporation

We were incorporated in the Cayman Islands under Cayman Companies Law as an exempted company with limited liability on December 17, 2013. We have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance with an address at Suite 3602, 36/F, AIA Kowloon Tower, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong. Tsang Wan Ling has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As we were incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles of Association are subject to the relevant laws and regulations of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and of the Memorandum and Articles of Association is set out in “Summary of our Constitution of and Cayman Companies Law” in Appendix III.

Changes in Our Share Capital

As at the Latest Practicable Date, we had an authorized share capital of US\$50,000 divided into 500,000,000 shares comprising of 470,000,000 Class A ordinary shares with a par value of US\$0.0001 each and 30,000,000 Class B ordinary shares with a par value of US\$0.0001 each, and we had 189,446,458 ordinary shares issued and outstanding, including 176,145,720 Class A ordinary shares and 13,300,738 Class B ordinary shares.

The following tables set out the changes in the share capital of our Company during the periods presented in this prospectus:

	Fiscal year ended December 31, 2017		
	Class A ordinary shares	Class B ordinary shares	Shareholders' Equity⁽¹⁾
			<i>(US\$)</i>
Balances as at January 1, 2017	146,111,244	13,300,738	15,941
Issuance of Shares	6,713,415	–	672
Balances as at December 31, 2017	<u>152,824,659</u>	<u>13,300,738</u>	<u>16,613</u>

	Fiscal year ended December 31, 2018		
	Class A ordinary shares	Class B ordinary shares	Shareholders' Equity⁽¹⁾
			<i>(US\$)</i>
Balances as at January 1, 2018	152,824,659	13,300,738	16,613
Issuance of Shares	6,423,214	–	642
Balances as at December 31, 2018	<u>159,247,873</u>	<u>13,300,738</u>	<u>17,255</u>
	Fiscal year ended December 31, 2019		
	Class A ordinary shares	Class B ordinary shares	Shareholders' Equity⁽¹⁾
			<i>(US\$)</i>
Balances as at January 1, 2019	159,247,873	13,300,738	17,255
Issuance of Shares	15,671,056	–	1,567
Balances as at December 31, 2019	<u>174,918,929</u>	<u>13,300,738</u>	<u>18,822</u>
	Six months ended June 30, 2020		
	Class A ordinary shares	Class B ordinary shares	Shareholders' Equity⁽¹⁾
			<i>(US\$)</i>
Balances as at January 1, 2020	174,918,929	13,300,738	18,822
Issuance of Shares	1,058,917	–	106
Balances as at June 30, 2020	<u>175,977,846</u>	<u>13,300,738</u>	<u>18,928</u>

(1) Calculated based on a par value of US\$0.0001 per Share.

Changes in the Share Capital of Our Major Subsidiaries

The following alterations in the share capital of our Major Subsidiaries have taken place within the two years immediately preceding the date of this prospectus:

Shanghai Baozun

On September 29, 2018, the registered capital of Shanghai Baozun was increased from RMB550 million to RMB1 billion.

On November 27, 2019, the registered capital of Shanghai Baozun was increased from RMB1 billion to RMB1.3 billion.

On January 3, 2020, the registered capital of Shanghai Baozun was increased from RMB1.3 billion to RMB1.8 billion.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts




The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this prospectus and are or may be material, as well as contracts required to be disclosed pursuant to the Hong Kong Stock Exchange's Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3:

- an exclusive technology and services agreement entered into between Shanghai Zunyi Business Consulting Ltd. (上海尊溢商務信息諮詢有限公司) (“**Shanghai Zunyi**”) and Shanghai Baozun E-Commerce Limited (上海寶尊電子商務有限公司) (“**Shanghai Baozun**”) dated April 1, 2014, pursuant to which Shanghai Zunyi shall engage Shanghai Baozun, on an exclusive basis, to provide services including but not limited to, licensing of software, providing consulting services for procurement of equipment, hardware and software system, and daily management and maintenance of computer internet equipment to Shanghai Zunyi in return for service fees;
- an exclusive call option agreement entered into between Wenbin Qiu (仇文彬), Qingyu Zhang (張清宇), Shanghai Baozun and Shanghai Zunyi dated April 1, 2014, pursuant to which (i) Wenbin Qiu (仇文彬) and Qingyu Zhang (張清宇) severally and jointly agreed to grant, irrevocably, unconditionally and exclusively, an equity transfer option to Shanghai Baozun whereby Shanghai Baozun shall be entitled, to the extent permissible by PRC laws, to request Wenbin Qiu (仇文彬) and Qingyu Zhang (張清宇) to transfer all or part of their equity interests in the registered capital of Shanghai Zunyi to Shanghai Baozun or its designated entity or individual; and (ii) Shanghai Zunyi agreed to grant, irrevocably, unconditionally and exclusively, an asset purchase option to Shanghai Baozun whereby Shanghai Baozun shall be entitled, to the extent permissible by PRC laws, to request Shanghai Zunyi to transfer all or part of the tangible and intangible assets owned or disposable by Shanghai Zunyi to Shanghai Baozun or its designated entity or individual;

- an amended and restated shareholders' voting rights proxy agreement entered into between Wenbin Qiu (仇文彬), Qingyu Zhang (張清宇), Shanghai Baozun and Shanghai Zunyi dated July 25, 2019, pursuant to which Wenbin Qiu (仇文彬) and Qingyu Zhang (張清宇) irrevocably undertook to respectively execute a proxy letter whereby they shall each authorize the individual then designated by Shanghai Baozun to exercise, on their behalf certain rights available to them in their capacity as shareholders of Shanghai Zunyi;
- an amended and restated equity pledge agreement entered into between Wenbin Qiu (仇文彬), Shanghai Baozun and Shanghai Zunyi dated August 27, 2019, pursuant to which Wenbin Qiu (仇文彬) agreed to pledge all of his equity interests in Shanghai Zunyi and any increase in the registered capital to Shanghai Baozun;
- an amended and restated equity pledge agreement entered into between Qingyu Zhang (張清宇), Shanghai Baozun and Shanghai Zunyi dated August 27, 2019, pursuant to which Qingyu Zhang (張清宇) agreed to pledge all of his equity interests in Shanghai Zunyi and any increase in the registered capital to Shanghai Baozun; and
- the Hong Kong Underwriting Agreement.

Our Intellectual Property Rights

We regard our trademarks, copyrights, patents, domain names, know-how, proprietary technologies, and similar intellectual property as critical to our success; and we rely on copyright, trademark and patent law, confidentiality, invention assignment and non-compete agreements with our employees and other parties to protect our proprietary rights.

As of June 30, 2020, we owned copyrights to 100 software programs developed by us relating to various aspects of our operations and 149 registered trademarks, including registered trademarks for “Baozun” (  ). As of June 30, 2020, we had registered approximately 83 domain names.

FURTHER INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

Disclosure of Interests

See “Major Shareholders” for disclosure of interests of directors and executive officers.

Directors' Service Contracts

We have entered into employment agreements with each of our directors who is also an officer. See “Directors, Senior Management and Employees — Compensation — Employment Agreements.”

Each of our directors has been nominated pursuant to our Articles of Association. Their terms of the appointment are for a period of three years. We may terminate an executive officer's employment for cause, at any time, without notice or remuneration, for certain acts of the officer, including serious or persistent breach or non-observance of the employment terms or a conviction of a criminal offense. An executive officer may terminate his/her employment at any time with one-month prior written notice. Furthermore, we may terminate the employment at any time without cause upon advance written notice and certain amount of compensation payment.

Directors' Remuneration

See “Directors, Senior Management and Employees — Compensation” for a discussion of Directors' remuneration.

Disclosures relating to Directors and Experts

Save as disclosed in this prospectus:

- None of our directors nor any of the persons listed in “— Other Information — Qualification of Experts” below is materially interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this prospectus, acquired or disposed of by or leased to our subsidiaries and our affiliated consolidated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our affiliated consolidated entities.
- None of our directors nor any of the persons listed in “— Other Information — Qualification of Experts” below is materially interested in any contract or arrangement with us subsisting at the date of this prospectus which is unusual in its nature or conditions or which is significant in relation to our business as a whole.
- None of the persons listed in “— Other Information — Qualification of Experts” below has any shareholding in us or any of our Major Subsidiaries or has the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in us or any of our Major Subsidiaries.

SHARE INCENTIVE PLANS

See “Directors, Senior Management and Employees — Compensation” for details about our Share Incentive Plans.

OTHER INFORMATION**Estate duty**

Our directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

See “Our Business — Legal Proceedings” for further information.

Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Class A ordinary shares in issue, the Class A ordinary shares to be issued pursuant to the Global Offering (including the additional Class A ordinary shares which may be issued pursuant to the exercise of the Over-allotment Option), and the Class A ordinary shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options or the vesting of RSUs or other awards that have been or may be granted from time to time and the Class A ordinary shares to be issued after the conversion of Class B ordinary shares. All necessary arrangements have been made to enable such Shares to be admitted into CCASS.

Citigroup Global Markets Asia Limited, CMB International Capital Limited and Credit Suisse (Hong Kong) Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The fee payable to each of the Joint Sponsors is US\$300,000 and is payable by our Company.

No Material Adverse Change

Our directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2020 (being the date to which our latest audited consolidated financial statements were prepared).

Qualification of Experts

The following are the qualifications of the experts (as defined under the Hong Kong Listing Rules and the Companies (WUMP) Ordinance) who have given opinions or advice which are contained in this prospectus:

Name	Qualification
Citigroup Global Markets Asia Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities as defined under the SFO
CMB International Capital Limited	A licensed corporation under the SFO for type 1 (dealing in securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Credit Suisse (Hong Kong) Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants and Registered Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance (Cap. 588)
Han Kun Law Offices	Legal adviser to Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal adviser to Company as to Cayman Islands law
Shanghai iResearch Co., Ltd., China	Independent industry consultant

Consents of Experts

Each of the experts above has given and has not withdrawn its consent to the issue of this prospectus with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

Promoter

Our Company has no promoter for the purpose of the Hong Kong Listing Rules. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

Binding Effect

This prospectus shall have the effect, if an application is made in pursuance of this prospectus, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (WUMP) Ordinance insofar as applicable.

Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

- Save as disclosed in this prospectus or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
 - to the best of our knowledge, neither we nor any of our Major Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
 - no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

- no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any share capital or debentures of our Company or any of our Major Subsidiaries;
- no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
- there is no arrangement under which future dividends are waived or agreed to be waived.
- Our branch register of members will be maintained in Hong Kong by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Unless the directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS.
- Our directors confirm that:
 - there has not been any interruption in our business which may have or have had a material adverse effect on our financial position in the 12 months immediately preceding the date of this prospectus; and
 - save for the RMB1,914.5 million (US\$275.0 million) principal amount of 1.625% Convertible Senior Notes due 2024, we and our Major Subsidiaries have no outstanding debentures or convertible debt securities.
- The English version of this prospectus shall prevail over the Chinese version.