

RELATED PARTY TRANSACTIONS

We are seeking a listing on the Hong Kong Stock Exchange pursuant to Chapter 19C of the Hong Kong Listing Rules. Pursuant to Rule 19C.11 of the Hong Kong Listing Rules, Chapter 14A of the Hong Kong Listing Rules, governing connected transactions, does not apply to us. The following discussion of related party transactions has been prepared pursuant to the requirements of Form 20-F of the SEC, and is included in this document for disclosure purposes only.

CONTRACTUAL ARRANGEMENTS

PRC laws limit foreign ownership of companies engaged in certain businesses in China, including Internet services. Due to these restrictions, we operate our relevant business through contractual arrangements with the variable interest entities. See “History and Corporate Structure—Corporate Structure—Contractual Arrangements.”

TRANSACTIONS WITH ENTITIES AFFILIATED WITH OUR SHAREHOLDERS

Since Ping An Group became our controlling shareholder, it provided services including rental and property management services, technical services and other miscellaneous services, and assets to us for a total amount of RMB88.7 million in 2018, RMB107.7 million in 2019, and RMB156.4 million (US\$24.0 million) in 2020.

We earned service fees primarily for providing facilitation services related to insurance products and loan and leasing product transactions for Ping An Group or its affiliates on our platform as well as providing advertising services to Ping An Group for a total amount of RMB473.5 million in 2018, RMB447.0 million in 2019, and RMB621.8 million (US\$95.3 million) in 2020.

All related party transactions are trade transactions in nature and will be settled according to payment terms in the contracts.

INVESTOR’S RIGHTS AGREEMENT

Following Yun Chen’s acquisition of 47.4% the Company’s equity interest from Telstra in June 2016, we entered into an investor’s rights agreement with Yun Chen on September 30, 2016 to the effect that Yun Chen shall enjoy the same special rights given to Telstra under the previous investors rights agreement. Under this investor’s rights agreement with Yun Chen, so long as Yun Chen holds at least 20% of our issued and outstanding shares, (i) we must permit Yun Chen and its designated representatives, at their own cost and expense, at reasonable times and upon reasonable prior notice to us, to review our books and records and to discuss our financial condition with our officers; and (ii) we must provide to Yun Chen our financial statements stated in the investor’s rights agreement so long as its external auditor considers it to be necessary to consolidate our financial statements into Yun Chen’s financial statements in accordance with the PRC accounting standards; and (iii) we must provide to Yun Chen a copy of our register of members after the end of each quarter. The investor’s rights agreement was approved by the Audit Committee and the Board.

Save as disclosed above, there are no other rights granted to Yun Chen or Ping An Group or other shareholders which are not available to all shareholders of the Company. The Directors take the view that the special rights granted to Yun Chen pursuant to the investor’s rights agreement are fair and reasonable and not prejudicial to the interest of our Company’s other shareholders. The same rights were granted to Telstra, the previous controlling shareholder of our Company (details of which were disclosed in the registration statement at the time of our Company’s listing on the NYSE and other public filings). Such rights were granted to Yun Chen in recognition of the significant investment made by Yun Chen. Taking into account the benefits of Yun Chen maintaining a significant shareholding

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interest in our Company, the Directors take the view that the grant of such rights to Yun Chen is in the best interest of our Company and the shareholders as a whole. After consulting our legal advisors, the Directors take the view that the grant of such special rights to Yun Chen does not contravene the shareholders’ protection requirements under Rule 19C.07 of the Hong Kong Listing Rules, the relevant U.S. federal securities laws and the NYSE rules, and the terms of the investor’s rights agreement in relation to the grant of such special rights to Yun Chen do not violate the applicable laws and regulations in the Cayman Islands.

EMPLOYMENT AGREEMENTS

See “Directors and senior management—Compensation of directors and executive officers—Employment agreements” for a description of the employment agreements we have entered into with our executive officers.

SHARE INCENTIVE PLANS

See “Directors and senior management—Compensation of directors and executive officers—Share incentive plans” for a description of share-based compensation awards we have granted to our directors and officers and to other individuals as a group.