

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT US

Our incorporation

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on June 7, 2010. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Ho Wing Tsz Wendy 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 and Cayman Company Law” in Appendix III.

Changes in our share capital

As at September 30, 2021, we had an authorized share capital of US\$600,000, divided into 2,400,000,000 shares of a nominal or par value of US\$0.00025, of which (i) 1,800,000,000, shall be designated as Class A ordinary shares, (ii) 200,000,000 shall be designated as Class B ordinary shares, and (iii) 400,000,000 undesignated and our issued share capital was 127,312,831 Class A ordinary shares and 101,778,958 Class B ordinary shares.

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

	Fiscal year ended December 31, 2018		
	Class A Ordinary Share	Class B Ordinary Share	Shareholders’ Equity
			<i>(US\$)</i>
Balances as at January 1, 2018	120,926,916	101,778,958	55,676.47
Exercise and vesting of share-based awards	2,131,677	—	532.92
Balances as at December 31, 2018	<u>123,058,593</u>	<u>101,778,958</u>	<u>56,209.39</u>

	Fiscal year ended December 31, 2019		
	Class A Ordinary Share	Class B Ordinary Share	Shareholders’ Equity
			<i>(US\$)</i>
Balances as at January 1, 2019	123,058,593	101,778,958	56,209.39
Exercise and vesting of share-based awards	1,472,327	—	368.08
Balances as at December 31, 2019	<u>124,530,920</u>	<u>101,778,958</u>	<u>56,577.47</u>

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

	Fiscal year ended December 31, 2020		
	Class A Ordinary Share	Class B Ordinary Share	Shareholders’ Equity
			<i>(US\$)</i>
Balances as at January 1, 2020	124,530,920	101,778,958	56,577.47
Exercise and vesting of share-based awards	1,377,705	—	344.43
Balances as at December 31, 2020	<u>125,908,625</u>	<u>101,778,958</u>	<u>56,921.90</u>

	Nine months ended September 30, 2021		
	Class A Ordinary Share	Class B Ordinary Share	Shareholders’ Equity
			<i>(US\$)</i>
Balances as at January 1, 2021	125,908,625	101,778,958	56,921.90
Exercise and vesting of share-based awards	1,404,206	—	351.05
Balances as at September 30, 2021	<u>127,312,831</u>	<u>101,778,958</u>	<u>57,272.95</u>

Changes in the share capital of our Major Subsidiaries

The following sets out the changes in the share capital of our subsidiaries during the three years immediately preceding the date of this document:

- On March 19, 2020, the registered capital of Beijing Weimeng Technology Co., Ltd. (北京微夢創科網絡技術有限公司) was increased from RMB555.0 million to RMB560.6 million.
- On February 17, 2020, the registered capital of Beijing Weimeng Chuangke Investment Management Co., Ltd. (北京微夢創科創業投資管理有限公司) was increased from RMB10 million to RMB30 million.

SHARE INCENTIVE PLANS

For information on our Company’s share incentive plans, see “Directors and Senior Management — Compensation”.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

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 Group within the two years preceding the date of this document and are material:

- (a) a loan agreement dated February 17, 2020 between Weibo Technology and Yunli Liu (劉運利), a shareholder of Beijing Weimeng Chuangke Investment Management Co., Ltd. (北京微夢創科創業投資管理有限公司, “Weimeng Chuangke”), pursuant to which Weibo Technology has granted an interest-free long term loan of RMB10 million to Yunli Liu (劉運利), with the sole purpose of providing funds necessary for Yunli Liu (劉運利) to make capital injections into Weimeng Chuangke for holding 50% equity interests of Weimeng Chuangke;
- (b) a loan repayment agreement dated February 17, 2020 between Weibo Technology and Yunli Liu (劉運利), pursuant to which the consideration paid to Yunli Liu (劉運利) by Weibo Technology for the transference of Yunli Liu (劉運利)’s 50% equity interests of Weimeng Chuangke to Weibo Technology under the equity transfer agreement offsets Yunli Liu (劉運利)’s loan repayment obligations owed to Weibo Technology;
- (c) an equity transfer agreement dated February 17, 2020 between Weibo Technology and Yunli Liu (劉運利), a shareholder of Weimeng Chuangke, pursuant to which Yunli Liu (劉運利) granted Weibo Technology an option to purchase Yunli Liu (劉運利)’s 50% equity interests in Weimeng Chuangke at a purchase price specified under the agreement;
- (d) an equity pledge agreement dated February 17, 2020 between Weibo Technology and Yunli Liu (劉運利), pursuant to which Yunli Liu (劉運利) agreed to pledge to Weibo Technology all the rights of Yunli Liu (劉運利)’s 50% equity interests of Weimeng Chuangke to secure the performance of Yunli Liu (劉運利)’s obligations under the loan agreement and the equity transfer agreement;
- (e) a power of attorney dated February 17, 2020 executed by Yunli Liu (劉運利), a shareholder of Weimeng Chuangke, in favour of and accepted by Weibo Technology, pursuant to which Yunli Liu (劉運利) agreed to authorize Weibo Technology or its designated person(s), as Yunli Liu (劉運利)’s attorney-in-fact to exercise all the voting rights in respect of Yunli Liu (劉運利)’s equity interests in Weimeng Chuangke at its shareholders’ meetings;
- (f) a loan agreement dated February 17, 2020 between Weibo Technology and Wei Wang (王巍), a shareholder of Weimeng Chuangke, pursuant to which Weibo Technology has granted an interest-free long term loan of RMB10 million to Wei Wang (王巍), with the sole purpose of providing funds necessary for Wei Wang (王巍) to make capital injections into Weimeng Chuangke for holding 50% equity interests of Weimeng Chuangke;
- (g) a loan repayment agreement dated February 17, 2020 between Weibo Technology and Wei Wang (王巍), pursuant to which the consideration paid to Wei Wang (王巍) by Weibo Technology for the transference of Wei Wang (王巍)’s 50% equity interests of Weimeng Chuangke to Weibo Technology under the equity transfer agreement offsets Wei Wang (王巍)’s loan repayment obligations owed to Weibo Technology;

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (h) an equity transfer agreement dated February 17, 2020 between Weibo Technology and Wei Wang (王巍), a shareholder of Weimeng Chuangke, pursuant to which Wei Wang (王巍) granted Weibo Technology an option to purchase Wei Wang (王巍)'s 50% equity interests of Weimeng Chuangke at a purchase price specified under the agreement;
- (i) an equity pledge agreement dated February 17, 2020 between Weibo Technology and Wei Wang (王巍), pursuant to which Wei Wang (王巍) agreed to pledge to Weibo Technology all the rights of Wei Wang (王巍)'s 50% equity interests of Weimeng Chuangke to secure the performance of Wei Wang (王巍)'s obligations under the loan agreement and the equity transfer agreement;
- (j) a power of attorney dated February 17, 2020 executed by Wei Wang (王巍), a shareholder of Weimeng Chuangke, in favour of and accepted by Weibo Technology, pursuant to which Wei Wang (王巍) agreed to authorize Weibo Technology or its designated person(s), as Wei Wang (王巍)'s attorney-in-fact to exercise all the voting rights in respect of Wei Wang (王巍)'s equity interest in Weimeng Chuangke at its shareholders' meetings;
- (k) an exclusive technical services agreement dated February 17, 2020 between Weibo Technology and Weimeng Chuangke, pursuant to which Weimeng Chuangke has granted Weibo Technology the exclusive right to provide technical services required for any of Weimeng Chuangke's businesses, in consideration of the fees paid by Weimeng Chuangke;
- (l) an exclusive sales agency agreement dated February 17, 2020 between Weibo Technology and Weimeng Chuangke, pursuant to which Weimeng Chuangke has granted Weibo Technology the exclusive right to distribute, sell and provide agency services for all the products and services provided by Weimeng Chuangke;
- (m) a trademark license agreement dated February 17, 2020 between Weibo Technology and Weimeng Chuangke, pursuant to which Weibo Technology has granted Weimeng Chuangke trademark licenses to use the trademarks held by or licensed to Weibo Technology in consideration of the license fees paid by Weimeng Chuangke; and
- (n) the Hong Kong Underwriting Agreement.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Summary of the contractual arrangement

As described in “History and Corporate Structure — Corporate Structure — Contractual Arrangements”, our Company or its Major Subsidiaries entered into the following contracts in relation to the contractual arrangements that are material to our Group:

- (a) a trademark license agreement dated October 11, 2010 between Weibo Technology and Weimeng, pursuant to which Weibo Technology has granted Weimeng trademark licenses to use the trademarks held by or licensed to Weibo Technology in consideration of the license fees paid by Weimeng;
- (b) an exclusive technical services agreement dated October 11, 2010 between Weibo Technology and Weimeng, pursuant to which Weimeng has granted Weibo Technology the exclusive right to provide technical services required for any of Weimeng’s businesses, in consideration of fees paid by Weimeng;
- (c) an exclusive sales agency agreement dated October 11, 2010 between Weibo Technology and Weimeng, pursuant to which Weimeng has granted Weibo Technology the exclusive right to distribute, sell and provide agency services for all the products and services provided by Weimeng;
- (d) a loan agreement dated January 19, 2018 between Weibo Technology and Wei Zheng (鄭偉), a shareholder of Weimeng, pursuant to which Weibo Technology has granted an interest-free loan of RMB0.1 billion to Wei Zheng (鄭偉), with the sole purpose of providing funds necessary for Wei Zheng (鄭偉) to make capital injections into Weimeng;
- (e) an equity pledge agreement dated January 19, 2018 between Weibo Technology and Wei Zheng (鄭偉), pursuant to which Wei Zheng (鄭偉) agreed to pledge to Weibo Technology all the rights of Wei Zheng (鄭偉)’s 20% equity interests of Weimeng to secure the performance of Wei Zheng (鄭偉)’s loan repayment obligations under the loan agreement;
- (f) a power of attorney dated January 19, 2018 executed by Wei Zheng (鄭偉), a shareholder of Weimeng, in favour of and accepted by Weibo Technology, pursuant to which Wei Zheng (鄭偉) agreed to authorize Weibo Technology or its designated person(s), as Wei Zheng (鄭偉)’s attorney-in-fact, to exercise all the voting rights in respect of Wei Zheng (鄭偉)’s equity interests in Weimeng at its shareholders’ meetings;
- (g) an equity transfer agreement dated January 19, 2018 between Weibo Technology and Wei Zheng (鄭偉), a shareholder of Weimeng, pursuant to which Wei Zheng (鄭偉) granted Weibo Technology an option to purchase Wei Zheng (鄭偉)’s 20% equity interests of Weimeng at a purchase price specified under the agreement;
- (h) shareholders resolutions dated December 12, 2015 passed by Zenghui Cao (曹增輝), Wei Wang (王巍), Yunli Liu (劉運利) and Wei Zheng (鄭偉), the shareholders of Weimeng holding 100% equity interests of Weimeng at the time, resolving that, shareholders of Weimeng agreed to (i) continue the performance of Weimeng’s obligations under the trademark license agreement, the exclusive technical services agreement and the exclusive sales agency agreement respectively between Weibo Technology and Weimeng on October 11, 2010; (ii) allow the shareholders of Weimeng to transfer their respective equity interests in Weimeng to Weibo Technology at any time determined by Weibo Technology and waive their respective rights of first refusal regarding the equity interests to be transferred; (iii) transfer any of their equity interests in Weimeng to any party other than Weibo Technology or an entity designated by Weibo Technology only with the

APPENDIX IV


STATUTORY AND GENERAL INFORMATION

approval of all the shareholders of Weimeng; (iv) pledge all of their equity interests in Weimeng to Weibo Technology; (v) appoint Weibo Technology as their attorney-in-fact to exercise all the voting rights in respect of their equity interests in Weimeng at its shareholders’ meetings; and (vi) enter into the equity transfer agreement, the equity pledge agreement and the power of attorney between Weibo Technology and the respective shareholders of Weimeng; and

- (i) an undertaking letter dated January 19, 2018 issued to Weibo Technology by Zenghui Cao (曹增輝), Wei Wang (王巍), Yunli Liu (劉運利) and Wei Zheng (鄭偉), the shareholders of Weimeng, pursuant to which, among others, the shareholders undertake to strictly perform their obligations under their agreements with Weibo Technology, including but not limited to the loan agreements, the powers of attorney, the equity transfer agreements, the loan repayment agreements and the equity pledge agreements.

For further details of the above, please see copies of the contractual arrangements, which [are published] on our website (<http://ir.weibo.com>) pursuant to the Hong Kong Stock Exchange’s Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3.

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 and confidentiality, invention assignment and non-compete agreements with our employees and others to protect our proprietary rights. As of June 30, 2021, we held 193 issued patents and 302 software copyrights inside of China and 365 trademarks inside and outside of China, a number of which we consider material to our business and future development, including our registered trademarks for 微博 and “ 微博” and domain names for weibo.com, weibo.cn and weibo.com.cn. In addition, as of June 30, 2021, we had submitted 218 patent applications and 244 trademark applications for registration.

FURTHER INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

Disclosure of interests

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

Director service contracts and remuneration

We have entered into employment agreements with each of our executive officers. See “Directors and Senior Management — Compensation — Employment agreements”.

Our officers are elected by and serve at the discretion of the board of directors. Our directors are not subject to a term of office and hold office until such time as they resign or are removed from office by ordinary resolution or the unanimous written resolution of all shareholders.

We grant share-based awards to our independent directors under the Share Incentive Plans. See “Directors and Senior Management — Compensation — Share Incentive Plans”.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Disclosures relating to our directors and experts

Save as disclosed in the sections headed “History and Corporate Structure — Corporate Structure — Contractual Arrangements” and “Related Party Transactions”, and to the best knowledge of our Company:

- (a) 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 document, acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities.
- (b) 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 document which is unusual in its nature or conditions or which is significant in relation to our business as a whole.
- (c) 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.

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 “Business — Legal Proceedings and Compliance” for further information.

Joint Sponsors

The Joint Sponsors have applied on behalf of our Company to the Listing Committee 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 [REDACTED] (including the additional Class A ordinary shares that may be issued pursuant to the exercise of the [REDACTED]), and the Class A ordinary shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options, the vesting of or vested but outstanding 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 our Class B ordinary shares into Class A ordinary shares. All necessary arrangements have been made to enable the Class A ordinary shares to be admitted into [REDACTED].

Goldman Sachs (Asia) L.L.C., Credit Suisse (Hong Kong) Limited, CLSA Capital Markets Limited and China International Capital Corporation Hong Kong Securities Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The sponsor fee payable to each of the Joint Sponsors is US\$500,000 and is payable by our Company.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No material adverse change

Our directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2021 (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 (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

Name	Qualification
Goldman Sachs (Asia) L.L.C.	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.
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.
CLSA Capital Markets Limited	A licensed corporation under the SFO for type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO.
China International Capital Corporation Hong Kong Securities 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) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO.
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountant Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588)
TransAsia Lawyers	Legal adviser to Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal adviser to Company as to Cayman Islands law
China Insights Consultancy Limited	Industry consultant

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Consents of experts

Each of the experts above has given and has not withdrawn its consent to the issue of this document 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.

Preliminary Expenses

Our Company did not incur any material preliminary expenses.

Promoter

Our Company has no promoter for the purpose of the Hong Kong Listing Rules. Within the two years immediately preceding the date of this document, 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 [REDACTED] and the related transactions described in this document.

Binding effect

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

Bilingual document

[REDACTED]

Miscellaneous

Save as disclosed in the “— Changes in our share capital” and “— Changes in the share capital of our Major Subsidiaries” above, the “Financial Information” section and the Accountant’s Report in Appendix IA to this document, or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this document (see “Waivers and Exemptions”), within the two years immediately preceding the date of this document:

- (a) 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;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) 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;

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (d) no founder, management or deferred Class A ordinary shares of our Company or any of our Major Subsidiaries has been issued or agreed to be issued; and
- (e) 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 transfers and other documents of title of Class A ordinary 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 Class A ordinary shares to be admitted to [REDACTED].

Our directors confirm that:

- (a) there has not been any interruption in our business that may have or has had a material adverse effect on our financial position in the 12 months immediately preceding the date of this document; and
- (b) save for the 2022 Notes, 2024 Notes and 2030 Notes, we and our Major Subsidiaries have no outstanding debentures or convertible debt securities.

The English version of this document shall prevail over the Chinese version.